INVITATION TO SUBSCRIBE FOR UNITS IN
ALLARITY THERAPEUTICS A/S

Validity of the Prospectus

This Prospectus was approved by the Danish Financial Supervisory Authority on 19 May 2021. The Prospectus is valid for a period of maximum 12 months from this date, provided that Allarity Therapeutics A/S fulfils the obligation, in accordance with the Prospectus Regulation, if applicable, to provide supplements to the Prospectus in the event of significant new factors, material mistakes or material inaccuracies, which may affect the assessment of the securities in the Company. The obligation to prepare a supplement to the Prospectus is valid from the time of approval until the end of the subscription period. The Company is under no obligation to prepare supplements to the Prospectus after the end of the subscription period.

INTRODUCTION

This EU Growth prospectus (the "**Prospectus**") has been prepared in connection with an offering of units ("**Units**"), consisting of up to 120,891,157 new shares (the "**New Shares**") each accompanied by one (1) warrant (the "**Warrants**"), in Allarity Therapeutics A/S, CVR no. 28106351 (the "**Company**" or "**Allarity Therapeutics**") with pre-emptive rights to subscribe for the Units (the "**Pre-emptive Rights**") for the Existing Shareholders (as defined below) of the Company (the "**Units Issue**").

The Units Issue is directed solely to holders of shares in the Company who are registered as shareholders of the Company (the "**Existing Shareholders**") with VP Securities or Euroclear Sweden on 20 May 2021 (the "**Allocation Time**"). Each such shareholder will be allocated one (1) Pre-emptive Right for each Existing Share (as defined below). For two (2) Pre-emptive Rights, the holder is entitled to subscribe for one (1) Unit at a price of SEK 0.85 per Unit (the "**Subscription Price**").

Immediately prior to the Units Issue, the registered share capital of the Company is DKK 12,089,115.70 divided into 241,782,314 shares (the "**Existing Shares**"), each with a nominal value of DKK 0.05. The Existing Shares are listed on Nasdaq First North Growth Market Sweden ("**Nasdaq First North**") under the ISIN code DK0060732477.

On 19 May 2021, the Company's board of directors (the "**Board of Directors**") resolved to issue up to 120,891,157 New Shares and 120,891,157 Warrants with Pre-emptive Rights for the Existing Shareholders according to the authorizations in clauses 6.9, 6.11, 7.1 and 7.5 of the articles of association (the "**Articles of Association**") by (i) increasing the Company's share capital between nominal DKK 1 and nominal DKK 6,044,557.85 and (ii) issuing up to 120,891,157 Warrants each carrying the right to subscribe for one share in the Company at a subscription price of SEK 1.70 per Warrant. The Pre-emptive Rights issued through Euroclear Sweden have been approved for trading on Nasdaq First North under the ISIN code SE0015988217.

The trading period for the Pre-emptive Rights commences on 25 May 2021 at 9:00 a.m. CEST and closes on 3 June 2021 at 5:30 p.m. CEST (the "**Rights Trading Period**"). The subscription period for the Units commences on 25 May 2021 at 9:00 a.m. CEST and closes on 8 June 2021 at 5:30 p.m. CEST (the "**Subscription Period**"). Once a holder of Pre-emptive Rights has exercised such rights and subscribed for Units, such subscription cannot be withdrawn or modified by such holder, except as set forth in this Prospectus. Any of the Pre-emptive Rights that are not exercised during the Subscription Period will lapse with no value, and the holder of such Pre-emptive Rights will not be entitled to any kind of compensation. After payment of the Subscription Price, the investor will be granted temporary certificates to the investor's account held with VP Securities or Euroclear Sweden. Such temporary certificates will, in the case of Euroclear, be issued in the form of BTUs (in Danish: Betalte, Tegnede, Units) and will be admitted to trading on Nasdaq First North until the New Shares and the Warrants are registered with the Danish Business Authority. As soon as possible after the registration, the BTUs will be converted to New Shares and Warrants. The New Shares will be admitted to trading on Nasdaq First North under the same ISIN code as the Existing Shares. The Warrants will be admitted to trading on Nasdaq First North under the ISIN code DK0061552270 and under the short name ALLR TO 3. The expected first day of trading of the New Shares and the Warrants is 28 June 2021.

Units which have not been subscribed for by holders of Pre-emptive Rights before the expiry of the Subscription Period (the "**Remaining Units**") may, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by Existing Shareholders or qualified investors who have made binding undertakings to subscribe for the Remaining Units before the expiry of the Subscription Period. In case of oversubscription of Remaining Units in connection with binding undertakings, such Remaining Units will be allocated according to apportionment keys determined by the Board of Directors.

The Units Issue is fully underwritten, subject to satisfaction of certain conditions set out in the separate guarantee undertakings entered into between the Company and a number of Existing Shareholders and qualified investors (the "**Guarantors**") prior to publication of this Prospectus (the "**Guarantee Undertakings**"). On the terms and conditions of the Guarantee Undertakings, the Guarantors undertake to exercise Pre-emptive Rights and to subscribe for any Remaining Units which have not been subscribed for by holders of the Pre-emptive Rights. Therefore, subject to the satisfaction of such terms and conditions, the Company has ensured that all Units will be subscribed for corresponding to aggregate gross proceeds of approximately SEK 102 million after completion of the Units Issue.

The Units Issue is subject to Danish law and this Prospectus has been prepared in accordance with Danish legislation and regulations in compliance with the requirements set out in the Danish Consolidated Act no. 1767 of 27 November 2020 on capital markets, Regulation (EU) no. 2017/1129 of the European Parliament and of the Counsel of 14 June 2017 (the "**Prospectus Regulation**"), Commission Delegated Regulation (EU) no. 2019/980 of 14 March 2019 as well as Commission Delegated Regulation (EU) 2019/979 of 14 March 2019, and the Nasdaq First North Growth Market Rulebook effective from 1 September 2019. This Prospectus has been prepared in accordance with Article 15 (EU Growth prospectus) of the Prospectus Regulation, Annex 23 (Specific summary for the EU Growth prospectus), Annex 24 (EU Growth registration document for equity shares) and Annex 26 (EU Growth securities note for equity securities) to the Commission Delegated Regulation (EU) no. 2019/980 of 14 March 2019.

Forward-looking statements

This Prospectus contains certain forward-looking statements that are based on views and expectations of the Board of Directors and the Company's executive management (the "**Executive Management**" and together with the Board of Directors, the "**Management**") as

well as on assumptions made by and information currently available to the Management, and such statements may constitute forward-looking statements within the meaning of securities law of certain jurisdictions. Such forward-looking statements (other than statements of historical fact) regarding the Company's future results of operations, financial position, cash flow, business strategy, plans and objectives of the Management for future operations can generally be identified by terminology such "targets", "believes", "estimates", "expects", "aims", "intends", "plans", "seeks", "will", "may", "anticipates", "would", "could", "continues" or similar expressions or the negative forms thereof. Other forward-looking statements can be identified in the context in which the statements are made.

Such forward-looking statements are subject to known and unknown risks, uncertainties related to investments in the Company and other factors because they relate to events and depend on circumstances that may or may not occur in the future. The Company's actual results may differ significantly from the results discussed or implied in the forward-looking statements. The forward-looking statements are made as at the Prospectus Date and, except as required by law or rules and regulations (including the rules of Nasdaq First North), the Company undertakes no obligations to publicly update or publicly revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Industry and market information

This Prospectus contains historical market data and industry forecasts pertaining the Company's business and markets from third-party sources as referenced throughout the Prospectus. While the Company can confirm that the information from third-party sources has been accurately reproduced, the Company has not independently verified and cannot give any assurance as to the accuracy of market data as presented in this Prospectus that was extracted or derived from these third-party sources. As far as the Company is aware and able to ascertain from this information, no facts have been omitted which would render the information provided inaccurate or misleading. The Company does not make any representation as to the accuracy of such information that was extracted or derived from these external third-party sources and assumes no obligations to update such information.

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DOCUMENTS INCORPORATED BY REFERENCE

The information explicitly listed in the table below has been incorporated by reference into this Prospectus pursuant to Article 19 of the Prospectus Regulation. Non incorporated parts of the documents incorporated by reference are either not relevant for the investor or covered elsewhere in this Prospectus. Direct or indirect references in the documents included in the table below to other documents or websites are not incorporated by reference and do not form part of this Prospectus. The documents speak only for the period in which they are in effect and have not been updated for purposes of this Prospectus. Potential investors should assume that the information in this Prospectus as well as information incorporated by reference herein is accurate only in the period in which they are in effect.

The information incorporated by reference into this Prospectus is exclusively set out in the cross-reference table below and is available on the Company's website https://allarity.com/rights-issue-2021.

DOCUMENT/INFORMATION:
FY2019 Financial Statements
Published on 31 March 2020
Management statement, page 29
Independent auditor's report, pages 30-32
Consolidated financial statements including notes, pages 33-71
FY2020 Financial Statements
Published on 31 March 2021
Management statement, page 29
Independent auditor's report, pages 30-32
Consolidated financial statements including notes, pages 33-67
Articles of Association
Dated 20 April 2021

SUMMARY

1. INTRODUCTION AND WARNINGS

Warnings	This summary should be read as an introduction to the Prospectus. Any decision to invest in the Pre-emptive Rights and the Units should be based on a consideration of the Prospectus as a whole by the investor. Shareholders and prospective investors in the Pre-emptive Rights and the Units could lose all or part of the invested capital. Where a claim relating to the information contained in the Prospectus is brought before a court, the plaintiff investor might, under national law, have to bear the costs of translating the Prospectus before the legal proceedings are initiated. Civil liability attaches only to those persons who have tabled the summary, including any translations thereof, but only where the summary is misleading, inaccurate or inconsistent when read together with the other parts of the Prospectus, or where it does not provide, when read together with the other parts of the Prospectus, key information in order to aid investors when considering whether to invest in the Pre-emptive Rights and the Units.
Issuer information	The issuer of the Pre-emptive Rights and the Units is Allarity Therapeutics A/S (the "Company"). The address and other contact details of the Company are Venlighedsvej 1, DK-2970 Hørsholm, Denmark, telephone number +45 88 74 24 14. The Company has the legal entity identifier (LEI) 213800FKAPK1MPJ18Q79 and has company registration (CVR) no. 28106351. The ISIN code for the Existing Shares is DK0060732477. The New Shares will be admitted to trading on Nasdaq First North under the ISIN code of the Existing Shares. The ISIN code for the Pre-emptive Rights with VP Securities and Euroclear Sweden is DK0061552197 and SE0015988217, respectively, and the ISIN code for the Warrants is DK0061552270.
Competent authority	This Prospectus has been approved by the Danish Financial Supervisory Authority (in Danish: Finanstilsynet) as competent authority under the Prospectus Regulation. The address and other contact details of the Danish Financial Supervisory Authority are Århusgade 110, DK-2100 Copenhagen, Denmark, telephone number +45 33 55 82 82, email finanstilsynet@ftnet.dk and fax +45 33 55 82 00.
Date of approval of the Prospectus	19 May 2021.

2. KEY INFORMATION ON THE ISSUER

2.1 Who is the issuer of the securities?

Domicile and legal form	The Company has its registered office at Venlighedsvej 1, DK-2970 Hørsholm, Denmark, and is incorporated in Denmark as a Danish public limited liability company under the laws of Denmark. The Company has the legal entity identifier (LEI) 213800FKAPK1MPJ18Q79 and has company registration (CVR) no. 28106351.
Principal activities	The Company is a Danish biopharmaceutical company focused on discovering and developing highly targeted anti-cancer drug candidates. Through the use of its Drug Response Predictor (DRP®) platform, the Company identifies the value in drug assets that have otherwise been discontinued by identifying patient populations where these drugs are active. The Company's three lead drug candidates are: the tyrosine kinase inhibitor (TKI) dovitinib, the poly-ADP-ribose polymerase (PARP) inhibitor stenoparib, and the microtubule inhibitor agent IXEMPRA.
Controlling shareholders	At the Prospectus Date, the Company has the following major shareholder(s):

Shareholder	Ownership interest
Sass & Larsen ApS	15.13%

	The Company is not aware of being owned and controlled, directly or indirectly, by others, and the Company is not aware of any agreements that could result in others taking over the control of the Company.
Chief Executive Officer	Steve Carchedi is the Company's Chief Executive Officer.

2.2 What is the key financial information regarding the issuer?

Key financial information

Income Statement:

(amounts in DKK '000)	**1 Jan 2020 - 31 Dec 2020** *Audited*	**1 Jan 2019 - 31 Dec 2019** *Audited*
Revenue	0	801
EBITDA	-58 958	-66 502
The result of the period	-47 706	-138 132

Balance Sheet:

(amounts in DKK '000)	**31 Dec 2020** *Audited*	**31 Dec 2019** *Audited*
Total assets	176 922	181 201
Equity	140 583	141 334

2.3 What are the key risks that are specific to the issuer?

Key risks

The key risks that are specific for the Company are:

- A failure to successfully develop, obtain regulatory clearance for and commercialize drug candidates would have a materially adverse effect on the Company's future financial position and future growth prospects
- The Company may face competition from companies with considerably more resources and experience and/or more novel technology, which may result in others discovering, developing or receiving clearance for or commercializing products before or more successfully than the Company
- The Company's future success depends in part on its ability to attract and retain its management and key employees.
- The Company relies on third parties to conduct its clinical trials and perform data collection and analysis
- Public health epidemics, pandemics or outbreaks, such as COVID-19, could adversely impact the Company's business, financial position and future growth prospects
- A breakdown of or an attack on the Company's IT systems may result in a material disruption of the Company's operations, including its clinical trials
- The Company's ability to compete may decline if the Company does not adequately protect its proprietary rights and confidential information
- The Company operates in a highly regulated industry, and changes in regulation or the implementation or enforcement of existing regulations could have a material adverse effect on the Company's business
- The Company's business requires significant levels of capital investments, which the Company may be unable to fund

3. KEY INFORMATION ON THE SECURITIES

3.1 What are the main features of the securities?

Type, class and ISIN	Each Unit consists of one (1) New Share and (1) Warrant with Pre-emptive Rights for Existing Shareholders. The New Shares will be of the same class as the Existing Shares and will subject to completion of the Units Issue be admitted to trading on Nasdaq First North under the permanent ISIN code for the Existing Shares DK0060732477, expectedly 28 June 2021. The Warrants will be issued under the ISIN code DK0061552270 and under the short name ALLR TO 3, which will be admitted to trading on Nasdaq First North. The ISIN code for the Pre-emptive Rights with VP Securities and Euroclear Sweden is DK0061552197 and SE0015988217, respectively. The Units Issue will be carried out and trading in the Pre-emptive Rights, the New Shares and the Warrants will be in SEK. The New Shares and the Warrants are denominated in DKK.
Rights attached to the securities	The New Shares and the shares issued upon the exercise of the Warrants will have the same rights as the Existing Shares, including with respect to voting rights, pre-emptive rights and dividend rights. Each share, including the New Shares, carry one (1) vote per nominal value of DKK 0.05. All holders of shares, including the New Shares, generally have pre-emptive rights if the general meeting of the Company resolves to increase the share capital by cash payment. The New Shares and the shares issued upon exercise of the Warrants will have the same dividend rights as the Existing Shares. Any dividends will be paid in DKK to the shareholder's account with Euroclear Sweden. In case of the dissolution or winding-up of the Company, the shares, including the New Shares, will be entitled to a proportionate part of the Company's assets after payment of the Company's creditors. The Warrants will have no rights with respect to the shares, including but not limited to voting rights, pre-emptive rights and dividend rights, until the Warrants are exercised in accordance with the applicable warrant terms and the shares issued upon such exercise are registered with the Danish Business Authority.
Restrictions	The New Shares and the Warrants are negotiable instruments and no restrictions under the Articles of Association or Danish law apply to the transferability of the New Shares and the Warrants.
Dividend Policy	The Company has not declared or made any dividend payments for the last financial year. Currently, the Company intends to use all available financial resources as well as revenue, if any, for purposes of the Company's current and future business. As of the Prospectus Date, the Company does not expect to make dividend payments within the foreseeable future.

3.2 Where will the securities be traded?

Admission to trading	The New Shares and the Warrants will be registered with the Danish Business Authority expectedly on 23 June 2021 and issued through Euroclear Sweden the same day. The New Shares and the Warrants will be admitted to trading on Nasdaq First North Growth Market Sweden, a multilateral trading facility (MTF) operated by Nasdaq Stockholm AB, with the expected first day of trading being on or around 28 June 2021.

3.4 What are the key risks that are specific to the securities?

Key risks	The key risks that are specific to the Units Issue are • The market price of the Company's shares and Pre-emptive Rights may be highly volatile • Failure to exercise Pre-emptive Rights by the end of the Subscription Period will result in the lapse of the holder's Pre-emptive Rights • Existing Shareholders who do not exercise their Pre-emptive Rights will have their ownership interest materially diluted

- The Company expects to retain any available funds and future earnings to fund the development of its business and to ensure an adequate capital structure, and as such, a shareholder's ability to achieve a return on investment will depend solely on an appreciation of the price of the shares
- The Units Issue may be withdrawn, and shareholders and investors having exercised and/or purchased Pre-emptive Rights or Units may incur a loss as a result thereof
- Shareholders outside Sweden are subject to exchange rate risk
- The Guarantee Undertakings might not be honored

4. KEY INFORMATION ABOUT THE UNITS ISSUE

4.1 Under which conditions and timetable can I invest in this security?

Conditions and timetable

The Units Issue comprises up to 120,891,157 Units, each consisting of one (1) New Share and one (1) Warrant. Shareholders registered with VP Securities or Euroclear Sweden on 20 May 2021 as shareholders of the Company will as Existing Shareholders be entitled to an allocation of Pre-emptive Rights. Each holder of shares will be allocated one (1) Pre-emptive Right for each Existing Share held. For every two (2) Pre-emptive Rights, the Existing Shareholder will be entitled to subscribe for one (1) Unit against payment of the Subscription Price of SEK 0.85 (excluding fees, if any, from the investor's own custodian bank or brokers).

Shares traded after 18 May 2021 will be traded as ex Pre-emptive Rights.

The Pre-emptive Rights and the Units (New Shares and Warrants) will be delivered in book-entry form through allocation to the Existing Shareholders' accounts held with VP Securities or Euroclear Sweden.

