



OSTEOPORE LIMITED

ACN 630 538 957

For an offer of 20 Convertible Notes with a face value of \$50,000.00 each (**Offer**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

This document is important and requires your immediate attention. This document should be read in its entirety before deciding whether to apply for equity securities. Equity securities offered by this Prospectus should be considered speculative, refer to the 'Risk Factors' in section 4 of this Prospectus for a summary of key risks associated with an investment in equity securities. If after reading this Prospectus you have any questions about the equity securities being offered under this Prospectus, then you should consult your stockbroker, accountant or other professional adviser.

This is a prospectus issued in accordance with section 713 of the Corporations Act.

For personal use only

IMPORTANT NOTICES

This Prospectus is dated 28 March 2025 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be submitted on an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with section 713 of the Corporations Act and ASIC Corporations (Offers of Convertibles) Instrument 2016/83. It does not contain the same level of disclosure as an initial public offering prospectus and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives, financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

Forward-looking statements

This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events

and actions that, as at the date of this Prospectus, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the Company's management.

The Company cannot and does not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

The Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.

Applicants outside Australia

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any of these restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus does not constitute an offer of Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus. In particular, the Securities may not be offered or sold, directly or indirectly, to persons in the United States. The Securities have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

No offer or invitation to subscribe for Securities may be made to the public in the Cayman Islands, from within the Cayman Islands or in any manner that would constitute carrying on a business in the Cayman Islands. The Securities will be offered in the Cayman Islands from outside the Cayman Islands.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and

does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 5.2 for further details.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at www.osteopore.com. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 6245 9439 during office hours or by emailing the Company at investor_relations@osteopore.com.

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

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 7.

All references to time in this Prospectus are references to Sydney, Australia Time.

Privacy statement

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

The information may also be used from time to time and disclosed to persons inspecting the register, including bidders for your securities in the context of takeovers, regulatory bodies including the Australian

Taxation Office, authorised securities brokers, print service providers, mail houses and the share registry.

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

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

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offer or how to accept the Offer please call the Company Secretary on +61 8 6245 9439.

CORPORATE DIRECTORY

| | |
|--------------------------|--|
| Directors | Mark Leong – Executive Chairman Dr Yujing Lim – Executive Director Professor Teoh Swee Hin – Non-Executive Director Daniel Ow – Non-Executive Director Michael Keenan – Non-Executive Director |
| Registered Office | Level 5, 191 St Georges Terrace, Perth WA 6000 Telephone: +61 2 8072 1400 Email: investor_relations@osteopore.com Website: www.osteopore.com/ |
| ASX code | OSX |
| Company Secretary | Jack Rosagro – Company Secretary |
| Solicitors | Squire Patton Boggs (AU) Level 11, Brookfield Place 125 St Georges Terrace Perth WA 6000 |
| Auditor* | Grant Thornton Audit Pty Ltd Central Park, Level 43 152-158 St Georges Terrace Perth WA 6000 |
| Share Registry | Automic Pty Ltd 126 Phillip Street Sydney, NSW 2000 |

*These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus and have not consented to being named in this Prospectus.

1 DETAILS OF THE OFFER

1.1 Indicative Timetable

| Action | Date |
|---|---------------|
| Lodgement of Prospectus with the ASIC and ASX | 28 March 2025 |
| Opening Date* | 4 April 2025 |
| Closing Date* | 8 April 2025 |
| Expected date of issue of the Convertible Notes | 4 April 2025 |

*These dates are indicative only and may change without notice. The Directors reserve the right to extend the Closing Date at any time after the Opening Date without notice. Opening and Closing dates are subject to the Exposure Period. ASIC may extend the Exposure Period by up to seven calendar days in which case the opening date for the offer and other dates may be varied accordingly without notice.

1.2 Background to the Offer

As announced on 24 December 2024, the Company entered into a subscription agreement with Advance Opportunities Fund and Advance Opportunities Fund I (**Advance Opportunities** or each a **Noteholder** and, together, the **Noteholders**), a Cayman Islands-based investment fund. Advance Opportunities Fund is a proprietary fund whilst Advance Opportunities Fund I is managed by ZICO Asset Management Pte. Ltd. which holds a capital markets services licence to conduct fund management activities regulated under the Securities and Futures Act 2001 of Singapore granted by the Monetary Authority of Singapore. Advance Opportunities agreed to subscribe for, and the Company agreed to issue redeemable convertible notes (**Convertible Notes**) for an aggregate subscription amount of up to \$20,000,000 (**Subscription Agreement**).

As announced on 14 February 2025, the conditions precedent in the Subscription Agreement in respect of T1 were fulfilled and the Noteholders subscribed for and the Company issued 40 Convertible Notes, being 8 equal sub-tranches (being ST01 to ST08) of T1, for an aggregate nominal amount of \$2,000,000 (**First Convertible Notes**).

In accordance with the Subscription Agreement, the Company agrees to issue, and the Noteholders agree to subscribe for, in respect of each of ST05 to ST20 of T1 on such date as the parties agree in writing (**Subsequent Investment**).

Accordingly, the Company and the Noteholders have agreed to the Noteholders advancing a Subsequent Investment of \$1,000,000 (being 4 equal sub-tranches (being ST09 to ST12 of T1).

1.3 The Offer

The Offer is an offer of the 20 Convertible Notes not yet issued under the Subscription Agreement, each with a face value of \$50,000 for an aggregate subscription amount of up to \$1,000,000

The Offer will only be extended to Advance Opportunities and Application Forms will only be provided by the Company to Advance Opportunities. Advance Opportunities is a sophisticated investor within the meaning of sections 708(8) of the Corporations Act and does not ordinarily require a disclosure document under Chapter 6D of the Corporations Act to subscribe for Securities under the Offer.

The key terms and conditions of the Convertible Notes are set out in Section 3.1. This information should be read in conjunction with other information contained in this Prospectus including the

risk factors set out in Section 4.

The Convertible Notes will be issued to Advance Opportunities in accordance with the terms of Subscription Agreement as set out in Section 3.1 of this Prospectus.

1.4 On-sale

The purpose of this Prospectus is to ensure that the on-sale of the Securities does not breach section 707(3) of the Corporations Act.

The Offer with respect to the Convertible Notes is being made such that the relief provided under ASIC Corporations (Offers of Convertibles) Instrument 2016/83 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Securities under the Offer are issued with disclosure under this Prospectus, then the Securities and the Shares issued upon the conversion of any of those Securities can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

1.5 Application for Securities

Applications for Securities under the Offer may only be made by Advance Opportunities and must be made using the relevant Application Form in accordance with the instructions provided by the Company to Advance Opportunities.

By completing the Application Form, you will be taken to have declared that all details and statements made by you are complete and accurate and that you have received personally the Application Form together with a complete and unaltered copy of the Prospectus.

Payment for the Convertible Notes subscribed for under the Offer must be made in accordance with the terms of the Subscription Agreement.

Completed Application Forms must be made as set out on the Application Form, with sufficient time to be received by or on behalf of the Company by no later than 5:00pm on the Closing Date.

1.6 Minimum subscription

There is no minimum subscription.

1.7 Oversubscriptions

No oversubscriptions will be accepted by the Company.

1.8 Underwriting

The Offer are not underwritten.

1.9 Issue of Securities

The issue of the Securities offered under the Offer will take place in accordance with the terms of the Subscription Agreement as set out in the section 3.1 of this Prospectus.

1.10 ASX listing

The Company will not apply for Official Quotation of the Convertible Notes offered under this Prospectus as the Convertible Notes will not be quoted.

1.11 Applicants outside Australia

The distribution of this Prospectus outside Australia may be restricted by law and therefore

persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions constitutes a violation of those laws.

The Offer does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular, the Securities may not be offered or sold, directly or indirectly, to persons in the United States.

The Securities have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

No offer or invitation to subscribe for Securities may be made to the public in the Cayman Islands, from within the Cayman Islands or in any manner that would constitute carrying on a business in the Cayman Islands. The Securities will be offered in the Cayman Islands from outside the Cayman Islands.

1.12 Withdrawal

The Company reserves the right to withdraw the Offer, at any time before the allotment of Securities. If the Offer does not proceed, any application money will be refunded. No interest is paid on any application money refunded because of the withdrawal of the Offer.

1.13 Conditions

There are no conditions to the Offer.

2 PURPOSE AND EFFECT OF THE OFFER

2.1 Purpose of the Offer

The purpose of the Offer is to raise up to \$1,000,000 and to remove any trading restrictions that may attach to Securities offered under this Prospectus and Shares issued on conversion of the Securities issued under this Prospectus.

The funds raised from the Offer (after expenses) are planned to be used in the ordinary course of business and and/or future developments, projects and investments as and when business opportunities arise.