Expected timetable of the Units Issue:

Last day of trading in Existing Shares including Pre-emptive Rights	18 May 2021
Announcement of Prospectus:	19 May 2021
First day of trading in Existing Shares excluding Pre-emptive Rights:	19 May 2021
Allocation Time of Pre-emptive Rights	20 May 2021
First day of Rights Trading Period	25 May 2021
First day of Subscription Period	25 May 2021
First day of trading in BTU	25 May 2021
Last day of Rights Trading Period	3 June 2021
Last day of Subscription Period	8 June 2021
Expected date of publication of the results of the Units Issue	10 June 2021
Expected registration of the New Shares and the Warrants with the Danish Business Authority	23 June 2021
Expected date of admission of the New Shares and the Warrants to trading on Nasdaq First North	28 June 2021

Subscription price	The Subscription Price per Unit is SEK 0.85. No broker commission will be charged.
Dilution	If an Existing Shareholder decided not to exercise its Pre-emptive Rights, such shareholder's proportionate ownership will be diluted by up to 34.37%. If the Existing Shareholders exercise their Pre-emptive Rights in full, they will not be diluted.
Estimated expenses	The estimated costs and expenses payable by the Company related to the Units Issue are approximately SEK 6 million, excluding fees to the Guarantors.

4.2 Why is this prospectus being produced?

Use of proceeds	The purpose of the Units Issue is to raise the necessary funds to enable the Company to successfully continue its operations and in particular to take the steps in obtaining regulatory clearance of dovitinib and to further develop its other high-priority drugs candidates including for the treatment for the coronavirus. If the Units Issue is completed and fully subscribed, the Units Issue will raise gross proceeds to the Company of approximately SEK 102 million with net proceeds expected to be approximately SEK 96 million after deduction of costs and expenses payable by the Company in relation to the Units Issue. The Company expects to apply the net proceeds to as follows ordered by priority: • approximately 45% will be used to finalize the phase 3 program for dovitinib for the treatment of renal cell carcinoma and to file for a New Drug Application (NDA) with the U.S. FDA for approval for sale and marketing of dovitinib in the United States; • approximately 15% will be used to accelerate patient enrollment for the phase 2 trial of stenoparib for the treatment of ovarian cancer and to further explore stenoparib as an anti-viral agent; • approximately 15% will be used to enroll patients for the phase 2 trial of IXEMPRA for the treatment of metastatic breast cancer; and • approximately 25% will be used to repay a bridge loan financing facility established prior to the Prospectus Date for the Company to meets its short-term financial obligations.
Guarantee commitments	The Units Issue is fully underwritten in accordance with certain guarantee undertakings dated on or about 22 March 2021 and entered into between the Company and the Guarantors. On the terms and conditions of the Guarantee Undertakings, the respective Guarantors have thus undertaken to subscribe for any Remaining Units for aggregate gross proceeds of approximately SEK 102 million.
Conflicts of interest	All members of the Management and one or more Existing Shareholders have an interest in the Units Issue. The Board of Directors assesses that there are no conflicts of interest.

SAMMANFATTNING

1. INLEDNING OCH VARNINGAR

Varningar	Denna sammanfattning bör läsas som en introduktion till Prospektet. Investerare bör basera varje beslut om att investera i Teckningsrätter och Units på en bedömning av hela Prospektet. Aktieägare och blivande investerare i Teckningsrätter och Units kan förlora hela eller delar av det investerade kapitalet. Om ett yrkande relaterat till information i Prospektet görs i domstol kan den investerare som är kärande enligt nationell lagstiftning i medlemsstaterna bli tvungen att betala kostnaden för att översätta Prospektet innan de rättsliga förfarandena inleds. Civilrättsligt ansvar omfattar enbart de personer som har presenterat sammanfattningen, inklusive översättningar av denna, men enbart om sammanfattningen är vilseledande, felaktig eller inkonsekvent jämfört med de andra delarna av Prospektet eller om den tillsammans med andra delar av Prospektet inte ger den nyckelinformation som investerare behöver vid beslut om huruvida de ska investera i Teckningsrätterna och Units.
Information om emittenten	Emittenten av Teckningsrätterna och Units är Allarity Therapeutics A/S ("Bolaget"). Bolagets adress och övriga kontaktuppgifter är Venlighedsvej 1, DK-2970 Hørsholm, Danmark, telefonnummer +45 88 74 24 14. Bolagets identifieringskod (LEI) är 213800FKAPK1MPJ18Q79 och organisationsnummer (CVR) 28106351. ISIN-koden för de Befintliga Aktierna är DK0060732477. De Nya Aktierna kommer att handlas på Nasdaq First North under ISIN koden för Befintliga Aktier. ISIN-koden för Teckningsrätterna med VP Securities och Euroclear Sweden är DK0061552197 respektive SE0015988217, och ISIN-koden för Teckningsoptionerna är DK0061552270.
Behörig myndighet	Prospektet har granskats och godkänts av Finanstilsynet som är den danska behöriga myndigheten för godkännandet av Prospektet enligt Prospektförordningen. Finanstilsynets adress och övriga kontaktuppgifter är Århusgade 110, DK-2100 Köpenhamn, Danmark, telefonnummer +45 33 55 82 82, e-post finanstilsynet@ftnet.dk och fax +45 33 55 82 00.
Datum för godkännande av prospektet	19 maj 2021.

2. NYCKELINFORMATION OM EMITTENTEN

2.1 Vem är emittenten av värdepapperen?

Säte och bolagsform	Bolaget har sitt registrerade säte på Venlighedsvej 1, DK-2970 Hørsholm, Danmark, och är registrerat i Danmark som ett danskt aktiebolag under danska lagar. Bolagets identifieringskod (LEI) är 213800FKAPK1MPJ18Q79 och organisationsnummer (CVR) 28106351.
Huvudsaklig verksamhet	Bolaget är ett danskt bioteknikbolag inom forskning och utveckling av riktade anti-cancerläkemedel. Genom användning av sin Drug Response Predictor (DRP®) plattform spårar Bolaget värde i läkemedel som annars hade upphört genom att identifiera vilka patientgrupper som svarar på behandling med dessa läkemedel. Bolagets tre ledande läkemedelsprodukter är: tyrosinkinashämmare (TKI) dovitinib, poly-ADP-ribose polymeras (PARP) hämmare stenoparib och mikrotubulihämmare IXEMPRA.
Kontrollerat av aktieägare	Per dagen för Prospektet har Bolaget följande större aktieägare: Aktieägare: Sass & Larsen ApS — Andel av kapital: 15.13% Såvitt Bolaget känner till är det inte ägt eller kontrollerat, direkt eller indirekt, av andra och Bolaget är inte medvetet om avtal som skulle kunna resultera i att andra får kontroll över Bolaget.
Verkställande direktör	Bolagets verkställande direktör är Steve Carchedi.

2.2 Vad finns det för nyckelinformation avseende emittenten?

Finansiell nyckelinformation

Resultaträkning:

(belopp i DKK '000)	**1 jan 2020 - 31 dec 2020** *Reviderat*	**1 jan 2019 - 31 dec 2019** *Reviderat*
Intäkter	0	801
EBITDA	-58 958	-66 502
Periodens resultat	-47 706	-138 132

Balansräkning:

(belopp i DKK '000)	**31 dec 2020** *Reviderat*	**31 dec 2019** *Reviderat*
Summa tillgångar	176 922	181 201
Eget kapital	140 583	141 334

2.3 Vad finns det för huvudsakliga risker specifika för emittenten?

Huvudsakliga risker

Huvudsakliga risker relaterade till Bolaget består av att:

- Om Bolaget misslyckas med att utveckla, erhålla myndighetgodkännande för och kommersialisera läkemedelskandidater skulle det ha en väsentlig negativ påverkan på Bolagets framtida finansiella ställning och tillväxtutsikte
- Bolaget kan komma att utsättas för konkurrens från företag med betydligt mer resurser och erfarenhet och/eller nyare teknik, vilket skulle kunna leda till att andra upptäcker, utvecklar eller får godkännande för eller kommersialiserar produkter tidigare eller mer framgångsrikt än Bolaget
- Bolagets framtida framgång beror delvis på dess förmåga att attrahera och behålla sin ledning och nyckelpersoner
- Bolaget är beroende av tredje part för att kunna genomföra sina kliniska studier, datainsamling och analys
- Globala folkhälsoepidemier, pandemier eller utbrott, likt COVID-19, kan ha en negativ påverkan på Bolagets verksamhet, finansiella ställning och framtida tillväxtutsikter
- Ett avbrott eller attack på Bolagets IT-system kan leda till en väsentlig störning av Bolagets verksamhet, inkluderat dess kliniska prövningar
- Bolagets konkurrensförmåga kan försämras om Bolaget i inte tillräcklig utsträckning skyddar sina immateriella rättigheter och konfidentiell information
- Bolaget är verksamt i en hårt reglerad bransch, och ändringar i lagstiftning eller i implementering eller efterlevnad av befintliga regler kan ha en väsentlig negativ inverkan på Bolagets verksamhet
- Bolagets verksamhet kräver betydande investeringar som Bolaget kanske inte kan finansiera

3. NYCKELINFORMATION OM VÄRDEPAPPEREN

3.1 Vilka är värdepappernas viktigaste egenskaper?

Typ, klass och ISIN	Varje Unit består av en (1) Ny Aktie och en (1) Teckningsoption med företrädesrätt för Befintliga Aktieägare. De Nya Aktierna är av samma klass som de Befintliga Aktierna och kommer att tas upp till handel på Nasdaq First North efter genomförandet av Unitemissionen. De Nya Aktierna kommer att ha samma ISIN-kod som de Befintliga Aktierna, DK0060732477. Upptagande till handel av de Nya Aktierna förväntas genomföras efter registrering av Unitemissionen vilket förväntas genomföras omkring den 28 juni 2021. Teckningsoptionerna kommer att emitteras under ISIN-kod DK0061552270 och handlas på Nasdaq First North under kortnamnet ALLR TO 3. Teckningsrätterna med VP Securities och Euroclear Sweden har ISIN-kod DK0061552197 respektive SE0015988217. Genomförandet av Unitemissionen och handel i Teckningsrätterna, de Nya Aktierna och Teckningsoptionerna kommer att ske i SEK. De Nya Aktierna och Teckningsoptionerna är denominerade i DKK.
Rättigheter som sammanhänger med värdepapperen	De Nya Aktierna och aktier som emitteras vid utnyttjande av Teckningsoptionerna kommer att ha samma rättigheter som de Existerande Aktierna, inbegripet rösträtt, företrädesrätt och lika rätt till vinstutdelning. Varje aktie, inklusive de Nya Aktierna, berättigar till en (1) röst på bolagsstämmor och har ett nominellt värde om 0,05 DKK. Om Bolagets bolagsstämma beslutar om att öka aktiekapitalet genom en kontant betalning har alla aktieägare generellt företrädesrätt, innefattat även innehavare av Nya Aktier. De Nya Aktierna och aktier som emitteras vid utnyttjande av Teckningsoptionerna kommer ha samma rätt till vinstutdelning som Befintliga Aktier. Eventuella vinstutdelningar kommer betalas i DKK till aktieägarens konto med Euroclear Sweden. Vid likvidation eller konkurs av Bolaget medför aktierna, inklusive de Nya Aktierna, rätt att erhålla proportionell del av Bolagets tillgångar efter betalning till Bolagets borgenärer. Teckningsoptionerna är inte förenade med några rättigheter avseende aktierna, innefattandes men inte begränsat till rösträtt, företrädesrätt och rätt till vinstutdelning, förrän Teckningsoptionerna utnyttjas i enlighet med teckningsoptionsvillkoren och de emitterade aktierna har registrerats med Erhvervsstyrelsen.
Restriktioner	De Nya Aktierna och Teckningsoptionerna är överlåtbara värdepapper och det föreligger inga begränsningar enligt bolagsordningen eller dansk lag avseende överlåtbarheten av de Nya Aktierna och Teckningsoptionerna.
Utdelningspolicy	Bolaget har inte beslutat om eller lämnat några vinstutdelningar under det senaste räkenskapsåret. För närvarande avser Bolaget att använda alla tillgängliga finansiella medel samt eventuella intäkter för Bolagets nuvarande och framtida verksamhet. Per dagen för Prospektet förväntas Bolaget inte göra några vinstutdelningar inom en överskådlig framtid.

3.2 Var kommer värdepapperen att handlas?

Upptagande till handel	De Nya Aktierna och Teckningsoptionerna förväntas registreras med Erhvervsstyrelsen den 23 juni 2021 och handlas genom Euroclear Sweden samma dag. De Nya Aktierna och Teckningsoptionerna kommer att vara föremål för ansökan om upptagande för handel på Nasdaq First North Growth Market i Stockholm, Sverige, en multilateral handelsplattform (MTF) och registrerad tillväxtmarknad för små och medelstora bolag som bedrivs av Nasdaq Stockholm AB. Handeln i de Nya Aktierna och Teckningsoptionerna beräknas påbörjas omkring den 28 juni 2021.

3.4 Vilka huvudsakliga risker är specifika för värdepapperen?

Huvudsakliga risker	Huvudsakliga risker relaterade till Unitsemissionen består av att: • Handelskursen för Bolagets aktier och Teckningsrätter kan vara mycket volatil • Underlåtenhet att utöva företrädesrätt vid slutet av Teckningsperioden kommer leda till att innehavarens teckningsrätter förfaller • Befintliga Aktieägare som inte utnyttjar sin Teckningsrätt kommer att få sin ägarandel väsentligt utspädd

- Bolaget förväntas behålla tillgängliga medel och framtida intäkter för att finansiera utvecklingen av sin verksamhet och för att säkerställa en adekvat kapitalstruktur, och därmed kommer en aktieägares förmåga att få avkastning på investering enbart att bero på en uppskattning av priset på aktierna
- Unitsemissionen kan dras tillbaka och aktieägare och investerare som har utnyttjat och/eller förvärvat Teckningsrätter eller Units kan till följd därav drabbas av förlust
- Aktieägare utanför Sverige är exponerade för valutarisker
- Aktieägare utanför Sverige är exponerade för valutarisker

4. NYCKELINFORMATION OM UNITSEMISSIONEN

4.1 På vilka villkor och enligt vilket tidsplan kan jag investera i detta värdepapper?

Villkors och tidsplan

Unitsemissionen omfattar upp till 120 891 157 Units, och varje Unit består av en (1) Ny Aktie och en (1) Teckningsoption. Aktieägare som den 20 maj 2021 är registrerad aktieägare till Bolaget hos VP Securities eller Euroclear Sweden ska precis som Befintliga Aktieägare ha rätt till tilldelning av Teckningsrätter. Varje innehavare av aktier kommer att tilldelas en (1) Teckningsrätt för varje Befintlig Aktie. Två (2) Teckningsrätter berättigar Befintliga Aktieägare till teckning för en (1) Unit mot betalning av Teckningskursen om 0,85 SEK (exklusive eventuella avgifter från investerarens egen bank eller mäklare).

Handel i Bolagets aktier efter 18 maj 2021 kommer att handlas utan rätt till Teckningsrätter.

Teckningsrätter och Units (Nya Aktier och Teckningsoptioner) kommer att levereras digitalt genom tilldelning till Befintliga Aktieägares konton hos VP Securities eller Euroclear Sweden.

Förväntad tidsplan för Unitsemissionen är:

Sista dag för handel i Befintliga Aktier inklusive Teckningsrätter	18 maj 2021
Offentliggörande av Prospektet:	19 maj 2021
Första dag för handel i Befintliga Aktier exklusive Teckningsrätter	19 maj 2021
Tilldelningsperiod för Teckningsrätterna	20 maj 2021
Första dag för handel i Teckningsrätterna	25 maj 2021
Teckningsperioden inleds	25 maj 2021
Första dag för handel i BTU	25 maj 2021
Sista dag för handel i Teckningsrätterna	3 juni 2021
Sista dag för Teckningsperioden	8 juni 2021
Förväntat datum för offentliggörande av utfallet från Unitsemissionen	10 juni 2021
Förväntad registrering av de Nya Aktierna och Teckningsoptionerna hos Erhvervsstyrelsen	23 juni 2021
Förväntat datum för upptagande av de Nya Aktierna och Teckningsoptionerna till handel på Nasdaq First North	28 juni 2021

Teckningskurs	Teckningskursen per Unit är 0,85 SEK. Inget courtage utgår.
Utspädning	Om en Befintlig Aktieägare beslutar att inte utnyttja sin Teckningsrätt kan aktieägarens proportionerliga ägarandel spädas ut med upp till 34,37 %. Om Befintliga Aktieägare utnyttjar sina Teckningsrätter fullt ut kommer ingen utspädning att inträffa.
Uppskattade kostnader	Kostnaderna och utgifterna för Bolaget i samband med Unitsemissionen förväntas uppgå till cirka 6 miljoner SEK, exklusive avgifter till Garanterna.

4.2 Varför upprättas detta Prospekt?

Användning av medel	Syftet med Unitsemissionen är att anskaffa tillräckligt med kapital så att Bolaget kan fortsätta bedriva sin verksamhet framgångsrikt och specifikt, vidta nödvändiga åtgärder för att kunna erhålla myndighetsgodkännande för dovitinib och att vidareutveckla sina andra, högprioriterade, läkemedelskandidater inklusive för behandling av coronavirus. Om Unitsemissionen genomförs och fullt tecknas kommer Unitsemissionen tillföra Bolaget cirka 102 miljoner SEK varav nettolikviden, efter avdrag för kostnader och utgifter relaterade till Unitsemissionen, förväntas uppgå till cirka 96 miljoner SEK. Bolaget förväntas använda nettolikviden till följande, ordnade efter prioritet: • Cirka 45 % kommer att användas för att slutföra fas 3-programmet för dovitinib för behandling av njurcellscancer och för att skicka in en ny läkemedelsansökan (NDA) till amerikanska FDA för godkännande för försäljning och marknadsföring av dovitinib i USA; • Cirka 45 % kommer att användas för att påskynda inskrivningen av patienter för fas 2-studie av stenoparib för behandling av äggstockscancer och för att ytterligare utforska stenoparib som ett antiviralt medel; • Cirka 45 % kommer att användas för att registrera patienter för fas 2-studien av IXEMPRA för behandling av metastaserad bröstcancer; och • Cirka 45 % kommer att användas för att återbetala finansieringsfacilitet för brygglån som inrättades före dagen för Prospektet så att Bolaget ska kunna uppfylla sina kortfristiga finansiella åtaganden.
Garantiåtagan-den	Unitsemissionen är till fullo garanterad i enlighet med särskilda garantiåtaganden som ingicks omkring den 22 mars 2021 och som har ingåtts mellan Bolaget och dess Garanter. Under villkoren i Garantiåtagandena har respektive Garant åtagit sig att teckna eventuella Återstående Units för en total bruttolikvid om cirka 102 miljoner SEK.
Intressekon-flikter	Alla ledande befattningshavare och en eller flera Befintliga Aktieägare har ett intresse i Unitsemissionen. Bolagets styrelse bedömer att det inte föreligger några intressekonflikter.