2.2 Effect on capital structure

The effect of the Offer on the capital structure of the Company is set out below (as further set out in section 5.3 of this Prospectus).

Shares¹

| | Number |
|--|--------------------|
| Shares currently on issue | 120,868,535 |
| Shares offered under this Prospectus | Nil |
| Total Shares on issue after completion of the Offer | 120,868,535 |

Notes:

1. The rights and liabilities attaching to the Shares are summarised in Section 3.3 of this Prospectus.

Options

| | Number |
|---|-------------------|
| Options currently on issue ¹ | 16,641,633 |
| Total Options on issue after completion of the Offer | 16,641,633 |

Notes:

Comprising:

- (a) 3,510,164 quoted Options exercisable at \$3.375 each on or before 24 April 2026;
- (b) 13,118,969 unquoted Options exercisable at \$0.0387 each on or before 2 April 2026;
- (c) 12,500 unquoted Options exercisable at \$9.36 each on or before 2 November 2025;

Performance Rights

| | Number |
|--|----------------|
| Performance Rights currently on issue | 900,004 |
| Performance Rights offered under this Prospectus | Nil |
| Total Performance Rights on issue after completion of the Offer | 900,004 |

Notes:

1. The Company has agreed, and Shareholders have agreed at a general meeting of the Company held on 23 December 2024, to cancel 740,004 existing directors' Performance Rights and to issue a further 11,625,000 Performance Rights, as set out in the Company Notice of Meeting dated 21 November 2024.

Convertible Notes

| | Number |
|---|-----------|
| Convertible Notes currently on issue | 40 |
| Convertible Notes offered under this Prospectus ¹ | 20 |
| Total Convertible Notes on issue after completion of the Offer | 60 |

Notes:

1. The terms and conditions of the Convertible Notes are summarised in Section 3.1 of this Prospectus.

2.3 Financial effect of the Offer

Reviewed Statement of Financial Position 30 June 2024

The reviewed balance sheet as at 30 June 2024 and the unaudited pro-forma balance sheet as at 30 June 2024 (**Balance Date**) shown below, set out in section 2.3(a) below, have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma statement of financial position shows the effect of the Offers as if the Convertible Notes offered under this Prospectus had been issued and as if the Offers are fully subscribed.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

Unaudited Statement of Financial Position 31 December 2024

For completeness, and given the length of time that has passed since the Balance Date and the fact that the Company's preliminary financial report for the year ended 31 December 2024 is now available (having been lodged with ASX on 28 February 2025 (**Preliminary Financial Report**)), set out in 2.3(b) below is an additional unaudited pro forma statement of financial position of the Company which utilises a balance date as at 31 December 2024.

(a) Unaudited Pro Forma Statement of Financial Position as at 30 June 2024

| | Reviewed 30 June 2024 \$ | First Convertible Notes (Completed) | Impact of Offer \$ | Pro Forma \$ |
|----------------------------------|--------------------------------|--|--------------------------|------------------|
| Current Assets | | | | |
| Cash and cash equivalents | 2,224,952 | 1,880,000 | 940,000 | 5,044,952 |
| Trade and other receivables | 755,294 | - | - | 755,294 |
| Other assets | 446,949 | - | - | 446,949 |
| Inventories | 303,795 | - | - | 303,795 |
| Total Current Assets | 3,730,990 | 1,880,000 | 940,000 | 6,550,990 |
| Non-Current Assets | | | | |
| Property, plant and equipment | 197,124 | - | - | 197,124 |
| Right-of-use asset | 10,320 | - | - | 10,320 |
| Intangible assets | 607,726 | - | - | 607,726 |
| Total Non-Current Assets | 815,170 | - | - | 815,170 |
| Total Assets | 4,546,160 | 1,880,000 | 940,000 | 7,366,160 |
| Current Liabilities | | | | |
| Trade and other payables | 1,593,586 | - | - | 1,593,586 |
| Lease liabilities | 5,848 | - | - | 5,848 |
| Borrowings | 1,079,146 | 2,000,000 | 1,000,000 | 4,079,146 |
| Provisions | 58,344 | - | -- | 58,344 |
| Total Current Liabilities | 2,736,924 | 2,000,000 | 1,000,000 | 5,736,924 |
| Non-Current Liabilities | | | | |

| | Reviewed 30 June 2024 \$ | First Convertible Notes (Completed) | Impact of Offer \$ | Pro Forma \$ |
|---|--------------------------------|--|--------------------------|------------------|
| Lease liabilities | 5,644 | - | - | 5,644 |
| Total Non- Current Liabilities | 5,644 | - | - | 5,644 |
| Total Liabilities | | | | |
| | 2,742,568 | 2,000,000 | 1,000,000 | 5,742,568 |
| Net Assets / (Liabilities) | | | | |
| | 1,803,592 | (120,000) | (60,000) | 1,623,592 |
| Equity | | | | |
| Issued capital | 32,497,898 | - | - | 32,497,898 |
| Reserves | (14,364,051) | - | - | (14,364,051) |
| Accumulated losses | (16,330,255) | (120,000) | (60,000) | (16,510,255) |
| Total Equity | 1,803,592 | (120,000) | (60,000) | 1,623,592 |

(b) Unaudited Preliminary Final Report – Pro Forma as at 31 December 2024

The Company released to the ASX its unaudited Preliminary Financial Report on 28 February 2025. The effects of the pro-forma transactions on 31 December 2024 preliminary unaudited financial reports are as follows:

| | Unaudited 31 December 2024 \$ | First Convertible Notes (Completed) | Impact of Offer \$ | Pro Forma \$ |
|--------------------------------|--|--|--------------------------|------------------|
| Current Assets | | | | |
| Cash and cash equivalents | 638,498 | 1,880,000 | 940,000 | 3,458,498 |
| Trade and other receivables | 861,806 | - | - | 861,806 |
| Other assets | 654,271 | - | - | 654,271 |
| Inventories | 379,515 | - | - | 379,515 |
| Total Current Assets | 2,534,090 | 1,880,000 | 940,000 | 5,354,090 |

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| | Unaudited 31 December 2024 \$ | First Convertible Notes (Completed) | Impact of Offer \$ | Pro Forma \$ |
|---------------------------------------|--|--|--------------------------|------------------|
| Non-Current Assets | | | | |
| Property, plant and equipment | 160,908 | - | - | 160,908 |
| Right-of-use asset | 161,603 | - | - | 161,603 |
| Intangible assets | 461,862 | - | - | 461,862 |
| Total Non-Current Assets | 784,373 | - | - | 784,373 |
| Total Assets | 3,318,463 | 1,880,000 | 940,000 | 6,138,463 |
| Current Liabilities | | | | |
| Trade and other payables | 1,491,812 | - | - | 1,491,812 |
| Lease liabilities | 57,633 | - | - | 57,633 |
| Borrowings | 1,163,316 | 2,000,000 | 1,000,000 | 4,163,316 |
| Provisions | 61,513 | - | - | 61,513 |
| Total Current Liabilities | 2,774,274 | 2,000,000 | 1,000,000 | 5,774,274 |
| Non-Current Liabilities | | | | |
| Lease liabilities | 109,793 | - | - | 109,793 |
| Total Non- Current Liabilities | 109,793 | - | - | 109,793 |
| Total Liabilities | 2,884,067 | 2,000,000 | 1,000,000 | 5,884,067 |
| Net Assets / (Liabilities) | 434,396 | (120,000) | (60,000) | 254,396 |

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| | Unaudited 31 December 2024 \$ | First Convertible Notes (Completed) | Impact of Offer \$ | Pro Forma \$ |
|---------------------|--|--|--------------------------|-----------------|
| Equity | | | | |
| Issued capital | 32,600,120 | - | - | 32,600,120 |
| Reserves | (14,207,414) | - | - | (14,207,414) |
| Accumulated losses | (17,958,310) | (120,000) | (60,000) | (18,138,310) |
| Total Equity | 434,396 | (120,000) | (60,000) | 254,396 |

3 RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

3.1 Terms and Conditions of the Convertible Notes

The key terms and conditions of the Convertible Notes offered pursuant to the Offer, are set out below.