RESPONSIBILITY STATEMENT

THE COMPANY'S RESPONSIBILITY

The Company is responsible for this Prospectus in accordance with Danish law.

THE COMPANY'S STATEMENT

We hereby declare that we, as the persons responsible for this Prospectus on behalf of the Company in our capacity as members of the Board of Directors and the Executive Management, have taken all reasonable care to ensure that, to the best of our knowledge and belief, the information contained in this Prospectus is in accordance with the facts and does not omit anything likely to affect the import of its contents.

We furthermore declare that this Prospectus has been approved by the Danish Financial Supervisory Authority (in Danish: Finanstilsynet) as competent authority under the Prospectus Regulation. The Danish Financial Supervisory Authority only approves this Prospectus as meeting the standards of completeness, comprehensibility and consistency imposed by the Prospectus Regulation. Such approval should not be considered as an endorsement of the Company that is the subject of this Prospectus. The Prospectus has been drawn up as part of an EU Growth prospectus in accordance with Article 15 of the Prospectus Regulation.

Hørsholm, Denmark, 19 May 2021

Allarity Therapeutics A/S

Board of Directors

Duncan Moore
Chairman

Gail Maderis
Board Member

Steve Carchedi
Board Member

Søren Gade Jensen
Board Member

Duncan Moore: Partner of East West Capital Partners Pte. Ltd.

Gail Maderis: President and CEO of Antiva Biosciences, Inc.

Steve Carchedi: CEO of Allarity Therapeutics A/S

Søren Gade Jensen: Member of the European Parliament

Executive Management

Steve Carchedi
CEO

Jens Erik Knudsen
CFO

MOTIVES, INTERESTS AND ADVISERS

Allarity Therapeutics is a Danish biopharmaceutical company focused on discovering and developing highly targeted anti-cancer drug candidates. Through the use of its Drug Response Predictor (DRP®) platform, the Company identifies the value in drug assets that have otherwise been discontinued by identifying patient populations where these drugs are active. The Company's three lead drug candidates are: the tyrosine kinase inhibitor (TKI) dovitinib, the poly-ADP-ribose polymerase (PARP) inhibitor stenoparib, and the microtubule inhibitor agent IXEMPRA.

MOTIVES

Allarity Therapeutics has reached several milestones with the successful progression of each of the Company's three high-priority drug candidates. With an application for regulatory clearance of the Company's lead drug candidate dovitinib to be filed with the U.S. FDA (expectedly in 2021), the Company is aiming at commercializing its business and operations.

The Company is also progressing well with clinical trials of its two other high-priority drug candidate, stenoparib and IXEMPRA, with expected patient enrollment in Europe and the U.S. The Company has also initiated pre-clinical testing of stenoparib as a possible treatment for the British and South African variant of the coronavirus.

The purpose of the Units Issue is to raise the necessary funds to enable the Company to successfully continue its operations and in particular to take the steps in obtaining regulatory clearance of dovitinib and to develop its other high-priority drugs candidates.

Upon full subscription of the Units Issue, the gross proceeds from the issue of the New Shares will amount to approximately SEK 102 million. The net proceeds to the Company from the issue of the New Shares are expected to be approximately SEK 96 after deduction of costs and expenses payable by the Company in relation til Units Issue.

The net proceeds are intended to be used as follows ordered by priority:

- approximately 45% will be used to finalize the phase 3 program for dovitinib for the treatment of renal cell carcinoma and file for a New Drug Application for approval of sale and marketing of dovitinib with the U.S. FDA;
- approximately 15% will be used to accelerate patient enrollment for the phase 2 trial of stenoparib for the treatment of ovarian cancer and to further explore stenoparib as an anti-viral agent;
- approximately 15% will be used to enroll patients for the phase 2 trial of IXEMPRA for the treatment of metastatic breast cancer; and
- approximately 25% will be used to repay a bridge loan financing facility established prior to the Prospectus Date for the Company to meets its short-term financial obligations.

CONFLICTS OF INTEREST

All members of the Board of Directors and the Executive Management are direct or indirect holders of financial instruments in the Company. Therefore, these persons have an interest in the Units Issue.

Subject to the satisfaction of certain conditions in the Guarantee Undertakings, all Units that have not been subscribed for by the holders of the Pre-emptive Rights will be subscribed for by the Guarantors for which the Guarantors will receive a fee to be paid in Units which will be subscribed for at a discount, see section "*Terms and Conditions for the Units Issue*" for more information. One or more of the Guarantors are shareholders, directly or indirectly, in the Company and therefore have an interest in the Units Issue.

The Company is not aware of any other potential interests, including conflicting ones, of natural or legal persons involved in the Units Issue that may have a material interest in the Units Issue.

ADVISERS

Aalto Capital AB is financial advisor to the Company in connection with the Units Issue. Hagberg & Aneborn Fondkommission AB acts as the issuer agent of the Company in connection with the Units Issue. Mazanti-Andersen Advokatpartnerselskab (as to Danish law) and Baker & McKenzie Advokatbyrå (as to Swedish law) are legal advisers to the Company in connection with the Units Issue.

BUSINESS AND MARKET OVERVIEW

BUSINESS MODEL

Allarity Therapetutics was founded to advance a singular vision, mission and strategy to improve the therapeutics benefit of anti-cancer drugs in cancer patients selected through the use of the Company's Drug Response Predictor (DRP®) platform. The DRP® is a best-in-class predictive biomarker technology platform that enables the pre-identification of highly likely responder patients to a given drug thereby realizing the Company's goal of providing personalized cancer care.

Generally, after acquiring rights to a drug candidate, the Company tailors the renewed clinical development of the drug candidate to those patients who are expected to benefit most. Such a patient population is identified by the DRP® platform. Ultimately, the Company aims to out-license or divest drug candidates to global or regional pharmaceutical companies based on the results of the Company's Phase 2 and/or Phase 3 trials guided by DRP®.

High-priority programs

The Company has in-licensed a total of six drug candidates to its portfolio. Three of these drug candidates now constitute the Company's high-priority programs, namely dovitinib from Novartis, stenoparib from Eisai and IXEMPRA from Bristol Myers Squibb (the latter now under the ownership of R-Pharm US). The Company believes its ability to secure these de-risked, former big pharma assets is indicative of the trust placed in the Company's ability to transform the efficacy profile of the drug candidates, through the use of its DRP® platform, in order to advance and market these drug candidates as personalized cancer treatments. In the oncology market, such advanced clinical stage outlicensing frequently entails significant upfront and milestone payments as well as considerable royalties on the sales of the registered drug.

Other clinical programs

As a strategic choice, the Company may choose to outlicense the further development of a drug candidate for which the Company holds rights in order to decrease the time-to-market for its portfolio as well as to create the shortest pathway to commercialization. For this purpose, the Company has outlicensed its drug candidates LiPlaCis and 2X-111 to Smerud Medical Research International.

THE DRP® PLATFORM

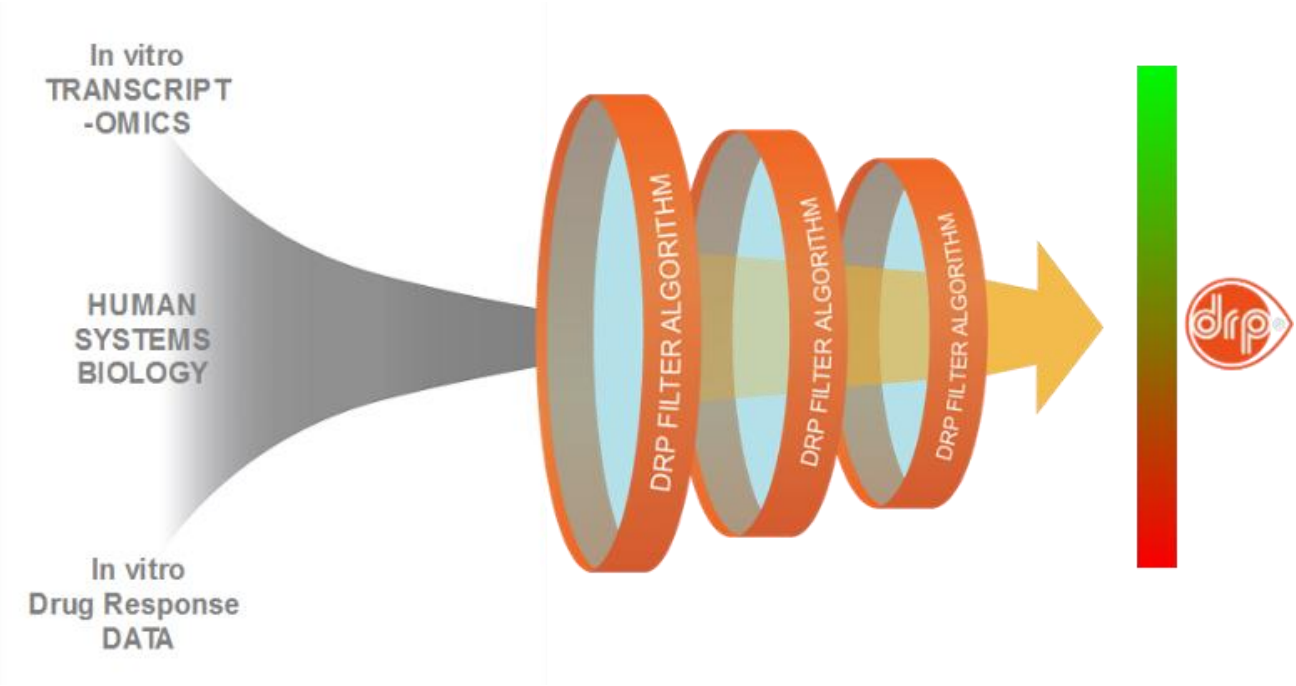
At the core of Allarity Therapeutics is the DRP® platform, a proprietary invention widely applicable across the oncology therapy space. The DRP® platform is the

outcome of many years of in-house research and development efforts by the Company's researchers as well as by collaborations, external scientists and clinicians, and the technology is still the subject of ongoing scientific refinement. While the technology is applicable to a wide range of cancer drugs, including already approved drugs, the commercial strategy chosen by the Company is to validate the potential of the DRP® by in-licensing a few carefully selected drug candidates and focus on the development of these drug candidates only. At the time of the licensing, the drug candidates are in a dormant stage as they are shelved due to low efficacy rates. After licensing the drug candidates, the Company initiates renewed clinical programs for several of them, designed to further clinically validate the DRP® platform's ability to predict which patients are high-likelihood responders. In short, this is done by comparing the efficacy rates of the previous clinical trials with respect to the chosen drug candidates with the clinical trials conducted by the Company, using the DRP® to transform the drug candidates from a catch-all medicine to personalized/precision medicine. This strategy also means that the DRP® is an exclusive tool only to be applied to drug candidates in the Company's own pipeline, and no other companies can access the DRP® (unless a commercial agreement is agreed upon).

The science behind the DRP®

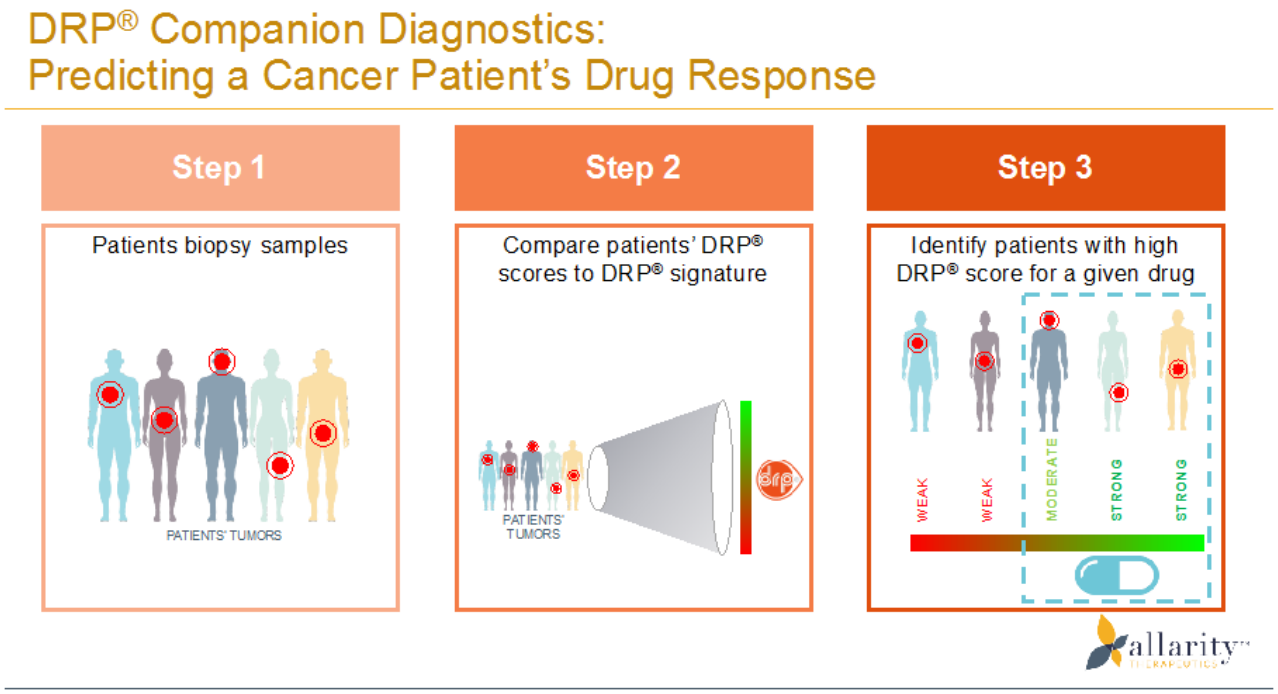
The DRP® predictive biomarker technology enables the Company to identify and treat patients who are most likely to be sensitive to a particular cancer drug. DRP® provides a gene expression "fingerprint" that distinguishes tumors that are sensitive to treatment with a specific drug from those that are insensitive. By including only patients with sensitive tumors in clinical trials (and excluding patients who are unlikely to respond), DRP® enables a more realistic assessment of the drug's true efficacy when matched with the right patients. The DRP® technology has been validated and proven in more than 35 clinical trials (retrospective) establishing that patient response to a given cancer treatment can be predicted with a high degree of statistical significance.

DRP® builds on the comparison of sensitive versus resistant human cancer cell lines exposed to a given drug, including gene expression information from cell lines combined with clinical tumor biology and clinical correlates in an advanced systems biology analytic algorithm. DRP® is based on messenger ribonucleic acid (RNA) and micro RNA from the patient's biopsies. DRP® can be applied to all cancer types, and has been patented for more than 70 anti-cancer drugs.



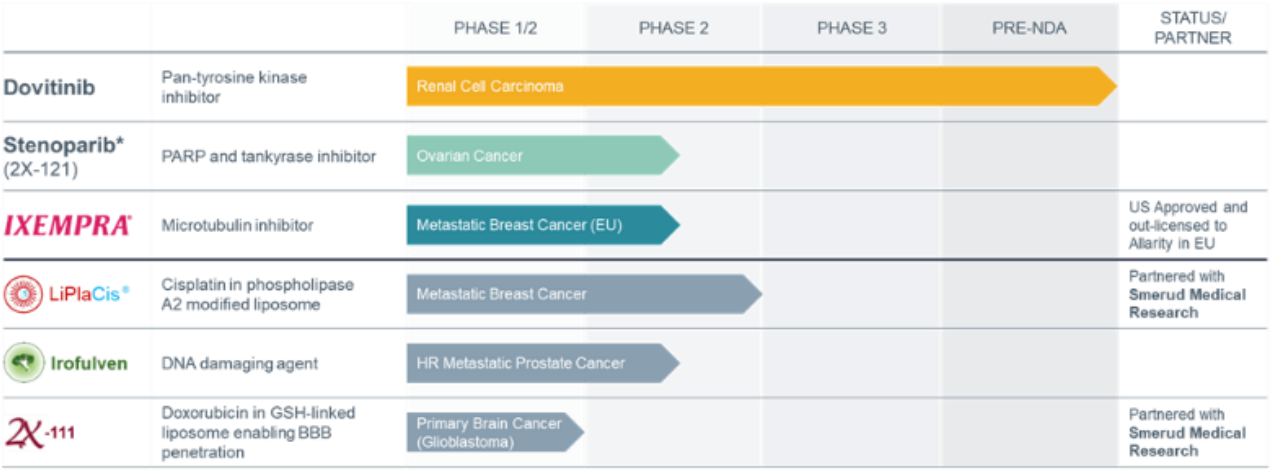
How DRP® works

The DRP® platform is used for a specific drug by first generating a preliminary drug response signature (or resistance) gene expression data from a multitude of cancer cells treated with that drug (the Company most frequently use the highly regarded NCI60 cancer cell line panel comprising 60 cell lines derived from most tumor types). Initial cancer cell line testing data is then "filtered" through a proprietary clinical response screening process that the Company has created by analyzing thousands of actual cancer patients' biopsies from numerous clinical trials of many different cancer drug types to reduce the "background noise" from the cell line data in order to remove biomarkers that are clinical irrelevant to actual, observed patient response in clinical trials. The resulting DRP® biomarker makes it possible to predict whether a particular patient is likely to benefit from treatment with a certain drug. The assessment of the individual patient is done based on a biopsy from that patient's tumor.



PRODUCT CANDIDATES

The development pipeline of the Company currently comprises six in-licensed drug candidates with dovitinib (a pan-TK inhibitor), stenoparib (a PARP and tankyrase inhibitor) and IXEMPRA (a microtubulin inhibitor) being the Company's three high-priority programs. Two secondary drug candidates (LiPlaCis and 2X-111) are licensed out and one drug candidate (Irofulven) is under review.



Dovitinib

The Company's most advanced drug candidate is dovitinib, which is a small molecule, pan-tyrosine kinase inhibitor (TKI) licensed from Novartis. Dovitinib has been subject to an extensive prior drug development program including data from more than 2,500 patients. Dovitinib has shown identical clinical activity to sorafenib (NEXAVAR®, an approved pan-TKI marketed by Bayer) in a randomized Phase 3 study in renal cancer and in a randomized Phase 2 study in liver cancer, both of which were conducted by Novartis. Sorafenib is the current gold standard in the treatment of certain forms of liver cancer and approved in certain forms of kidney cancer. Dovitinib has also shown activity in several Phase 2 studies in lung, prostate, endometrial and thyroid cancers as well as GIST (Gastrointestinal Stromal Tumor).

The Company has validated its DRP® for dovitinib using clinical biopsy materials from most of Novartis' prior clinical trials for the drug candidate. The development of dovitinib has therefore benefitted from use of the drug-specific DRP® to identify the patients who will most likely benefit. The DRP® has shown a strong ability to predict treatment response in prior clinical studies of renal, endometrial, GIST, liver and breast cancer tumors.

The Company plans to file a New Drug Application (NDA) with U.S. FDA for the approval of dovitinib for the treatment of renal cell carcinoma (RCC or kidney cancer) during 2021. The Company seeks the approval on basis of "non-inferiority" against sorafenib for the treatment of RCC with reference to prior Phase 3 results from Novartis and using DRP® for dovitinib to select and treat likely responder patients. If the FDA approves the NDA, the Company will be able to market the drug to DRP®-selected RCC patients as an effective new therapy to treat their disease.

The market for Dovitinib
Dovitinib addresses a significant unmet need for new treatment for renal cell carcinoma. Annual sales of sorafenib, under the trade name NEXAVAR®, were approx. USD 715 million in 2018. The global renal cell carcinoma market is projected to grow to USD 6.3 billion in 2022. In addition, Dovitinib has promising market potential, both as a monotherapy and in combination with other agents (such as immune checkpoint inhibitors) in a number of other cancer indications.

Stenoparib

Stenoparib is a novel small molecule (oral), targeted inhibitor of Poly ADP-Ribose Polymerase (PARP), a key DNA damage repair enzyme active in cancer cells, currently being evaluated for cancer treatment and potentially as an anti-viral treatment for coronavirus.

Stenoparib is currently being evaluated for the treatment of advanced ovarian cancer in a Phase 2 clinical trial at the Dana-Farber Cancer Institute in Boston, MA using a DRP® companion diagnostic to guide patient enrollment and improve therapeutic outcome. The drug has been tested in over 60 individuals to date and is demonstrated to be safe and well tolerated. Through use of DRP® patient selection, the Company aims to provide a superior clinical benefit to ovarian cancer patients receiving stenoparib, as compared to other approved PARP inhibitors.

The ongoing Phase 2 clinical trial is expected to carry on with the earliest possible completion in 2022, however, all clinical trials are depending on patient enrollment speed which is ultimately beyond the control of the Company.

The market for stenoparib
The Company believes stenoparib has broad potential both as monotherapy and in combination with immune-oncology drugs and/or chemotherapy since there is no myelosuppression in clinically relevant doses associated with Stenoparib. The global PARP inhibitor market is projected to reach USD 9 billion by 2027 in ovarian cancer alone. Another significant opportunity is the market for PARP inhibitors in pancreatic cancer which is expected to show high growth rates over the coming five years.

Stenoparib as an COVID-19 antiviral drug
The Company is evaluating the potential anti-viral use of stenoparib. The Pathogen & Microbiome Institute at Northern Arizona University (NAU), a leading U.S. infectious disease test center, is currently conducting pre-clinical testing of the antiviral activity of Stenoparib. The testing is focused on Coronavirus Variant B.1.1.7 (the "British variant") and Variant B.1.351 (the "South African variant"). The testing against the British and the South African variants follow previous positive pre-clinical test results with Stenoparib as a treatment of SARS-CoV-2. The data showed that stenoparib inhibits SARS-CoV-2 as a single agent, and that stenoparib, in combination with remdesivir was also active in inhibiting the virus. The concentration of stenoparib required for virus inhibition was lower in the combination study with remdesivir than in the single agent study.

The ongoing testing of stenoparib at the Pathogen & Microbiome Institute forms the first steps of a potential therapeutic expansion of stenoparib into anti-viral applications. The drug is one of a limited number of drug candidates having showed pre-clinical efficacy against SARS-Cov-2.

IXEMPRA

The Company holds an exclusive option to license the European rights to IXEMPRA® (ixabepilone) from the pharmaceutical company R-Pharm US LLC. IXEMPRA®, a microtubulin inhibitor, was originally developed by Bristol-Myers Squibb (BMS) and is approved in the U.S. for the treatment of certain types of breast cancer. R-Pharm US LLC currently owns and commercializes the drug in the U.S. The Company is currently enrolling patients in a DRP® guided Phase 2 clinical trial to evaluate IXEMPRA® for the treatment of metastatic breast cancer. Multiple trial sites in Europe are planned to participate in the patient enrollment. The Company's protocol aims towards an enrollment target of nearly 60 patients.

The ongoing Phase 2 clinical trial is expected to carry on with the earliest possible completion in 2022, however, all clinical trials are depending on patient enrollment speed which is ultimately beyond the control of the Company.

The market for IXEMPRA
The global breast cancer therapeutics market is projected to grow to USD 25 Billion by 2024. One of the leading drivers of this market growth will be the use of pre-surgery neoadjuvant therapies in the newly diagnosed patient population, a future market expansion opportunity for IXEMPRA®.

LiPlaCis

LiPlaCis® is a targeted liposomal formulation of the approved cancer chemotherapeutic cisplatin. A proprietary liposomal targeting technology (phospholipase (PLA)-liposome) enables LiPlaCis® to specifically target and deliver cisplatin to a patient's tumor, thereby reducing off-target systemic toxicity of the active drug and delivering more drug at the target tumor site. The Company has in recent years carried out Phase 2 clinical trial activity in patients with metastatic breast cancer. The trials were managed by a Contract Research Organization named Smerud Medical Research International. In June 2020, Allarity announced that Smerud Medical Research International would take over the further clinical and commercial development of LiPlaCis® as agreed in a licensing agreement between the two companies. As a result, the Company does not have knowledge of any specific future timeline regarding the development of LiPlaCis®.

2X-111

2X-111 is a targeted, liposomal formulation of Doxorubicin that uses what is known as "G technology" coupling glutathione to the surface of the liposome thus enabling the drug to pass the blood-brain barrier so as to improve the treatment of brain metastases of secondary tumors (e.g. those originating outside of the brain) and primary brain tumors. In June 2017, the Company announced that it had obtained status of U.S. Investigational New Drug (IND) for 2X-111. In June 2020, the Company announced that Smerud Medical Research International would take over the further clinical and commercial development of 2X-111 as agreed in a licensing agreement between the two companies. Smerud Medical Research International would oversee further clinical development in glioblastoma multiforme (malignant brain cancer). As a result, the Company does not have knowledge of any specific future timeline regarding the development of 2X-111.

Irofulven

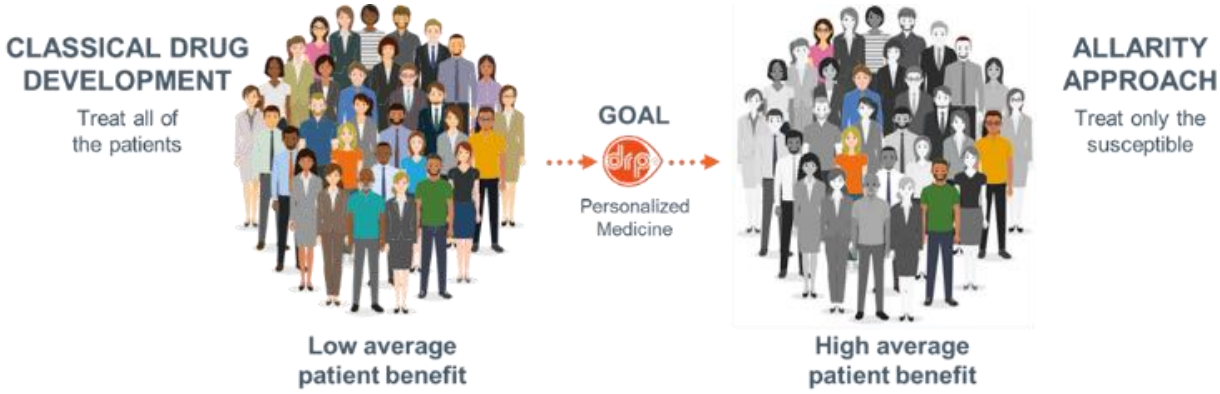
Irofulven has been studied extensively in 38 clinical studies (of which 19 are published) in the years from 1995 until 2007. Irofulven is a DNA damaging agent and in previous Phase 2 and 3 clinical trials, the compound proved safe and showed promising efficacy as a monotherapy (with no application of a biomarker in general or the DRP® specifically) in a number of cancer types, including HRPC (Hormone Refractory Prostate Cancer), ovarian cancer, and pancreatic cancer.

The Company has previously conducted a small-enrollment, DRP®-guided Phase 2 trial of Irofulven in late-stage prostate cancer patients. Based on the initial results of this study, the Company is currently assessing further development plans for the drug and/or the potential to monetize the asset by out-licensing. The immediate future timeline regarding the further development of Irofulven is dependent on the outcome of this assessment.

MARKETS

Introduction

The oncology market accounted for more than USD 140 billion in branded pharmaceutical sales in 2019 corresponding to approx. 20% of global pharmaceutical sales, which makes cancer by far the largest pharmaceutical segment. More than 200 different types of cancer cause more deaths than all other categories of disease except cardiovascular diseases. A current estimate is that there were more than 1,400 active cancer cell therapies in development in 2020, compared to around 1,000 in 2019.



Cancer has historically been treated with a "one size fits all" approach, simply applying the same treatments to patients with cancers originating in the same locations in the human body (e.g. liver, breast, lung) without regard to the vast differences in tumor biology and drug response from one patient to the next. However, it is increasingly recognized that cancer is extremely complex and that a patient's response to a given drug depends on a variety of factors, including genetics, tumor biology, and environmental influences, which means that the efficacy of a particular treatment can vary greatly between individuals. This constitutes a cancer care problem in several ways: First, since many cancer treatments are associated with severe, even sometimes painful side effects, these treatments should ideally be limited to patients who will actually benefit from. Second, many cancer treatments, especially certain newer targeted agents and immunotherapies are extremely expensive and pose an increasing burden on public health economies, even in affluent developed societies. For public health reasons, it is important that these treatments are only given to patients who are likely to actually benefit from them. Thirdly, most cancer treatments change the biology of the tumor, which impacts on the potential effect of further treatments, so it is imperative to avoid giving cancer patients drugs that they are unlikely to respond to.

Markets trends

The number of people living with cancer is increasing
The number of people living with cancer worldwide has increased dramatically over the last couple of decades. The main reason is the aging population, coupled with advances in cancer treatment resulting in more cancer patients surviving for a longer period of time and requiring management of their disease. A large majority of people diagnosed with cancer are more than 60 years old.

The number of people diagnosed with cancer is also increasing
The factors mentioned in the previous section naturally lead to more cancer diagnoses as does general population growth. Adding to this trend is general medical advances (to identify ever more tumor associated antigens), better diagnostic technologies, an increased use of large population-based screening programs, and a generally increased awareness among doctors and patients of early cancer warning signals.

The demand for Personalized Medicine is growing
The demand for Personalized Medicine is increasing and cancer patients, regulatory authorities, insurers, and treating physicians are also increasingly seeking for new companion diagnostics to help identify the right treatments for each individual patient. More and more drugs are being approved together with a companion diagnostic, especially in the United States, where the FDA is encouraging companies to develop and seek approval for such "companion diagnostic" plus therapeutic combinations, and is rewarding them accordingly with faster-to-market tracks, such as Accelerated Approval and/or Orphan Indication designations.

INFORMATION ABOUT THE COMPANY

Allarity Therapeutics A/S is a public limited liability company incorporated in Denmark as of 9 September 2004 and is subject to Danish law. The Company is domiciled in Denmark with its registered office at Venlighedsvej 1, DK-2970 Hørsholm, Denmark. The Company is registered with the Danish Business Authority under registration (CVR) no. 28106351 and the

Company's legal entity identifier (LEI) code is: 213800FKAPK1MPJ18Q79. The Company's telephone number is +45 88 74 24 14 and its website is www.allarity.com. The information on the website does not form part of the Prospectus unless that information is incorporated by reference into the Prospectus. The Company has two wholly owned Danish subsidiaries, Oncology Venture Product Development ApS and OV-SPV2 ApS, and two wholly owned U.S. subsidiaries, MPI Inc. and Oncology Venture US Inc. OV-SPV2 ApS holds the right to dovitinib as per the in-licensing agreement with Novartis. MPI Inc. pays salary for the U.S. employees and charges a management fee to the Company. Oncology Venture US Inc. holds the rights for the drug candidate stenoparib. Oncology Venture Product Development ApS has no activity.

Financing strategy

Until the Company is generating a cash flow that covers its financing needs for continued growth, the future financing strategy includes share capital generated through new share and warrants issues, convertibles or other capital raising.

Funding structure

There has been no material change in the Company's funding structure since 31 December 2020 until the Prospectus Date.

Investments

Since 31 December 2020 until the Prospectus Date, the Company has not made any material investments, is not in the process of making any material investments and/or has no firm commitments to make any material investments.

RISK FACTORS

Investing in the Units and/or the Pre-emptive Rights involves a high degree of financial risk which shareholders and prospective investors should carefully consider before they decide to invest in the seucrities. This section contains risk factors that are speficic to the Company and its securities. The most material risks, as currently assesed by the Company's management, taking into account the expected magnitude of their negative impact on the Company and its business and securities are set out in category of risk factors below.

RISKS RELATED TO THE COMPANY'S BUSINESS

A failure to successfully develop, obtain regulatory clearance for and commercialize drug candidates would have a materially adverse effect on the Company's future financial position and future growth prospects

The Company was formed in 2004 and has since then been engaged in research and development of companion diagnostics technology and novel drug candidates to combat cancer. The Company has not yet launched any drug in the market and therefore has not generated any significant sustained revenue. While the Company believes that its drug candidates have proven their safety and shown some level of efficacy, there can be no assurance that the candidates will be successfully developed or approved for marketing and sale, and if developed and approved, there can be no assurance that they will be commercially successful or that the Company will become profitable.

The Management has made the assessment that the two clinical trials, one in ovarian cancer and one in metastatic breast cancer, need further progression before the out-licensing or sale of projects may be finalized. In addition, the Company needs to obtain regulatory clearance with respect to its drug candidate combatting renal cell carcinoma before the out-licensing or sale of projects may be finalized. If the Company fails to successfully develop or obtain regulatory clearance with respect to its drug candidates or to attract licensees or buyers, it will have a high adverse impact on the Company and its future financial position and prospects.

The Company may face competition from companies with considerably more resources and experience and/or more novel technology, which may result in others discovering, developing or receiving clearance for or commercializing products before or more successfully than the Company

The oncology therapeutics industry is highly competitive and is subject to swift technological advances. Numerous laboratories, companies, institutions, universities and other research entities are actively involved in the discovery, research, development and marketing of both drug candidates and diagnostic companion technologies. The Company has competitors in each of the verticals in which it competes, many of which have substantially greater name recognition, commercial infrastructure and financial, technical and personnel resources than the Company. Smaller early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with larger and established companies.

Even if the Company obtains regulatory clearance for one or more of its drug candidates, the Company will have to remain competitive both in terms of performance and pricing, and the Company will have to be successful in its commercialization efforts, including by preparing information on why its product is superior to new or similar products. Any such activities by the Company may be costly and time-consuming, and there is no guarantee that the Company will be successful in such attempts or that the Company's products will remain competitive. If such risk was to materialize, it would have a significant adverse impact on the Company's financial position and profitability.

RISKS RELATED TO THE COMPANY'S OPERATIONS

The Company's future success depends in part on its ability to attract and retain its management and key employees.

The Company currently has a relatively small organization and is highly dependent on its key employees and its senior management team. As the Company only has a limited number of key employees and a lean management structure, the loss of any of these key employees or management members may have a significant adverse impact on the Company's ability to develop and gain regulatory clearance for its products. While all biotechnology companies rely on attracting and retaining key talent, the highly specialized work in which the Company is involved in the identification of complex biomarkers for specific cancer cells requires a unique combination of scientific insight and hands on experience in the laboratory which is difficult and time-consuming to replace should the Company lose one or more key employees.

The Company relies on third parties to conduct its clinical trials and perform data collection and analysis

The Company selectively relies on private and public research institutions, medical institutions, contract research organizations and collaborators to perform patient recruitment, testing, data collection and analysis

for its clinical trials, including for the performance of the Company's DRP® platform. As the Company's clinical trials is dependent on the participation of third parties, there could be scenarios where the trials are delayed, suspended or terminated if the third parties do not successfully carry out their responsibilities thereby causing a material adverse effect on the Company's business, results of operations and/or prospects.

Public health epidemics, pandemics or outbreaks, such as COVID-19, could adversely impact the Company's business, financial position and future growth prospects

The COVID-19 outbreak affected the Company's clinical trials as the Company has been hampered in patient enrollment due to COVID-19. To the extent that COVID-19 or other potential public health epidemics or outbreaks impact the Company's operations in the future, such events may negatively affect the Company's business and results of operations. In particular, such events would negatively impact patient recruitment and continuation of clinical trials for new indications, regulatory reviews, the ability to raise funding and other activities necessary for the Company's growth.

A breakdown of or an attack on the Company's IT systems may result in a material disruption of the Company's operations, including its clinical trials

The Company's operation is dependent on the function of its IT system which is vulnerable to damage from cyber security breaches, computer viruses, unauthorized access or leaks, natural disasters and other material system failure. For example, the Company's companion diagnostics technology is heavily dependent on specialized, computer-powered data analysis capabilities, which are not easily replaceable. While the Company has not experienced system failure or security breach of IT system to date, if such an event were to occur it could result in material disruption of the Company's clinical trials and business operation.