| Term | Details |
|------------------------|--|
| Number of Notes | <p>4 equal tranches of a nominal value of A\$5,000,000 for each tranche (referred to as "T1", "T2", "T3" and "T4").</p> <p>Each tranche shall comprise of 20 equal sub-tranches of A\$250,000 each (each "ST01" to "ST20").</p> <p>The face value of the Convertible Notes when issued is \$50,000 each.</p> |
| Issue Dates | <p>T1: 5 business days immediately after the last of the conditions precedent are fulfilled (Closing Date for ST01 to ST04); (ii) thereafter, in respect of each of ST05 to ST20 of T1, on or before the 5th business day after the Shares were issued in respect of the immediately preceding sub-tranche.</p> <p>T2: For ST01 to ST04 of T2 on or before the 10th business day following the Shares issuance date of ST20 of T1 by delivering a drawdown notice to the subscribers, who shall subscribe:</p> <p>(a) for ST01 to ST04 of T2 on or before the 5th business day following the date of such drawdown notice; and</p> <p>(b) in respect of each of ST05 to ST20 of T2, on or before the 5th business day after the Shares issuance date in respect of the immediately preceding sub-tranche.</p> <p>T3: For ST01 of T3 on or before the 1 month following the Shares issuance date of ST20 of T2 by delivering a drawdown notice to the subscribers, who shall subscribe:</p> <p>(a) for ST01 of T3 on or before the 5th business day following the date of such drawdown notice; and</p> <p>(b) in respect of each of ST02 to ST20 of T3, on or before the 5th business day after the Shares issuance date in respect of the immediately preceding sub-tranche.</p> <p>T4: For ST01 of T4 on or before 1 month following the Shares issuance date of ST20 of T3 by delivering a drawdown notice to the subscribers, who shall subscribe:</p> <p>(a) for ST01 of T4 on or before the 5th business day following the date of such drawdown notice; and</p> <p>(b) in respect of each of ST02 to ST20 of T4, on or before the 5th business day after the Shares</p> |

| Term | Details |
|--------------------------------|---|
| | issuance date in respect of the immediately preceding sub-tranche. |
| Interest | The amount equivalent to 100% of the nominal value of the Convertible Notes at the rate of 4.0% per annum. |
| Interest Payment | Payable in cash quarterly in arrears on 31 March, 30 June, 30 September, and 31 December in each year. |
| Maturity Date | 36 months from the Closing Date of T1. |
| Conversion | <p>A Noteholder may at any time up to the date 7 calendar days prior to the Maturity Date exercise its right to convert all outstanding Notes into the Conversion Shares by giving the notice of conversion.</p> <p>The Convertible Notes which are not redeemed or purchased, converted or cancelled by the Company on or before the Maturity Date shall be converted by the Company on the date falling thirty-six (36) months from the Closing Date of the Notes (the Maturity Date). The Company shall at least one (1) month prior to the Maturity Date, dispatch to all Noteholders, a notice of the Maturity Date.</p> <p>If an issue of Shares would result in the voting power in the Company of the Noteholder or any other person exceeding 19.99%, the Noteholder must make reasonable efforts for the issue to not have that result, and the Company must not issue the relevant Shares. To the extent that the Convertible Notes cannot be converted in to Shares (as it would breach the Corporations Act, Foreign Acquisitions and Takeovers Act 1975 or the ASX Listing Rules) or there could be a breach of the minimum free float requirement if the Shares are issued, the Company must on notice by the Noteholder redeem the Convertible Notes at 108% together with accrued interest.</p> |
| Conversion Price | The Conversion Price shall be 80% of the average of the closing price per Share on any five consecutive business days as selected by the Noteholder during the 45 business days immediately preceding the relevant Conversion Date on which Shares were traded on the ASX. |
| Redemption and Purchase | <p>The Company may purchase the outstanding Convertible Notes at 115% of its principal amount, or such other amount as may be agreed, provided that all outstanding costs, fees and Interest payable under the Subscription Agreement and the Terms and Conditions are paid and settled by the Company.</p> <p>1 Conversion Downside</p> <p>If, on presentation of any Convertible Notes for conversion, the Conversion Price is less than or equal to 65% of the average of the daily traded VWAP per Share for a period of 45 consecutive business days prior to the relevant closing date in respect of ST01 to ST08 of T1 (Conversion Downside Price), the Company may redeem such Notes</p> |

| Term | Details |
|------|--|
| | <p>in cash at an amount calculated in accordance with the below formula by giving notice of the same to the relevant Noteholder:</p> $R = N \times \{P + [8\% \times P \times (D/365)] + I\}$ <p>where:</p> <p>"R" = the Conversion Redemption Amount.</p> <p>"D" = the number of days elapsed since the relevant Closing Date in respect of each sub-tranche of the notes.</p> <p>"N" = the number of Notes presented for conversion.</p> <p>"P" = A\$50,000 being the face value of each Note presented for conversion.</p> <p>"I" = the remaining unpaid interest accrued on each Note presented for conversion.</p> <p>The Conversion Downside Price will be subject to adjustments in the following circumstances:</p> <p>(a) if the Company makes a stock split, consolidates outstanding shares, or re-classifies any of the shares into other securities, then the Noteholders are entitled to receive the number of Shares and/or Securities which it would have held or have been entitled to receive had the notes been converted immediately prior to the event.</p> <p>(b) if the Company grant, issue or offer to the holders of Shares or warrants to subscribe for the purchase of shares at a consideration per Share which is fixed on, prior to, or after the record date and is less than 95% of the current market price, then the adjustment will be pursuant to the following formula:</p> $NCDP = OCDP \times \frac{OS + v}{OS + NS}$ <p>where:</p> <p>"NCDP" = the Conversion Downside Price after such adjustment.</p> <p>"OCDP" = the Conversion Downside Price before such adjustment.</p> <p>"OS" = the number of Shares outstanding at the close of business in Australia on such record date or on the date the Company fixes the said consideration.</p> |

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| | <p>"NS" = the number of Shares to be issued on exercise of such rights or warrants at the initial subscription or purchase price.</p> <p>"v" = the number of Shares which the aggregate consideration receivable by the Company would purchase at such current market price per Share.</p> <p>2. Issue of Shares</p> <p>If the Company grant, issue or offer to the holders of Shares or warrants to subscribe for the purchase of Shares, securities convertible into or exchangeable for Shares, at a consideration per share, which is fixed on, prior to, or after the record date and is less than 95% of the current market price of the Shares, then the adjustment will be in accordance with the below formula:</p> $NCDP = OCDP \times \frac{OS + v}{OS + NS}$ <p>where:</p> <p>"NCDP" and "OCDP" have the above meaning.</p> <p>"OS" = the number of Shares outstanding at the close of business in Australia on such record date or on the date the Company fixes the said consideration.</p> <p>"NS" = the number of Shares to be issued upon conversion or exchange of such convertible or exchangeable securities at the initial subscription or purchase, and conversion or exchange, price or rate following exercise of such rights or warrants.</p> <p>"v" = the number of Shares which the aggregate consideration receivable by the Company would purchase at such current market price per Share.</p> <p>3. Evidence of Indebtedness</p> <p>If the Company distribute to Shareholders evidence of its indebtedness, ordinary shares of the Company, assets, or rights or warrants, then the adjustment will be in accordance with the following formula:</p> $NCDP = OCDP \times \frac{CMP - fmv}{CMP}$ <p>where:</p> <p>"NCDP" and "OCDP" have the above meanings.</p> <p>"CMP" = the current market price per Share on the record date for the determination of Shareholders entitled to receive such distribution.</p> |

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| | <p>"fmv" = the fair market value of the portion of the evidences of indebtedness, shares, assets, rights or warrants so distributed applicable to one Share.</p> <p>4. Issue Convertible Securities</p> <p>If the Company issue any securities convertible into or exchangeable for Shares or where the securities are issued to the vendors of assets being acquired by the Company and the consideration is less than 95% of the current market price of the Shares, then the adjustment will be in accordance with the following formula:</p> $NCDP = OCDP \times \frac{OS + v}{OS + NS}$ <p>where:</p> <p>"NCDP" and "OCDP" have the above meaning.</p> <p>"OS" = the number of Shares outstanding at the close of business in Australia on the date of such issue.</p> <p>"NS" = the number of Shares to be issued upon conversion or exchange of such convertible or exchangeable securities at the initial conversion or exchange price or rate.</p> <p>"v" = the number of Shares which the aggregate consideration receivable by the Company would purchase at such current market price per Share.</p> <p>5. Reduced Consideration of Share Issue</p> <p>If the Company, issues any share and the consideration per Share receivable by the Company shall be less than 95% of the current market price per Share, then the Conversion Downside Price will be adjusted in accordance with the following formula:</p> $NCDP = OCDP \times \frac{OS + v}{OS + NS}$ <p>where:</p> <p>"NCDP" and "OCDP" have the above meanings.</p> <p>"OS" = the number of Shares outstanding at the close of business in Australia on the day immediately prior to the date of issue of such additional Shares.</p> <p>"NS" = the number of additional Shares being issued.</p> <p>"v" = the number of Shares which the aggregate consideration receivable by the Company would purchase at such current market price per Share.</p> |