RISKS RELATED TO THE COMPANY'S IP

The Company's ability to compete may decline if the Company does not adequately protect its proprietary rights and confidential information

The Company's commercial success depends on maintaining proprietary rights to its DRP® technology platform for which the Company relies on a combination of patents and trade secret protection. There is a risk that the Company's competitors may use the DRP® technology platform in jurisdiction where the Company has not pursued and obtained patent protection and, further, may otherwise infringe the DRP® technology platform in jurisdiction where the Company has patent protection, but where enforcement is not as strong as in Europe. If the Company fails to protect or to enforce its patents successfully, its competitive position could suffer, which could harm the Company's business.

RISKS RELATED TO REGULATORY MATTERS

The Company operates in a highly regulated industry, and changes in regulation or the implementation or enforcement of existing regulations could have a material adverse effect

The biotech industry is subject to a number of regulatory requirements within the markets where the Company operates. In particular, as the Company's business model relies on the combination of drugs and companion diagnostic to ensure the drug matches the patient, the Company is subject to a more complex regulatory regime than that of many other biotech companies that either rely solely on development of companion diagnostics or drugs. Accordingly, the Company's business may be affected by changes in laws and regulations and may be further affected by new laws and regulations with respect to the regulatory requirements applicable to the Company.

RISKS RELATED TO THE COMPANY'S FINANCIALS

The Company's business requires significant levels of capital investments, which the Company may be unable to fund

The Company's business regularly requires significant levels of capital investments, including for development and regulatory clearance of its drug candidates. For example, to the extent that new regulatory burdens are imposed, the Company may be required to make capital expenditures even though the Company may not have available resources at such time. If the Company is unable to meet its capital expenditure requirements, the Company may not be able to maintain its operations forcing the Company to delay, limit or terminate its drug development and regulatory clearance and other operations, which would have a material adverse effect on the Company's business, financial condition and results of operation, reputation or prospects.

RISK RELATED TO THE UNITS ISSUE AND THE UNITS

The market price of the Company's Shares and Pre-emptive Rights may be highly volatile

The market price of the Company's shares has been, and may in the future be, highly volatile, subject to significant fluctuations in response to various factors, many of which are beyond the Company's control and which may be unrelated to the Company's business, operations or prospects.

In addition, the equity market in general and the market for biotech companies has experienced significant price and volume fluctuations that may be unrelated or disproportionate to the operating performance of individual companies. No assurance can be given that equity market fluctuations, even if otherwise unrelated to the Company's activities, will not have a material adverse effect on the market price of the Company's securities.

Failure to exercise Pre-emptive Rights by the end of the Subscription Period will result in the lapse of the holder's Pre-emptive Rights

If Pre-emptive Rights are not exercised by the end of the Subscription Period, such Pre-emptive Rights to subscribe for Units will lapse with no value and the holder will not be entitled to compensation. Accordingly, Existing Shareholders and other holders of Pre-emptive Rights must ensure that all required exercise instructions are received by such Existing Shareholder's or other holder's bank before the deadline. If an Existing Shareholder or other holder fails to provide all required exercise instructions or otherwise fails to follow the procedure applicable to exercising the Pre-emptive Rights before 8 June 2021 at 5:30 p.m. CEST, the Pre-emptive Right will lapse with no value.

Existing Shareholders who do not exercise their Pre-emptive Rights will have their ownership interest materially diluted

The issue of the Units will cause Existing Shareholders who have not exercised their Pre-emptive Rights to experience a substantial dilution of their ownership interest and voting rights. Even if the Existing Shareholder decides to sell its Pre-emptive Rights, the payment it receives may not be sufficient to offset the dilution.

The Company expects to retain any available funds and future earnings to fund the development of its business and to ensure an adequate capital structure, and as such, a shareholder's ability to achieve a return on investment will depend solely on an appreciation of the price of the shares

The Company does not expect to distribute any cash dividends in the foreseeable future as future earnings will be re-invested in the Company. During this period, investors must rely on sales of their shares as the only way to realize any future gains on their investments. Any future determination on the Company's dividend policy and the declaration of any dividends will be made at the discretion of the Board of Directors. Any future dividend payments will depend on a number of factors, including the Company's results of operation, financial position, future prospects, potential general meeting approval, restrictions imposed by applicable law and other factors that the Board of Directors deems relevant.

The Units Issue may be withdrawn, and shareholders and investors having exercised and/or purchased Pre-emptive Rights or Units may incur a loss as a result thereof

The Units Issue may be withdrawn during the period leading up to registration of the New Shares and the Warrants with the Danish Business Authority. If the Units Issue is not completed, the exercise of Pre-emptive Rights that has already taken place will be cancelled automatically. The subscription amount for the Units will be refunded (less any transaction costs), all Pre-emptive Rights will lapse and no Units will be issued. However, trades of Pre-emptive Rights during the Rights Trading Period will not be affected. As a result, shareholders and investors who purchase Pre-emptive Rights will incur a loss corresponding to the purchase price of the Pre-emptive Rights and any transaction costs. However, trades in Units will not be affected, and shareholders and investors who have purchased the Units will receive a refund of the subscription amount for the Units (less any transaction costs).

Shareholders and investors who have purchased Units will consequently incur a loss corresponding to the difference between the purchase price and the subscription price of the Units plus any transaction fees, unless they succeed in recovering the purchase price from the seller of the Units.

Shareholders outside Sweden are subject to exchange rate risk

The Pre-emptive Rights and the Units are priced in SEK. Accordingly, the value of the Pre-emptive Rights and the Units is likely to fluctuate in line with any fluctuation of the exchange rate between the local currency of the country in which an investor outside Sweden is based and SEK. If the value of SEK depreciates against the local currency of the country in which an investor outside Sweden is based, the value of the Pre-emptive Rights and the Units will decrease when expressed in such local currency.

The Guarantee Undertakings might not be honored

The Guarantors have, subject to satisfaction of certain terms and conditions in the Guarantee Undertakings, made binding under-takings to subscribe for all Remaining Units. The undertakings are non-terminable for the Guarantors, however each Guarantor may not honor their individual commitments. If any Guarantee Undertakings is not honored, this may cause the termination of the Units Issue and may materially adversely impact the Company's business, financial condition and results of operations, reputation or prospects.

TERMS AND CONDITIONS FOR THE UNITS

GENERAL INFORMATION

The Units Issue comprises up to 120,891,157 Units, each consisting of one (1) New Share and one (1) Warrant in the Company, with Pre-emptive Rights for the Existing Shareholders. The New Shares, the Warrants and the Pre-emptive Rights are issued in accordance with Danish law.

PRE-EMPTIVE RIGHTS

The Units Issue is being made as a rights issue at the ratio 1:2 meaning that each Existing Shareholder will be entitled to and will be allocated one (1) Pre-emptive Right for each Existing Share held at the Allocation Time and that two (2) Pre-emptive Rights will be required to subscribe for one (1) Unit. The Pre-emptive Rights will be allocated free of charge to the Existing Shareholders who are registered as shareholders of the Company with VP Securities or Euroclear Sweden on 20 May 2021.

Existing Shares traded after 18 May 2021 will be traded without (ex) Pre-emptive Rights. The Pre-emptive Rights with VP Securities and Euroclear Sweden have the ISIN codes DK0061552197 and SE0015988217, respectively. The Pre-emptive Rights with Euroclear Sweden have been approved for trading on Nasdaq First North during the Rights Trading Period.

If any of the Pre-emptive Rights are not exercised during the Subscription Period, those Pre-emptive Rights will lapse with no value, and the holder of such Pre-emptive Rights will not be entitled to any kind of compensation. See "*Risk factors – Risks related to the Units Issue and the Units*". If the holder does not wish to exercise the Pre-emptive Rights to subscribe for Units, the holder can sell the Pre-emptive Rights during the above-mentioned Rights Trading Period.

THE UNITS

The Subscription Period for the Units will commence on 25 May 2021 and will close on 8 June 2021. The Units, each consisting of one (1) New Share and one (1) Warrant, are offered at SEK 0.85 per Unit. The New Shares and the shares to be issued upon exercise of the Warrants (collectively, the "**Shares**") will be of the same class as the Existing Shares and will thus rank pari passu with the Existing Shares, including with respect to voting rights, pre-emptive rights and dividend rights. Holders of Warrants will not be entitled to any rights with respect to the Shares.

The Units Issue will be carried out and trading in the Pre-emptive Rights, the New Shares and the Warrants will be in SEK. The New Shares and the Warrants are denominated in DKK.

Transferability of the securities

The Shares are negotiable instruments and the Articles of Association contain no restrictions on the transferability of the Shares. Furthermore, no restrictions under Danish law apply to the transferability of the Shares. The acquirer of a Share may not exercise rights belonging to a shareholder unless such acquirer has been registered in the register of shareholders or has notified and provided proof of the acquisition to the Company. However, this does not apply to the right to receive dividends or other disbursements nor to the right to subscribe for new shares in the event of capital increases.

Rights attached to the securities

Dividend rights

The Shares will, when fully paid up and registered with the Danish Business Authority, have the same rights as the Existing Shares, including with respect to eligibility for any dividends paid to holders of Shares. Consequently, the New Shares are eligible for dividends as at the date of registration with the Danish Business Authority, which is expected to take place on 23 June 2021 and in any event before listing of the New Shares. Holders of Warrants have no right to receive dividends until the Warrants are exercised and the Shares issued upon such exercise are registered with the Danish Business Authority.

Any dividends will be paid in DKK to the shareholder's account with Euroclear Sweden. No restrictions on dividends or special procedures apply to holders of Shares who are not residing in Denmark. Dividend withholding tax may be withheld by the Company in accordance with applicable Danish law.

Dividends which have not been claimed by shareholders within three (3) years from the time they are payable will in accordance with applicable Danish law be forfeited and will accrue to the Company.

Voting rights

Each Share will carry one (1) vote per nominal value of DKK 0.05. The Warrants do not carry any voting rights in the Company until exercise.

Liquidation rights

In case of the dissolution or winding-up of the Company, the Shares will be entitled to a proportionate part of the Company's assets after payment of the Company's creditors.

Pre-emptive rights

Under Danish law, the shareholders generally have pre-emptive rights if the general meeting of the Company resolves to increase the share capital by cash payment. However, the pre-emptive rights of the shareholders may be derogated from by a majority comprising at least 2/3 of the votes cast and of the share capital represented

at the general meeting if the share capital increase is made at market price.

Redemption and conversion provisions

Except as provided for in the Danish Companies Act, no shareholder is under an obligation to have his or her Shares redeemed in whole or in part by the Company or by any third party, and none of the Shares carry any redemption or conversion rights or any other special rights.

THE NEW SHARES

The New Shares will be issued pursuant to the authorizations in article 7.1 and 7.5 of the Articles of Association, which authorize the Board of Directors to increase the Company's share capital by up to nominal DKK 6,044,557.85 with pre-emptive rights for the Company's existing shareholders.

The Board of Directors adopted a resolution on 19 May 2021 to exercise the authorization and increase the Company's share capital by between nominal DKK 1 and nominal DKK 6,044,557.85 by issue of up to 120,891,157 New Shares each with a nominal value of DKK 0.05. The capital increase will be effected with Pre-emptive Rights for the Existing Shareholders.

As soon as possible after the issuance and registration of the New Shares with the Danish Business Authority, expectedly on 23 June 2021, the New Shares will be admitted to trading on Nasdaq First North under the permanent ISIN code for the Existing Shares DK0060732477.

THE WARRANTS

The Warrants will be issued pursuant to the authorizations in article 6.9 and 6.11 of the Articles of Association, authorize the Board of Directors to issue warrants to investors in the Company granting the right to subscribe for up to nominal DKK 6,044,557.85 shares and to resolve on the appertaining capital increase of up to nominal DKK 6,044,557.85 without pre-emptive rights for the Company's existing shareholders.

The Board of Directors adopted a resolution on 19 May 2021 to exercise the authorization and issue up to 120,891,157 Warrants each carrying the right to subscribe for one Share with a nominal value of DKK 0.05 in the Company at an exercise price of SEK 1.70 per Warrant.

The Warrants may be exercised in five (5) two-week exercise windows during a 24-month period with the exercise windows being as follows:

1 October 2021 – 15 October 2021
1 March 2022 – 15 March 2022
1 August 2022 – 15 August 2022
1 November 2022 – 15 November 2022
1 April 2023 – 15 April 2023

The Warrants will be admitted to trading on Nasdaq First North under the ISN code DK0061552270 and under the short name ALLR TO 3.

Holders of Warrants will not be entitled to any rights with respect to the Shares, including but not limited to voting rights, pre-emptive rights and dividend rights, until the Warrants are exercised in accordance with the applicable warrant terms and the Shares issued upon such exercise are registered with the Danish Business Authority.

The terms and conditions applicable to the Warrants and the subsequent subscription of Shares by exercise of the Warrants are set forth in Appendix 1 to this Prospectus.

TAKEOVERS BIDS

The Swedish Corporate Governance Board has issued takeover rules for certain trading platforms, which are essentially equivalent to the rules that apply to companies with shares admitted to trading on a regulated market. The takeover rules for certain trading platforms will be applied to public takeover offers for companies in which shares are traded on Nasdaq First North. However, section II.21 (defensive measures) and section III (mandatory offers) of the takeover rules are only applicable to Swedish limited liability companies.

Danish legislation in respect of takeover bids do not apply to the Company and other companies traded on Nasdaq First North.

No takeover bids have been made by any third party in respect of the Existing Shares during the past or the current financial years.

SQUEEZE OUT

Pursuant to Section 70 of the Danish Companies Act, shares in a company may be redeemed in whole or in part by a shareholder holding more than nine-tenths of the shares and corresponding voting rights in the company. Furthermore, pursuant to Section 73 of the Danish Companies Act, a minority shareholder may require that a majority holding more than nine-tenths of the shares and corresponding voting rights redeem the minority shareholder's shares.

TAX CONSIDERATIONS

Potential investors should take note that tax legislation in the member state of the investor and the Company's country of incorporation may affect any income from the Pre-emptive Rights and the Units. Potential investors are therefore encouraged to consult their own tax advisors in order to assess specific taxation consequences associated with investment in the Company and its securities.

TERMS AND CONDITIONS FOR THE UNITS ISSUE

GENERAL INFORMATION

Each holder of shares registered with VP Securities or Euroclear Sweden on 20 May 2021 (Allocation Time) as shareholders of the Company will as Existing Shareholders be entitled to an allocation of Pre-emptive Rights. Each holder of shares will be allocated one (1) Pre-emptive Right for each Existing Share held. For every two (2) Pre-emptive Rights, the Existing Shareholder will be entitled to subscribe for one (1) Unit against payment of the Subscription Price of SEK 0.85 (excluding fees, if any, from custodian banks or brokers). The DKK subscription price applicable to shareholders with shares registered with VP Securities will be determined by using the official exchange rate of SEK/DKK on the Prospectus Date.

Shares traded after 18 May 2021 will be traded as ex Pre-emptive Rights.

The Pre-emptive Rights and the Units (New Shares and Warrants) will be delivered in book-entry form through allocation to the Existing Shareholders' accounts held with VP Securities or Euroclear Sweden.

The Pre-emptive Rights with Euroclear Sweden have been approved for admission to trading on Nasdaq First North to the effect that they can be traded on Nasdaq First North during the period from 25 May 2021 at 9:00 a.m. CEST to 3 June 2021 at 5:30 p.m. CEST (Rights Trading Period).

As soon as possible after registration of the New Shares and the Warrants with the Danish Business Authority, expectedly on 23 June 2021, the New Shares will, expectedly on 28 June 2021, be admitted to trading on Nasdaq First North under the ISIN code for the Existing Shares DK0060732477, and the Warrants will, expectedly on 28 June 2021, be admitted to trading on Nasdaq First North under a new ISIN code DK0061552270 and under the short name ALLR TO 3.

The Units Issue comprises up to 120,891,157 Units. Upon full subscription of the New Shares, the gross proceeds will be approximately SEK 102 million and the net proceeds (gross proceeds less estimated costs to the Company related to the Units Issue) are expected to amount to a total of approximately SEK 6 million. The results of the Units Issue will be communicated in a company announcement expected to be published through Nasdaq First North no later than two (2) trading days after the expiry of the Subscription Period (expected to be on 10 June 2021).

SUBSCRIPTION PERIOD AND SUBSCRIPTION AMOUNT

The Subscription Period of the Units will commence on 25 May 2021 and will close on 8 June 2021. For a description of the procedure for exercise and subscription, see the section *"Procedure for the exercise of and trading in Pre-emptive Rights"* below.

Reduction of subscription is not applicable in connection with the Units Issue. In connection with the Units Issue, the minimum number of Units that a holder of Pre-emptive Rights may subscribe for will be one (1) Unit, requiring the exercise of two (2) Pre-emptive Rights and the payment of the Subscription Price. The number of Units that a holder of Pre-emptive Rights may subscribe for is not capped. However, the number is limited to the number of Units that may be subscribed for through the exercise of the Pre-emptive Rights held or acquired.

SUBSCRIPTION FOR REMAINING UNITS

Remaining Units may, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by and allocated to the Existing Shareholders or qualified investors who have made biding undertakings to subscribe for the Remaining Units before the expiry of the Subscription Period. In case of oversubscription of Remaining Units in connection with binding undertakings, such Remaining Units will be allocated according to apportionment keys determined by the Board of Directors.

PAYMENT AND DELIVERY

Upon exercise of the Pre-emptive Rights related to the Units, the holder must pay SEK 0.85 per Unit subscribed for. Payment for the Units will be made in SEK on the date of subscription, but no later than 8 June 2021, against registration of the temporary units in the investor's account held with VP Securities or Euroclear Sweden. Holders of Pre-emptive Rights are required to adhere to the account agreement with their own custodian institution or other financial intermediary through which they hold Existing Shares in accordance with the rules of such institution or intermediary. Financial intermediaries through which a holder may hold Pre-emptive Rights may require payment by an earlier date.

PROCEDURE FOR SUBSCRIPTION

Existing Shareholders or representatives of Existing Shareholders who on the Allocation Time were registered as shareholders of the Company in the Company's register of shareholders as kept by Euroclear Sweden will receive a pre-printed issue statement with an attached payment form, an application form with subscription rights, an application form without subscription rights, and a letter to the Existing Shareholders. No securities notification will be issued regarding the registration of the Pre-emptive Rights in the Existing Shareholder's securities account.