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| | <p data-bbox="611 241 1002 271">6. Issue Rights/ Warrants</p> <p data-bbox="708 309 1401 461">If the Company issues any rights or warrants to subscribe for or purchase the Shares or securities convertible into or exchangeable for the shares and the consideration per Share is less than 95% of the current market price, then the adjustment will be in accordance with the following formula:</p> $NCDP = OCDP \times \frac{OS + v}{OS + NS}$ <p data-bbox="708 591 791 616">where:</p> <p data-bbox="708 654 1283 683">"NCDP" and "OCDP" have the above meanings.</p> <p data-bbox="708 719 1401 777">"OS" = the number of Shares outstanding at the close of business in Australia on the date of such issue.</p> <p data-bbox="708 813 1401 1001">"NS" = the number of Shares to be issued on exercise of such rights or warrants at the initial subscription or purchase price, or upon conversion or exchange of such convertible or exchangeable securities at the initial conversion or exchange price or rate following exercise of such rights or warrants.</p> <p data-bbox="708 1037 1401 1160">"v" = the number of Shares which the aggregate consideration receivable by the Company would purchase at such current market price per Share on the date in Australia on which the Company fixes such consideration.</p> <p data-bbox="611 1196 1066 1225">7. Issue Requiring Adjustment</p> <p data-bbox="708 1261 1401 1384">If the Company issues securities of a type above and otherwise require an adjustment to the Conversion Downside Price, then any adjustment will not be made in one calculation in accordance with the following formula:</p> $NCDP = OCDP \times \frac{OS + v1 + v2 + v3}{OS + NS1 + NS2 + NS3}$ <p data-bbox="708 1514 791 1538">where:</p> <p data-bbox="708 1574 1283 1603">"NCDP" and "OCDP" have the above meanings.</p> <p data-bbox="708 1639 1401 1697">"OS" = the number of Shares outstanding at the close of business in Australia on the relevant date.</p> <p data-bbox="708 1733 1401 1859">"NS1" = the number of Shares to be issued upon conversion or exchange of any convertible or exchangeable securities at the initial conversion or exchange price or rate.</p> <p data-bbox="708 1895 1401 1924">"NS2" = the number of any additional Shares being issued.</p> <p data-bbox="708 1960 1401 2018">"NS3" = the number of Shares to be issued on exercise of any rights or warrants at the initial subscription or purchase</p> |

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| | <p>price, or upon conversion or exchange of any convertible or exchangeable securities at the initial conversion or exchange price or rate following exercise of such rights or warrants.</p> <p>"v1" = the number of Shares which the aggregate consideration receivable by the Company for such convertible or exchangeable securities would purchase at the current market price per Share on the date in Australia on which the Company fixes the said consideration.</p> <p>"v2" = the number of Shares which the aggregate consideration receivable by the Company for the issue of such additional Shares would purchase at the current market price per Share on the date in Australia on which the Company fixes the said consideration.</p> <p>"v3" = the number of Shares which the aggregate consideration receivable by the Company for the issue of the total number of Shares to be issued on exercise of such rights or warrants and (if applicable) upon conversion or exchange of such convertible or exchangeable securities would purchase at the current market price per Share on the date in Australia on which the Company fixes the said consideration.</p> <p>8. Other</p> <p>If the Company, after entry into the Subscription Agreement makes a capital distribution which does not fall within the above, the Conversion Downside Price will be adjusted in accordance with the below formula:</p> $\frac{X - Y}{X}$ <p>where:</p> <p>"X" is the current market price per Share on the last Business Day preceding the date on which the capital distribution is publicly announced; and</p> <p>"Y" is the fair market value on the date of such announcement, as determined in good faith by an independent investment bank or investment adviser licensed by the ASIC selected by the Company, and acting as an expert, of the portion of the capital distribution attributable to one Share.</p> |
| <p>Events of Default</p> | <p>The Events of Default include:</p> <p>(a) if the Company fails to obtain any approvals, consents and/or waivers required to be obtained by the Company under the Subscription Agreement when it is required to be obtained or if they were obtained but subsequently amended, withdrawn, revoked, rescinded or cancelled.</p> |