Subscription with Pre-emptive Rights

Subscription and payment must take place in accordance with one of the two methods set out below:

1. Issue statement (pre-printed payment form from Euroclear)

If all Pre-emptive Rights received on the Allocation Time are exercised to subscribe for the Units, the pre-printed form from Euroclear Sweden must be used as a basis for an application to subscribe through payment, in which case the special application form (cf. section 2 below) should not be used. No additions or amendments may be made in the printed text of the payment form from Euroclear Sweden.

Existing Shareholders whose shareholding in the Company are nominee-registered at a bank or other nominee will not receive an issue statement. The application for subscription for and payment should be carried out in accordance with the instructions from each nominee.

2. Special application form

The special application form is to be used if the number of Pre-emptive Rights exercised is different from the number stated in the pre-printed payment form from Euroclear Sweden. Applications for subscription through payment are to be made in accordance with the instructions stipulated in the special application form which can ordered from Hagberg & Aneborn Fondkommission AB by telephone as specified below. The pre-printed payment form from Euroclear Sweden should not be used where the special application form is used.

The special application form shall be submitted to Hagberg & Aneborn Fondkommission AB no later than 3:00 pm on 8 June 2021. Any application form that is sent by conventional mail should be sent well in advance of the final date of the Subscription Period. Only one application form per shareholder will be considered. If more than one application form is submitted, then only the last form received will be considered. Incomplete or incorrectly completed special application forms may also be disregarded.

The completed special application form should be submitted to:

Hagberg & Aneborn Fondkommission AB
Matter: Allarity Therapeutics
Valhallavägen 124
SE-114 41 Stockholm

Tel: +46 8 408 933 50
Fax: +46 8 408 933 51
Email: info@hagberganeborn.se (scanned forms)

Subscription without Pre-emptive Rights

Remaining Units may, without compensation to holders of unexercised Pre-emptive Rights, be subscribed for by Existing Shareholder and qualified investors without Pre-emptive Rights. In case of oversubscription of Remaining Units in connection with binding undertakings, such Remaining Units will be allocated according to apportionment key determined by the Board of Directors.

Application for subscription without Pre-emptive Rights must use the application form for subscription without Pre-emptive Rights. which is to be completed, signed and sent or submitted to Hagberg & Aneborn Fondkommission using the contact details above. Such a subscription form can be ordered from Hagberg & Aneborn by telephone or email as specified above and downloaded from Hagberg & Aneborn Fondkommission's website www.hagberganeborn.se.

The subscription form shall be submitted to Hagberg & Aneborn Fondkommission no later than 3:00 pm on 8 June 2021. Subscription form that are sent by conventional mail should be sent well in advance of the final date of the Subscription Period. Only one subscription form may be considered to subscribe without Pre-emptive Right. If more than one subscription form is submitted, then only the last form received will be considered. Incomplete or incorrectly completed special application forms may also be disregarded.

Notification of allotment of Units subscribed for without Pre-emptive Rights will be through settlement notes. Settlement notes are expected to be sent out as soon as possible after the Subscription Period. Payment shall be made no later than three business days after the issuance of the settlement notes. Notice is not given to those who have not been allotted Units. If settlement is not made on time, the number of Units may be transferred to another party and, if the sales price in the event of such transfer is below the Subscription Price, the person who initially was allotted these Units may be responsible for paying all or part of the price difference.

Paid Unit Rights (BTU)

Subscription through payment is registered with Euroclear Sweden as soon as possible, which is normally a few business days after payment of the Subscription Price. Thereafter, the subscriber will receive temporary units in the form of BTUs (in Danish: Betalte, Tegnede, Units), which will be booked on the subscriber's securities account.

Trading in the BTUs will take place on Nasdaq First North from 25 May 2021 under the ISIN code SE SE0015988225 until the New Shares and the Warrants have been registered with the Danish Business Authority and the BTUs are converted to New Shares and Warrants. About seven business days after registration with the Danish Business Authority, the BTUs will be converted to New Shares and Warrants without any separate notification from Euroclear Sweden.

The New Shares and the Warrants will for Existing Shareholders only registered with VP Securities be delivered within 2-4 business days from the date of the registration with the Danish Business Authority.

WITHDRAWAL OR SUSPENSION OF THE UNITS ISSUE

The Units Issue may be withdrawn at the discretion of the Board of Directors before registration of the New Shares and the Warrants with the Danish Business Authority. If the Units Issue is withdrawn, any exercise of the Pre-emptive Rights that has already taken place will be cancelled automatically. The subscription amount for the New Shares will be refunded (less any transaction costs) to the last registered owner of the New Shares as the date of such withdrawal. All Pre-emptive Rights will lapse and no Units will be issued.

Trades of Pre-emptive Rights executed during the Rights Trading Period will, however, not be affected. Consequently, investors who have acquired Pre-emptive Rights will incur a loss corresponding to the purchase price of the Pre-emptive Rights and any transaction costs.

Investors who have acquired Units will receive a refund of the subscription amount for the Units (less any transaction costs). Consequently, investors who have acquired Units may incur a loss corresponding to the difference between the purchase price and the Subscription Price of the Units and related transaction costs.

The Company is not liable for any losses that investors may suffer as a result of withdrawal of the Units Issue including but not limited to any transaction costs or lost interest.

A withdrawal of the Units Issue will be announced through Nasdaq First North. With respect to risks related to withdrawal of the Units Issue, see "*Risk factors – Risk related to the Units Issue and Units*" above.

Instructions to exercise Pre-emptive Rights related to the Units are irrevocable, except in the event of any material changes in connection with the information in this Prospectus which may affect the evaluation of the Pre-emptive Rights, the Units or the Existing Shares, which occurs or is ascertained between the time of approval of this Prospectus and the final completion of the Units Issue or the commencement of trading of the New Shares and the Warrants on Nasdaq First North. In such circumstances, a supplement will be published pursuant to applicable rules and legislation in Denmark. Investors who have accepted to exercise Pre-emptive Rights prior to publication of the supplement will be entitled to withdraw their acceptance for two (2) business days after the publication of such supplement.

PLAN OF DISTRIBUTION

There is no pre-allotment of Units. The Units may be subscribed for by the Existing Shareholders of the Company according to the Pre-emptive Rights allocated. Units which have not been subscribed for by holders of Pre-emptive Rights before the expiry of the Subscription Period (Remaining Units) will, without compensation to the holders of unexercised Pre-emptive Rights, be subscribed for by the Guarantors who have made binding undertakings to subscribe for Remaining Units, subject to apportionment keys determined by the Board of Directors.

EXPECTED TIMETABLE OF THE UNITS ISSUE

The following table presents the expected timetable of principal events:

Last day of trading in Existing Shares including Pre-emptive Rights	18 May 2021
Announcement of Prospectus	19 May 2021
First day of trading in Existing Shares excluding Pre-emptive Rights:	19 May 2021
Allocation Time of Pre-emptive Rights	20 May 2021
First day of Rights Trading Period	25 May 2021
First day of Subscription Period	25 May 2021
First day of trading in BTU	25 May 2021
Last day of Rights Trading Period	3 June 2021
Last day of Subscription Period	8 June 2021
Expected date of publication of the results of the Units Issue	10 June 2021
Expected registration of the New Shares and the Warrants with the Danish Business Authority	23 June 2021
Expected date of admission of the New Shares and the Warrants to trading on Nasdaq First North	28 June 2021

UNDERWRITING

The Units Issue is fully underwritten, subject to satisfaction of certain conditions set out in the Guarantee Undertakings dated on or about 22 March 2021 and entered into between the Company and each of the Guarantors. On the terms and conditions of the Guarantee Under-takings, the Guarantors have thus undertaken to subscribe for any Remaining Units for aggregate gross proceeds of SEK 101,592,646. The Guarantors and committed amounts to subscribe for the Remaining Units through the Guarantee Undertakings are as follows:

Name:	**Commitment Amount (SEK)**
John Fällström	25,000,000
Sass & Larsen ApS[1]	14,450,000
Crafoord Asset Management AB	10,000,000
Mind Finance AB	7,000,000
Dividend Sweden AB	5,000,000
Kristian Kierkegaard	4,000,000
Michael Lantz	4,000,000
Myacom Investment AB	4,000,000
Sebastian Clausin	4,000,000
Gryningskust Forvaltning AB	3,000,000

Montana Sweden AB	3,000,000
Prontor Invest AB	3,000,000
Råsunda Forvaltning AB	3,000,000
John Back	2,000,000
StiFag AB	2,000,000
Thomas Feldthus	2,000,000
Jan Runestram	1,542,646
Rune Löderup	1,500,000
BGL Management AB	1,000,000
LOC AB	1,000,000
Raging Bull Invest AB	600,000
Peter Andersson	500,000

[1] Sass & Larsen ApS is a major shareholder of the Company.

Under the Guarantee Undertakings, each Guarantor, including Sass & Larsen ApS as an Existing Shareholder, will receive a fee for the subscription of the Units of 12% of the amount of their guarantee commitment, which will be paid in Units in the Company in connection with the Units Issue. If the Units Issue is not completed, the Guarantors will receive a fee of 4% of their guarantee commitment in cash.

The Guarantee Undertaking with Sass & Larsen ApS includes a commitment for Sass & Larsen ApS to subscribe for Units to an amount corresponding to SEK 17 million.

EXPENSES OF THE UNITS ISSUE

The estimated costs and expenses payable by the Company related to the Units Issue are approximately SEK 6 million excluding fees to the Guarantors. The Company will not charge expenses to investors. Investors will have to bear customary transaction and handling fees charged by their account keeping financial institution.

DILUTION

As a result of the Units Issue, the Company's share capital will be increased. If an Existing Shareholder decides not to exercise its Pre-emptive Rights, such shareholder's proportionate ownership will be diluted by 34.37% by the issue of the New Shares and, in the event that all Warrants are exercised, by additionally 16.89%.

BOARD OF DIRECTORS AND EXECUTIVE MANAGEMENT

The Company has a two-tier governance structure consisting of the Board of Directors and the Executive Management. The business address of the Board of Directors and the Executive Management is Venlighedsvej 1, DK-2970 Hørsholm, Denmark. In addition to statutory governance boards, the Company has established a scientific advisory board consisting of a number of key opinion leaders.

BOARD OF DIRECTORS

The Board of Directors is responsible for the overall and strategic management and proper organization of the Company's business and operations and supervises the Company's activities, management and organization. The Board of Directors appoints and dismisses the members of the Executive Management, who are responsible for the day-to-day management of the Company.

In accordance with article 12 of the Articles of Association, the general meeting of the Company shall elect not less than three (3) and not more than seven (7) members to the Board of Directors. The Board of Directors elects a chairman (the "**Chairman**") of the Board of Directors among its members. The members of the Board of Directors are elected for a term of one year and may be re-elected.

At the date of this Prospectus, the Board of Directors comprises of four members including the Chairman and three additional board members.

The following table presents an overview of the current composition of the Board of Directors:

Name	Position	Independent	Election Date	Shareholding	Warrants
Duncan Moore	Chairman	Independent	December 18, 2018	566,815	–
Gail J. Maderis	Member	Independent	November 21, 2020	–	20,000
Steve Carchedi	Member	Independent	October 15, 2019	–	3,523,875
Søren Gade Jensen	Member	Independent	November 21, 2020	–	20,000

All members of the Board of Directors are considered by the Company to be independent.

Other than as presented below, none of the members of the Board of Directors has been a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years.

Duncan Moore

Chairman

Duncan Moore (born 1959, British nationality) has been a member of the Board of Directors of the Company since 2018 and is the Chairman of the Board of Directors. Duncan Moore is a partner of East West Capital Partners Pte. Ltd., a private investment advisory firm focusing on the life sciences and healthcare industry. Duncan Moore holds a BSc in Biochemistry from the University of Leeds and a Ph.D. in Biochemistry from the University of Cambridge.

Current directorships in other companies: Duncan Moore is chairman of the board of directors of Lamellar Biomedical Ltd, chairman of the advisory board of the Scottish Lifesciences Association and a member of the board of directors of Forward Pharma A/S.

Previous directorships in other companies: In the past five years, Duncan Moore has previously been chairman of the board of directors of StepJockey Ltd and Braidlock Ltd.

Gail J. Maderis

Board Member

Gail J. Maderis (born 1957, American nationality) has been a member of the Board of Directors of the Company since 2020. Gail J. Maderis is the President and Chief Executive Officer as well as a member of board of directors of Antiva Biosciences, Inc., a biopharmaceutical company that develops therapies for the treatment of diseases caused by HPV infection. Gail J. Maderis holds a B.S. in Business Administration from the University of California, Berkeley and an MBA from Harvard Business School.

Current directorships in other companies: Gail J. Maderis is a member of the board of directors of DURECT Corporation and Valitor, Inc.

Previous directorships in other companies: In the past five years, Gail J. Maderis has previously been a member of the board of directors of NovaBay Pharmaceuticals, Inc. and Opexa Therapeutics, Inc.

Steve Carchedi

Board Member and CEO

Steve Carchedi (born 1961, American nationality) has been a member of the Board of Directors of the Company and the Chief Executive Officer of the Company since 2019. Steve Carchedi holds a B.S. in Marketing from West Chester University and an MBA in Business from Drexel University.

Previous directorships in other companies: In the past five years, Steve Carchedi has been the Chief Executive Officer of Apexian Pharmaceuticals, Inc. and Rafael Pharmaceuticals, Inc. (formerly Corner-stone Pharmaceuticals, Inc.)

Søren Gade Jensen

Board Member

Søren Gade Jensen (born 1963, Danish nationality) has been a member of the Board of Directors of the Company since 2020. Søren Gade Jensen is a member of the European Parliament and a former member of the Danish Parliament. Søren Gade Jensen holds a MSc in Economics from the University of Aarhus.

Current directorships in other companies: Søren Gade Jensen is a member of the advisory board of Advokatpartnerselskabet Kirk Larsen & Ascanius (law firm).

EXECUTIVE MANAGEMENT

According to article 12 of the Articles of Association, the Board of Directors appoints an Executive Management consisting of one or more members. The primary task of the Executive Management is to carry out the day-to-day management of the Company.

The following table presents an overview of the current composition of the Executive Management:

Name	Position	Shareholding	Warrants
Steve Carchedi	Chief Executive Officer	–	3,523,875
Jens Erik Knudsen	Chief Financial Officer	–	1,980,000

Other than as presented below, none of the members of the Executive Management has been a member of the administrative, management or supervisory bodies of a company or a partnership or been a partner in a partnership outside the Company within the past five years.

Steve Carchedi

Chief Executive Officer

See section "*Board of Directors*".

Jens Erik Knudsen

Chief Financial Officer

Jens Erik Knudsen (born 1967, Danish nationality) has served as the Chief Financial Officer of the Company since 2020. Jens Erik Knudsen qualified as a certified public accountant and holds an MBA in Accounting from Philadelphia University.

Previous positions in other companies: In the past five years, Jens Erik Knudsen has served as VP Finance and Operations at Metabo Corporation, Inc.

STATEMENT OF KINDSHIP AND PAST RECORDS

There are no family ties among the members of the Board of Directors and the Executive Management.

None of the members of the Board of Directors or the Executive Management have during the past five years been (i) convicted of fraudulent offenses; (ii) directors or officers of companies that have entered into bankruptcy, receivership, liquidation or companies put into administration, except for as set out immediately below; or (iii) subject to any official public incrimination and/or sanctions by statutory or regulatory authorities (including designated professional bodies), and have not been disqualified by a court from acting as a member of an issuer's board of directors, executive management or supervisory body or from acting in the management or conduct of the affairs of any issuer.

Duncan Moore was chairman of the board of directors of StepJockey Ltd until 2018 when the company went into liquidation.

STATEMENT ON CONFLICTS OF INTEREST

No actual or potential conflicts of interest exist between any of the duties of the members of the Board of Directors and the Executive Management and their private interests or other duties.

None of the members of the Board of Directors or the Executive Management have conflicts of interest with respect to their duties as members of the Board of Directors or the Executive Management.

None of the members of the Board of Directors or the Executive Management have positions in other companies which could result in a conflict in conflict of interest vis-à-vis such companies, either because the Company has an equity interest in such company or because the Company and the company concerned have an ongoing business relations. However, the Company may do business in the ordinary course with companies in which members of the Board of Directors or the Executive Management may hold may positions as directors or officers.

REMUNERATION

Remuneration for the members of the Board of Directors is determined by the general meeting of the Company. Remuneration for the members of the Executive Management is determined by the Board of Directors and consists basic monthly salary and pension.

In the financial year 2020, the total remuneration including basic salary and benefits to the current members of the Board of Directors and the Executive Management amounted to EUR 855,00 as illustrated in the table below.

	Basic remuneration (USD)	Other remuneration (USD)	Pension (USD)	Total (USD)
Board of Directors				
Duncan Moore	45,000	–	–	45,000
Gail J. Maderis	45,000	–	–	45,000
Steve Carchedi	45,000	–	–	45,000
Søren Gade Jensen	45,000	–	–	45,000
Executive Management				
Steve Carchedi	425,000	–	–	425,000
Jens Erik Knudsen	250,000	–	–	250,000

FINANCIAL INFORMATION

Allarity Therapeutics' consolidated financial performance for the financial years 2019 and 2020 are presented below. The information is collected from the Company's audited consolidated financial statements for 2019 and 2020, which have been prepared in accordance with the provisions of the Danish Financial Statements Act for enterprises in reporting class B as well as selected provisions applying to reporting class C. The consolidated financial statements have been provided with an auditor's statement without qualification.

The Prospectus has not been reviewed by the Company's auditor.

Income Statement

(amounts in DKK '000)	**1 Jan 2020 - 31 Dec 2020** *Audited*	**1 Jan 2019 - 31 Dec 2019** *Audited*
Revenue	**0**	**801**
Other operating income	145	2 100
Other external expenses	-36 493	-46 821
Staff expenses, share-based payments	-3 687	-2 210
Staff expenses, other	-18 923	-20 372
Loss before depreciation and amortization (EBITDA)	**-58 958**	**-66 502**
Depreciation, amortization and impairment losses	-1 059	-81 600
Operating loss before net financials	**-60 017**	**-148 102**
Financial income	7 548	3 281
Financial expenses	-6 616	-30 103
Profit/loss before tax	**-59 085**	**-174 924**
Tax on profit/loss for the year	11 379	36 792
Net profit/loss for the year	**-47 706**	**-138 132**

Balance Sheet

(amounts in DKK '000)	**31 Dec 2020** *Audited*	**31 Dec 2019** *Audited*
Property, plant and equipment	2 134	2 917
Acquired patents and rights	697	955
Development projects in progress	155 023	155 023
Other investments	5 119	0
Non-current assets	**162 973**	**158 895**
Trade receivables	0	637
Income tax receivable	5 500	5 512
Other receivables	1 722	5 300
Prepayments	4 920	681
Cash	1 807	10 176
Current assets	**13 949**	**22 306**
Total assets	**176 922**	**181 201**
Share capital	10 630	6 067
Share premium	388 236	310 527
Retained earnings	-258 827	-192 970
Currency translation reserve	544	240
Non-controlling interests	0	17 470
Equity	**140 583**	**141 334**
Lease liabilities	1 615	2 274
Deferred tax	0	6 096
Non-current liabilities	**1 615**	**8 370**
Convertible loan	9 246	0
Loan	0	3 578
Bank debt	507	0
Lease liabilities	659	573
Trade payables	12 817	14 537
Income tax payable	345	286
Other payables	11 150	12 523
Current liabilities	**34 724**	**31 497**
Liabilities	**36 339**	**39 867**
Equity and liabilities	**176 922**	**181 201**

WORKING CAPITAL STATEMENT

The Company's present working capital is not sufficient to meet the Company's present requirements considering a twelve months' period after the Prospectus Date. The Company's liquidity forecast indicates that available working capital is expected to run out in June 2021 and that the working capital deficit amounts to approximately SEK 80 million during the next twelve months' period.

If the Units Issue is completed, the Company considers based on current knowledge that its cash position will be sufficient to meet the present and future requirements of the Company for a ten months' period after the Prospectus Date.

If the Units Issue, despite being fully underwritten, is not completed, the Company will take mitigating actions to seek to protect or further strengthen its financial position, including potentially by raising further capital, although there can be no assurance any such future efforts will be successful. Alternatively, the Company will consider reducing its costs, dispose some of its assets and/or change the Company's business plan or organization.

SIGNIFICANT CHANGE IN FINANCIAL POSITION

There has been no significant change to the operations and principal activities of the Company since the end of the period covered by the consolidated financial statements for 2021.

DIVIDEND POLICY

The Company has not declared or made any dividend payments for the last financial year. Currently, the Company intends to use all available financial resources as well as revenue, if any, for purposes of the Company's current and future business. As of the date hereof, the Company does not expect to make dividend payments within the foreseeable future.

Any future determination related to the Company's dividend policy and the declaration of any dividends will be made at the discretion of the Board of Directors subject to approval at the Company's general meeting and will depend on a number of factors, including the Company's results of operations, financial condition, future prospects, contractual restrictions, restrictions imposed by applicable law and other factors that the Board of Directors deems relevant. There can be no assurance that the Company's performance will facilitate dividend payment, and, in particular, the Company's ability to pay dividends may be impaired if any of the risks described in this Prospectus were to occur, see section "*Risk Factors*". The Board of Directors is not authorized to distribute extraordinary dividends.

ADDITIONAL INFORMATION

SHARE CAPITAL BEFORE AND AFTER THE UNITS ISSUE

As of the Prospectus Date, the Company's registered share capital had a nominal value of DKK 12,089,115.70 divided into 241,782,314 Existing Shares (each with a nominal value of DKK 0.05).

The Company has no share classes, and all Existing Shares are issued and fully paid up. No shares are held by or on behalf of the Company itself or the subsidiaries of the Company. There are no terms of any acquisition rights and/or obligations over authorized but unissued share capital or an undertaking to increase the share capital.

Upon completion of the Units Issue and registration of the New Shares with the Danish Business Authority, the Company's registered share capital will be nominal DKK 18,133,673.55 divided into 362,673,471 Shares (each with a nominal value of DKK 0.05). In the event that all Warrants are exercised the share capital of the Company will increase by up to nominal DKK 6,044,557.85.

INCENTIVE PROGRAM

The Company has a long-term share-based incentive warrant program for members of the Board of Directors, the Executive Management and certain key employees (the "**Warrant Program**"). A total of 61,097,051 warrants are outstanding from the various grants. The purpose of the Warrant Program is to encourage employees and management to contribute to fulfil the Company's long-term goals as determined by the Board of Directors, including value creation.

The Company has granted a total of 5,543,875 outstanding warrants to members of its Management representing 2.29% of the Company's registered share capital as of the Prospectus Date. Warrants to members of the Management are allocated as follows:

Name	Number of warrants	Exercise Price (SEK)	Vesting Period
Steve Carchedi	3,523,875	2.20	3 years
Jens Knudsen	1,980,000	1.42	3 years
Søren Jensen	20,000	1.55	2 years
Gail Maderis	20,000	1.55	2 years

The warrants granted to Søren Jensen and Gail Maderis are still pending formal issuance.

All grants of warrants under the Warrant Program are made at the discretion of the Board of Directors. The warrants generally vest at a rate of 1/36 per month from the date of grant and are generally subject to customary good/bad leaver provisions.

All warrants may be subject to adjustment in certain extraordinary events, such as increases or decreases of the share capital at a price below or above market price, respectively, the issuance of bonus shares, change in the nominal value of the Company's shares and payment of dividends in excess of 10% of the Company's equity capital.

The terms governing the Company's Warrant Program are attached to the Articles of Association which are incorporated in the Prospectus by reference and made available on the Company's website.

CONVERTIBLE LOANS

On 31 March 2020, the Company entered into an agreement with Negma Group LTD for the issuance of and subscription to notes convertible into new shares in the Company. Subject to the terms and conditions of the agreement, Negma Group LTD committed to make available to the Company up to SEK 100 million by subscribing to notes convertible into new shares in the Company, such amount divided into tranches of SEK 10 million drawn at the request of the Company.

On 11 February 2021, the Company announced that it had drawn down the fourth tranche of SEK 10 million. As of the Prospectus Date, the outstanding amount of the convertible loan facility with Negma Group LTD corresponds to SEK 2 million which may be converted into new shares at a conversion price of 95% of the reference price. The reference price is the lowest closing volume weighted average (VWAP) share price of the seven (7) consecutive trading days prior to the receipt of the conversion request from Negma Group LTD, excluding trading days on which the closing VWAP is lower than 90% of the average closing VWAP over the pricing period otherwise calculated.

MAJOR SHAREHOLDERS

The Company has the following major shareholder(s) holding more than 5% of the total share capital and voting rights in the Company:

Shareholder	Ownership interest
Sass & Larsen ApS	15.13%

Sass & Larsen ApS does not have different voting rights. All shares in the Company rank pari passu, including with respect to voting rights. All shares carry one (1) vote per nominal value of DKK 0.05.

The Company is not aware of being owned or controlled, directly or indirectly, by others, and the Company is not aware of any agreements that could result in other taking over the control of the Company.

LEGAL PROCEEDINGS

The Company is currently not involved in any governmental, legal or arbitration proceedings, and the Management is not aware of any such proceedings being threatened that the Company considers could have a significant effect on the Company's financial position or profitability, nor has the Company been involved in any such governmental, legal or arbitration proceedings during the previous 12 months as of the Prospectus Date. The Company is currently negotiating a settlement regarding financial services rendered by Translution Capital ApS to the Company involving an exposure to the Company of not more than DKK 4.6 million.

RELATED PARTY TRANSACTIONS

The Company has not entered into any related party transactions since FY 2020 Financial Statements, except for compensation and benefits received by members of the Board of Directors and the Executive Management because of their membership of the Board of Directors or employment with the Company.

ARTICLES OF ASSOCIATION

The Articles of Association do not contain any provisions that would have an effect of delaying, deferring or preventing a change in control of the Company.

MATERIAL AGREEMENTS

The Company has not entered into any material contract to which the Company is a party for the year immediately preceding the Prospectus Date, neither has the Company entered into any other contract which contains any provision under which the Company has any obligation or entitlement which is material to the Company other than in the ordinary course of business.

DOCUMENTS AVAILABLE

For the term of this Prospectus, the following documents are available for inspection at the Company's registered office:

- The Articles of Association
- The FY2019 Financial Statements
- The FY2020 Financial Statements
- The Prospectus related to the Units Issue

Any request for copies of the Prospectus may be made to: Jens Erik Knudsen, CFO, jknudsen@allarity.com.

The above documents can also be downloaded from the Company's website: https://allarity.com/rights-issue-2021.

APPENDIX 1: WARRANT TERMS

The English part of this parallel document in Danish and English is an unofficial translation of the original Danish text. In the event of disputes or misunderstandings arising from the interpretation of the translation, the Danish language shall prevail.

BILAG 13 TIL SELSKABETS VEDTÆGTER

ALLARITY THERAPEUTICS A/S
(CVR-NR. 28106351)
("**Selskabet**")

INTRODUKTION

I henhold til bemyndigelse i vedtægternes punkt 6.9 og 6.11 har bestyrelsen bestemt, at følgende vilkår og betingelser skal være gældende for op til 120.891.157 warrants ("**Warrants**"), der er udstedt til investorer i forbindelse med tegning af Units i forbindelse med en fortegningsretsemission gennemført i maj/juni 2021 ("**Warrantindehaveren**").

1. GENERELT

En warrant er en ret, men ikke en pligt, til i en nærmere fastlagt periode (udnyttelsesperiode) at tegne nye aktier i Selskabet til SEK 1,70 ("**Udnyttelsesprisen**"), omregnet til DKK til den officielle vekselkurs mellem DKK/SEK som er gældende på udnyttelsesdagen. Én warrant giver ret til at tegne én aktie i Selskabet á nominelt DKK 0.05.

2. TILDELING AF WARRANTS

Warrants er tildelt i forbindelse med tegning af Units i forbindelse med Selskabets prospekt dateret 17. maj 2021.

APPENDIX 13 TO ARTICLES OF ASSOCIATION

ALLARITY THERAPEUTICS A/S
(COMPANY REG. NO. (CVR) 28106351)
(the "**Company**")

INTRODUCTION

Pursuant to the authorisation in articles 6.9 and 6.11 of the articles of association, the board of directors has resolved that the following terms and conditions shall apply to up to 120,891,157 warrants (the "**Warrants**") which have been granted to investors in connection with subscription of Units in the rights issue carried out in May/June 2021 (the "**Warrant Holder**").

GENERAL

A warrant is a right, but not an obligation, during a fixed period (exercise period) to subscribe for new shares in the Company at SEK 1,70 (the "**Exercise Price**"), converted into DKK using the official exchange rate between DKK and SEK on the exercise day. Each warrant carries the right to subscribe for nominal DKK 0.05 share in the Company.

GRANT OF WARRANTS

The Warrant Holder is granted warrants in connection with subscription of Units in connection with the Company's prospectus dated 17 May 2021.

3. **OPTJENING**

Alle Warrants anses for optjent på tildelingstidspunktet.

VESTING

All Warrants shall be deemed vested as per the grant date.

4. **UDNYTTELSE**

Warrants kan udnyttes i perioderne:

1. oktober 2021 –15. oktober 2021

1. marts 2022 –15. marts 2022

1. august 2022 –15. august 2022

1. november 2022 –15. november 2022

1. april 2023 –15. april 2023

("**Udnyttelsesperioderne**").

Bestyrelsen skal, såfremt kursen på Selskabets aktier stiger til SEK 2,0 eller mere, beregnet som gennemsnitlig VWAP over 10 handelsdage, være berettiget til at fastsætte et ekstraordinært udnyttelsesvindue på 10 handelsdage, hvori warrants skal udnyttes. Warrants der ikke udnyttes i det således fastsatte udnyttelsesvindue bortfalder uden kompensation eller vederlag af nogen art til Warrantindehaveren. Såfremt kursen på Selskabets aktier måtte falde til under SEK 2,0 i det ekstraordinære udnyttelsesvindue skal bestyrelsen diskretionært være berettiget til at annullere det ekstraordinære udnyttelsesvindue og warrants skal efter en sådan annullering fortsætte uændret. Betalinger til Selskabet forud for en sådan annullering skal tilbagebetales.

Warrantindehaveren kan frit udnytte alle eller en del af sine Warrants på enhver Handelsdag med virkning fra den dag, hvor en Udnyttelsesmeddelelse leveres til Selskabet (**"Udnyttelsesdagen"**), i den relevante Udnyttelsesperiode.

På hver valgt Udnyttelsesdag kan Warrantindehaveren udnytte alle eller en del af sine Warrants ved at give meddelelse til

EXERCISE

Warrants may be exercised in the periods:

1 October 2021 –15 October 2021

1 March 2022 –15 March 2022

1 August 2022 –15 August 2022

1 November 2022 –15 November 2022

1 April 2023 –15 April 2023

(the "**Exercise Periods**").

The board of directors shall, to the extent that the price on the Company's shares increases to SEK 2.0 or more calculated as average VWAP over 10 trading days, be entitled to determine an extraordinary exercise window of 10 trading days in which warrants shall be exercised. Warrants that are not exercised in the exercise window thus determined shall become null and void without compensation or payment of any kind to the Warrantholders. In the event that the price of the Company's shares should decrease to less than DKK 2.0 during the exercise window, the board of directors shall at its discretion be entitled to cancel the extraordinary exercise window and the warrants shall following such cancellation remain in full force and effect. Any funds paid to the Company prior to such cancellation shall be repaid.

The Warrant Holder may exercise all or part of its Warrants on any Trading Day of its choice effective at the date of its delivery of an Exercise Notice (the " **Exercise Date**") during the applicable Exercise Period.

On each chosen Exercise Date, the Warrant Holder may exercise all or part of its Warrants by giving notice to the Company (the

Selskabet (**"Udnyttelsesmeddelelsen"**) og kontant betale den modsvarende Udnyttelsespris.

"**Exercise Notice**") and pay the corresponding Exercise Price in cash.

Hvis den sidste dag i en Udnyttelsesperiode er en lørdag eller en søndag, omfatter Udnyttelsesperioden også den herefter førstkommende hverdag.

If the last day of the Exercise Period is a Saturday or Sunday, the Exercise Period shall also include the first weekday immediately following the stipulated period.

De Warrants, som Warrantindehaveren ikke udnytter i Udnyttelsesperioden, bortfalder uden yderligere varsel og uden kompensation eller vederlag af nogen art til Warrantindehaveren.

Warrants not exercised by the Warrant Holder during the Exercise Period shall become null and void without further notice and without compensation or payment of any kind to the Warrant Holder.

Selskabet skal indenfor fem (5) Handelsdage fra en udløbet af Udnyttelsesperioden, iværksætte registrering hos Erhvervsstyrelsen af den tilhørende kapitalforhøjelse. Udstedelsen af aktier og deres første notering til handel på First North skal ske senest syv (7) Handelsdage efter sådan registrering.

The Company shall, within five (5) trading days from the expiration of the Exercise Period initiate the registration of the corresponding capital increase with the Danish Business Authority. The issuance of the shares and their admission to trading on First North shall occur no later than seven (7) Trading Days after such registration.

5. JUSTERING AF WARRANTS

ADJUSTMENT OF WARRANTS

Hvis der sker ændringer i Selskabets kapitalforhold, der medfører en ændring af den potentielle gevinstmulighed, der er knyttet til en Warrant, skal Warrants justeres i henhold til nærværende punkt 5.

Changes in the Company's capital structure causing a change of the potential possibility of gain attached to a warrant shall require an adjustment of the Warrants in accordance with this clause 5.

En justering skal ske, således at den potentielle gevinstmulighed, der er knyttet til en warrant, så vidt muligt er den samme som før og efter indtræden af den hændelse, der begrunder justeringen. Justeringen gennemføres med bistand fra en ekstern uafhængig rådgiver, som vælges af Selskabets bestyrelse. Justeringen kan ske enten ved en forøgelse eller en formindskelse af det antal aktier, der kan udstedes i henhold til en warrant, og/eller en forøgelse eller formindskelse af udnyttelseskursen.

Adjustments shall be made so that the potential possibility of gain attached to a warrant, in so far as possible, shall remain the same before and after the occurrence of the incident causing the adjustment. The adjustment shall be carried out with the assistance of an external independent advisor appointed by the Company's board of directors. The adjustment may be completed either by an increase or decrease of the number of shares that can be issued following an exercise of a warrant and/or an increase or decrease of the Exercise Price.

Selskabets udstedelse af medarbejderaktier, aktieoptioner og/eller warrants som

Warrants shall not be adjusted as a result of the Company's issue of employee

led i medarbejderaktieordninger (herunder til bestyrelsesmedlemmer, rådgivere og konsulenter) såvel som senere udnyttelse af sådanne optioner og/eller warrants, medfører ikke krav på justering af warrants. Den kapitalforhøjelse, der finder sted i) som følge af Warrantindehaverne udnyttelse af warrants i Selskabet eller ii) Warrantindehaverens udnyttelse af konvertible obligationer, medfører heller ikke justering af warrants.

shares, share options and/or warrants as part of employee share option schemes (including options to directors, advisors and consultants) as well as future exercise of such options and/or warrants. Warrants shall, furthermore, not be adjusted as a result of i) capital increases following the Warrant Holders' exercise of Warrants in the Company or ii) the Warrant Holder's conversion of convertible notes issued by the Company.

Enhver regulering af Udnyttelseskursen og/eller det antal aktier som kan tegnes ved udnyttelse af Warrants i henhold til dette pkt. 5 skal alene gælde for Warrants, som endnu ikke er udnyttet på det tidspunkt, der medfører en regulering. Allerede udnyttede Warrants påvirkes ikke af reguleringer.

Any adjustments of the Exercise Price and/or the number of shares that can be subscribed for by exercising the Warrants pursuant to this clause 5 shall only apply to Warrants not exercised by the Warrant Holder at the time of the event triggering the adjustment. No adjustment shall affect already exercised Warrants.

Fondsaktier:

Bonus Shares

Hvis det besluttes at udstede fondsaktier i Selskabet, skal Warrants justeres således:

If it is decided to issue bonus shares in the Company, Warrants shall be adjusted as follows:

Udnyttelsesprisen på enhver endnu ikke udnyttet Warrant ganges med faktoren:

The Exercise Price for each Warrant not yet exercised shall be multiplied by the factor:

$$\alpha = \frac{A}{(A+B)}$$

$$\alpha = \frac{A}{(A+B)}$$

og antallet af endnu ikke udnyttede Warrants ganges med faktoren:

and the number of Warrants not yet exercised shall be multiplied by the factor:

$$\frac{1}{\alpha}$$

$$\frac{1}{\alpha}$$

hvor:

where:

A = den nominelle aktiekapital før udstedelsen af fondsaktier, og

A = the nominal share capital before issue of bonus shares, and

B = den samlede nominelle værdi på fondsaktierne.

Hvis det justerede antal aktier ikke er et helt tal, skal der afrundes nedad til det nærmeste hele tal.

Kapitalændringer til en anden kurs end markedskursen:

Hvis det besluttes at forhøje eller nedsætte aktiekapitalen i Selskabet til en kurs under markedskursen (vedrørende kapitalnedsættelser også til over markedskursen), eller nye warrants med en udnyttelsespris under markedskursen for Selskabets aktier (undtagen medarbejderincitaments programmer) skal Warrants justeres således:

Udnyttelsesprisen på enhver endnu ikke udnyttet warrant ganges med faktoren:

$$\alpha = \frac{(A \times K) + (B \times T)}{(A+B) \times K}$$

og antallet af endnu ikke udnyttede Warrants ganges med faktoren

$$\frac{1}{\alpha}$$

hvor:

A = den nominelle aktiekapital før ændringen i kapitalen

B = den nominelle ændring i aktiekapitalen

B = the total nominal value of bonus shares.

If the adjusted number of shares does not amount to a whole number, the number shall be rounded down to the nearest whole number.

Changes of capital at a price different from the market price:

If it is decided to increase or decrease the share capital in the Company at a price below the market price (in relation to capital decreases also above the market price), or if new warrants with an exercise price below market price of the Company's shares are issued to third parties (not including warrant incentive programs) Warrants shall be adjusted as follows:

The Exercise Price for each non-exercised Warrant shall be multiplied by the factor:

$$\alpha = \frac{(A \times K) + (B \times T)}{(A+B) \times K}$$

and the number of non-exercised Warrants shall be multiplied by the factor:

$$\frac{1}{\alpha}$$

where:

A = nominal share capital before the change in capital

B = nominal change in the share capital

K = aktiens markedskurs / lukkekurs dagen forinden annoncering af ændringen i aktiekapitalen, og

T = tegningskurs/nedsættelseskurs ved ændringen i aktiekapitalen

Hvis det det justerede antal aktier ikke er et helt tal, skal der afrundes nedad til det nærmeste hele tal.

Ændringer i den enkelte akties pålydende værdi:

Hvis det besluttes at ændre aktiernes pålydende værdi, skal Warrants justeres således:

Udnyttelsesprisen på enhver endnu ikke udnyttet Warrant ganges med faktoren:

$$\alpha = \frac{A}{B}$$

og antallet af endnu ikke udnyttede warrants ganges med faktoren:

$$\frac{1}{\alpha}$$

hvor:

A = den enkelte akties nominelle værdi efter ændringen, og

B = den enkelte akties nominelle værdi før ændringen.

Hvis det justerede antal aktier ikke er et helt tal, skal der afrundes nedad til det nærmeste hele tal.

K = market price / closing price of the share on the day prior to the announcement of the change in the share capital, and

T = subscription price/reduction price in relation to the change in the share capital

If the adjusted number of shares does not amount to whole numbers, each number shall be rounded down to the nearest whole number.

Changes in the nominal value of each individual share:

If it is decided to change the nominal value of the shares, Warrants shall be adjusted as follows:

The Exercise Price for each non-exercised Warrant shall be multiplied by the factor:

$$\alpha = \frac{A}{B}$$

and the number of non-exercised Warrants shall be multiplied by the factor:

$$\frac{1}{\alpha}$$

where:

A = nominal value of each share after the change, and

B = nominal value of each share before the change.

the adjusted number of shares does not amount to a whole number, the number

shall be rounded down to the nearest whole number.

Udbetaling af udbytte:

Hvis det besluttes at udbetale udbytte, skal den del af udbyttet, der overstiger 10 % af egenkapitalen, medføre en justering af udnyttelsesprisen efter denne formel:

$$E2 = E1 - \frac{U - Umax}{A}$$

hvor:

E2 = den justerede Udnyttelsespris

E1 = den oprindelige Udnyttelsespris

U = det udbetalte udbytte

Umax = 10 % af egenkapitalen, og

A = det samlede antal aktier i Selskabet.

Den egenkapital, der skal lægges til grund ved ovenstående justering, er egenkapitalen anført i den årsrapport som godkendes af generalforsamlingen hvor udbytte besluttes, men justeret til markedsværdi. Hvis Selskabet er børsnoteret, fastsættes markedsværdien til aktiernes noterede pris på tidspunktet for beslutningen om at udbetale udbytte. Hvis Selskabet er unoteret fastsættes markedsværdien fra seneste kapitalrunde i Selskabet hvor en eller flere investorer har tegnet aktier.

Payment of dividend:

If it is decided to pay dividends, the part of the dividends exceeding 10 per cent of the equity capital shall lead to adjustment of the Exercise Price according to the following formula:

$$E2 = E1 - \frac{U - Umax}{A}$$

where:

E2 = the adjusted Exercise Price

E1 = the original Exercise Price

U = dividends paid out

Umax = 10 per cent of the equity capital, and

A = total number of shares in the Company.

The equity capital which shall form the basis of the abovementioned adjustment, is the equity capital stipulated in the Annual Report to be adopted at the General Meeting where dividends shall be approved before allocation, but adjusted to market price. If the Company is listed then the market price shall be the listed price of the shares at the time of the decision to pay dividends. If the Company is unlisted then the market price shall be determined by the latest investment round in the Company, in which one or more investors have subscribed shares.

Andre ændringer i Selskabets kapitalforhold:

Hvis der sker andre ændringer i Selskabets kapitalforhold, der medfører en ændring i Warrants økonomiske værdi, skal (medmindre andet er angivet ovenfor) Warrants justeres, således at ændringen ikke påvirker Warrants økonomiske værdi.

Den beregningsmetode, der skal anvendes ved justeringen, fastsættes af en af bestyrelsen valgt ekstern uafhængig rådgiver.

Likvidation:

Hvis Selskabet bliver likvideret kan Warrantindehaveren udnytte Warrants i en ekstraordinær udnyttelsesperiode umiddelbart før den pågældende transaktion finder sted.

Fusion og spaltning:

Hvis Selskabet indgår i en fusion som det fortsættende selskab, bliver Warrants ikke påvirket, medmindre der i forbindelse med fusionen sker en kapitalforhøjelse til en anden kurs end markedskursen, idet Warrants i så fald justeres i henhold til punkt 5.

Hvis Selskabet fusionerer som det ophørende selskab eller bliver spaltet, kan det fortsættende selskab vælge én af disse muligheder:

Warrantindehaveren kan umiddelbart inden fusionen/spaltningen udnytte alle ikke udnyttede Warrants, der ikke er bortfaldet (inklusive Warrants der endnu ikke er optjent), eller Warrants bliver erstattet af nye aktie/aktieinstrumenter i det fortsættende

Other changes in the Company's capital position:

In the event of other changes in the Company's capital position causing changes to the financial value of Warrants, Warrants shall (unless otherwise indicated above) be adjusted in order to ensure that the changes do not influence the financial value of the Warrants.

The calculation method to be applied to the adjustment shall be decided by an external independent advisor appointed by the Board of Directors.

Winding-up:

Should the Company be liquidated the Warrant Holder may exercise his/her Warrants in an extraordinary exercise period immediately preceding the relevant transaction.

Merger and demerger:

If the Company merges as the continuing company, Warrants shall remain unaffected unless, in connection with the merger, the capital is increased at a price other than the market price and in that case Warrants shall be adjusted in accordance with clause 5.

If the Company merges as the terminating company or is demerged, the continuing company may choose one of the following possibilities:

The Warrant Holder may exercise all non-exercised Warrants that are not declared null and void (inclusive of Warrants not yet vested) immediately before the merger/demerger, or new share instruments in the continuing company or in the parent

selskab eller i det fortsættende selskabs moderselskab af tilsvarende økonomisk værdi før skat. Ved spaltning kan de fortsættende selskaber selv bestemme, i hvilke(t) selskab(er) Warrantindehaverne skal modtage de nye aktier/aktieinstrumenter.

company of the continuing company of a corresponding financial pre-tax value shall replace the Warrants. Upon demerger, the continuing companies may decide in which company/companies the Warrant Holders shall receive the new shares or share instruments.

Salg og aktieombytning:

Sale and exchange of shares:

Hvis mere end 50% af aktiekapitalen i Selskabet bliver solgt (ikke tegnet eller udstedt) eller indgår i en aktieombytning,

If more than 50 per cent of the share capital in the Company is sold (not subscribed or issued) or is part of a share swap,

kan Warrantindehaveren umiddelbart inden salget/aktieombytningen udnytte alle ikke-udnyttede Warrants, der ikke er bortfaldet. Såfremt de erhvervende selskab tilbyder aktieinstrumenter i det erhvervende selskab af tilsvarende økonomisk værdi før skat kan Warrantindehaveren vælge i stedet at modtage sådanne aktieinstrumenter.

the Warrant Holder may exercise all non-exercised Warrants that are not declared null and void immediately before the sale/swap of shares. In the event that the acquiring company offers share instruments of a corresponding pre-tax value the Warrant Holder may elect instead to replace the issued Warrants with such share instrument.

Fælles bestemmelser vedrørende 5.9–5.11:

Common provisions regarding 5.9-5.11:

Selskabet er forpligtet til at give Warrantindehaveren skriftlig meddelelse, hvis en af de ovenfor nævnte transaktioner finder sted. Når Warrantindehaveren har modtaget den skriftlige meddelelse, har Warrantindehaveren – i de tilfælde, hvor Warrantindehaveren ekstraordinært kan udnytte Warrants, jf. 5.9-5.11 – 2 uger til skriftligt at informere Selskabet om, hvorvidt Warrantindehaveren vil gøre brug af tilbuddet. Hvis Warrantindehaveren ikke har givet Selskabet skriftligt svar inden 2-uger eller undlader at betale inden for den betalingsfrist, der er fastsat, bortfalder Warrants uden yderligere varsel og uden kompensation. Udnyttelsesprisen kan ikke komme under aktiernes nominelle værdi.

If one of the transactions mentioned above is made, the Company shall inform the Warrant Holder hereof by written notice. Upon receipt of the written notice, the Warrant Holder shall – in cases where the Warrant Holder may extraordinarily exercise Warrants, see 5.9-5.11 –inform the Company in writing whether the Warrant Holder will make use of the offer. If the Warrant Holder has not answered the Company in writing within 2 weeks or fails to pay within the fixed time, Warrants shall become null and void without further notice or compensation. The Exercise Price cannot go below the nominal value of the shares.

Warrantindehaverens rettigheder i anledning af en beslutning truffet af et kompetent organ i selskabet, jf. 5.9-5.11, er betinget af, at den relevante beslutning efterfølgende registreres i Erhvervsstyrelsen,

The Warrant Holder's rights in connection with decisions made by any competent company body, see clause 5.9-5.11, shall be contingent on subsequent registration of the relevant decision with the Danish

hvis registrering er en gyldighedsbetingelse.

Business Authority provided that registration is a condition of its validity.

6. TEGNING AF NYE AKTIER VED UDNYTTELSE AF WARRANTS

SUBSCRIPTION FOR NEW SHARES BY EXERCISE OF WARRANTS

Tegning af nye aktier ved udnyttelse af tildelte Warrants finder sted ved, at Warrantindehaveren senest kl. 16:00 CET den sidste dag i Udnyttelsesperioden:

Subscription for new shares by exercise of issued Warrants must be made by the Warrant Holder at 16:00 CET of the last day of the Exercise Period:

i) giver meddelelse til Selskabet eller Selskabets kontoførende institut herom ved indgivelse af udnyttelsesblanket udarbejdet af Selskabet eller Selskabets kontoførende institut indeholdende angivelse af hvor mange aktier, der ønskes tegnet, og

ii) foretager betaling til en af Selskabet eller Selskabets kontoførende institut angivet konto.

i) submission to the Company or the Company's custodian bank of a warrant exercise notice made available by the Company or the Company's custodian bank including information about the number of shares to be subscribed, and

ii) payment of the Exercise Price by the Warrant Holder to the Company or the Company's custodian bank

Meddelelsen skal afgives og betaling skal ske i overensstemmelse med den til enhver tid gældende instruks på selskabets hjemmeside www. allarity.com. Selskabet skal til enhver tid være berettiget til at ændre proceduren for udnyttelse af Warrants såfremt det findes hensigtsmæssigt henset til den praktiske håndtering af udnyttelse ved VP Securities eller Euroclear Sweden AB.

The submission of the warrant exercise notice and the payment of the Exercise Price must be made in accordance to the instruction on the Company's website www.allarity.com at any given time. The Company may change the procedure for exercise of warrants at any time if considered practical considering the handling of exercise of warrants with VP Secturities A/S or Euroclear Sweden AB.

Hvis den i punkt. 6 angivne frist overskrides, enten således at Udnyttelsesmeddelelsen i udfyldt stand eller betalingen ikke er Selskabet i hænde inden kl. 16 på den sidste dag i Udnyttelsesperioden, anses tegningen for ugyldig, og Warrantindehaveren kan i denne situation ikke anses for herved at have udnyttet sine warrants for en eventuel efterfølgende Udnyttelsesperiode.

If the limitation period set forth in clause 6 expires as a result of the Company not having received the filled -in Exercise Notice or the payment by 16:00 of the last day of the Exercise Period, the subscription shall be deemed invalid, and in this situation the Warrant Holder shall not be considered as having exercised his/her Warrants for a possible subsequent Exercise Period.

De warrants, som Warrantindehaveren ikke har udnyttet i den sidste dag i Udnyttelsesperioden, bortfalder uden yderligere varsel og uden kompensation.

Warrants not exercised by the Warrant Holder prior to the last day in the Exercise Period shall become null and void without further notice and without compensation.

7. DE NYE ORDINÆRE AKTIERS RETTIGHEDER

Udover de ovenfor anførte vilkår for den til de udstedte Warrants hørende kapitalforhøjelse gælder følgende vilkår:

- De nye aktier udstedes i aktier à DKK 0,05 eller multipla heraf,
- De nye aktier skal give ret til udbytte i selskabet for det løbende regnskabsår, hvori aktierne tegnes, på lige fod med de eksisterende aktier og andre rettigheder i selskabet fra og med datoen for tegningen af aktierne,
- De nye aktier skal tilhøre samme aktieklasse, som de eksisterende aktier i selskabet,
- Kapitalforhøjelsen sker uden fortegningsret for de eksisterende aktionærer, idet tegningen sker på baggrund af Warrants udstedt til Warrantindehaveren,
- Der skal ikke gælde indskrænkninger i den til de nye aktiers knyttede fortegningsret ved fremtidige kapitalforhøjelser,
- Fristen for tegning af de nye aktier beregnes på baggrund af bestemmelserne ovenfor,
- Det fulde beløb til tegning af det antal aktier, som ønskes tegnet, skal indbetales kontant og senest samtidig med tegningen af de pågældende aktier, og

THE RIGHTS OF NEW ORDINARY SHARES

In addition to the terms and conditions set forth above, the increase of the share capital relating to the Warrants granted shall be subject to the following terms and conditions:

- The new shares will be divided into shares of nominally DKK 0.05 or multiples hereof;
- The new shares will carry dividend rights for the financial year in which subscription takes place on equal terms with the existing shares as well as other rights in the company as from the day of subscription of the shares;
- The new shares shall belong to the same share class as the existing shares in the company;
- The capital increase shall be made without any pre-emption rights for the existing shareholders, given that the subscription is based on Warrants issued to the Warrant Holder;
- The pre-emption rights attached to the new shares shall not be subject to any restrictions in the event of future capital increases;
- The deadline for subscription of the new shares shall be calculated pursuant to the provisions set forth above;
- The full subscription amount for the number of shares which are to be subscribed, shall be paid in cash no later than on the day of subscription of the shares in question; and

- De nye aktier skal lyde på navn, noteres i selskabets ejerbog og være omsætningspapirer.

Selskabet afholder omkostninger i forbindelse med udstedelsen af Warrants og senere udnyttelse heraf. Selskabets omkostninger forbundet med udstedelsen af Warrants og den hertil hørende kapitalforhøjelse anslås til DKK 100.000.

- The new shares shall be made out in the name of the holder, be recorded in the company's register of shareholders and be negotiable instruments.

The Company shall pay all costs connected with granting of Warrants and later exercise thereof. The Company's costs in connection with issue of Warrants and the related capital increase are estimated to DKK 100,000.

8. SKATTEMÆSSIGE KONSEKVENSER

De skattemæssige konsekvenser forbundet med Warrantindehaverens tegning eller udnyttelse af Warrants er Selskabet uvedkommende.

TAX CONSEQUENCES

The tax implications connected to the Warrant Holder's subscription for or exercise of Warrants shall be of no concern to the Company.

9. REGISTER OVER WARRANTINDEHAVERE

Selskabet skal være berettiget til at anmode VP Securities A/S og Euroclear Sweden AB om indsigt i fortegnelse over indehavere af warrants.

WARRANT HOLDER REGISTER

The Company shall be entitled to request a register of Warrant Holders from VP Securities A/S and Euroclear Sweden AB.

10. LOVVALG OG VÆRNETING

Tegningen af Warrants, vilkårene herfor og udnyttelsen, og vilkårene for senere tegning af aktier i Selskabet skal reguleres af dansk ret.

Hvis der måtte opstå en tvist mellem Warrantindehaveren og Selskabet i relation til forståelsen eller gennemførelsen af warrantprogrammet, skal denne søges bilagt i mindelighed ved en forhandling mellem parterne.

Hvis parterne ikke kan opnå enighed, skal eventuelle tvister afgøres ved de almindelige danske domstole.

LAW AND VENUE

Acceptance of Warrants, the terms and conditions thereto and the exercise, and terms and conditions for future subscription for shares in the Company shall be governed by Danish law.

Any disagreement between the Warrant - Holder and the Company in relation to the understanding or implementation of the warrant scheme shall be settled amicably by negotiation between the parties.

If the parties fail to reach consensus, any disputes shall be settled by the ordinary Danish courts.

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