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| | <p>(b) if any of the approvals required to be obtained by the Company under the Subscription Agreement were obtained subject to any conditions which were required to be fulfilled, such conditions were not fulfilled when it is required to be fulfilled;</p> <p>(c) there is a default in any payment by the Company and such default is not remedied by the Company within 7 business days from the due date of such payment;</p> <p>(d) the Company defaults in the performance or observance of any covenant, condition, provision or obligation contained in the Convertible Notes and on its part to be performed or observed and such default continues for 7 business days following the service of notice by the Noteholder;</p> <p>(e) any other notes, debentures, bonds or other instruments of indebtedness or any other loan indebtedness having an aggregate outstanding amount of over A\$3,000,000 (Indebtedness) of the Company or Subsidiaries become prematurely repayable following a default in respect of the terms which have been remedied, or steps are taken to enforce any security, or the Company or any of the Subsidiaries defaults in the repayment of any such Indebtedness at the maturity or at the expiration of any applicable grace period or any guarantee of or indemnity in respect of any Indebtedness of others having an aggregate outstanding amount of over A\$3,000,000 given by the Company or any of the Subsidiaries shall not be honoured when due and called upon;</p> <p>(f) an event of insolvency occurs in relation to the Company;</p> <p>(g) an event of insolvency occurs in relation to the Company's subsidiary (otherwise than for the purposes of a consolidation, amalgamation, merger, reconstruction, reorganisation or voluntary winding up or dissolution);</p> <p>(h) an encumbrancer takes possession or a receiver is appointed of the whole or a material part of the assets or undertaking of the Group;</p> <p>(i) the Company or any subsidiary shall initiate or consent to proceedings seeking with respect to itself adjudication of bankruptcy or insolvency, or a decree of commencement of composition or reorganisation or other similar procedures, or the appointment of an administrator or other similar official under any applicable bankruptcy, reorganisation or insolvency law or make a general assignment for the benefit of, or enter into any composition with, its creditors, and such action has a material adverse effect on the Group;</p> <p>(j) the Company or any subsidiary without any lawful cause stops payment or is unable to pay its debts as and when they fall due or (otherwise than for the purposes the</p> |

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| | <p>corporate restructuring) ceases, or threatens to cease, to carry on its business, and such action has a material adverse effect on the Group;</p> <p>(k) if insolvency proceedings have been initiated against the Company or any subsidiary and such proceedings have not been discharged or stayed within a period of 14 business days;</p> <p>(l) there has been an imposition of a new legal or regulatory restriction, or any change in the interpretation of existing legal or regulatory restrictions, that affects the Company's performance of its obligations in regards to the, offering, sale or delivery of the Convertible Notes or the Conversion Shares;</p> <p>(m) the delisting of the shares on the ASX or a suspension of trading of such shares on the ASX for a period of 5 consecutive business days or more save for suspension caused by administrative or technical error not due to the Company or trading halts made at the request of the Company for corporate announcements or notice(s) of meeting pending clearance by ASX or other regulatory or governmental bodies;</p> <p>(n) the average daily trading volume of the Shares of the Company, during any consecutive thirty (30) trading day period, shall not be less than A\$10,000.00 in value;</p> <p>(o) if the Company fails to deliver the Conversion Shares on any Shares issuance date in the prescribed manner;</p> <p>(p) the ratio of borrowings to Net Worth of the Company exceeds 6 times;</p> <p>(q) the consolidated net asset value of the Company is less than A\$300,000.00;</p> <p>(r) for so long as there are any Convertible Notes outstanding the Company engages in any transaction with any hedge fund operating or originating from any part of the world; or</p> <p>(s) any credit facilities granted to the Company or any of its Subsidiaries by banks and/or financial institutions are withdrawn, terminated or suspended for any reason whatsoever, and such action has a material adverse effect on the Group.</p> |
| <p>Payment</p> | <p>Payments in relation to the principal, interest or other monies payable by the Company or its Subsidiaries to the Noteholder will be made to the registered Noteholder by bank transfer.</p> <p>All payments made will be a good and absolute discharge of the Company's obligations under the Notes.</p> |

3.2 Rights and liabilities attaching to Shares

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

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

(a) General meeting and notices

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Ranking of shares

At the date of this Prospectus, all Shares are of the same class and rank equally in all respects. Specifically, the Shares issued pursuant to this Prospectus will rank equally with existing Shares.

(c) Voting rights

Subject to any rights or restrictions, at general meetings of Shareholders or classes of shareholders:

- (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder, has one vote for every fully paid Share held and a fraction of one vote for each partly paid up Share held, equal to the proportion which the amount paid up on that Share (excluding amounts credited) is to the total amounts paid up and payable (excluding amounts credited) on that Share.

(d) Dividend rights

Directors may determine or declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount is paid is of the total amounts paid and payable in respect of such Shares.

No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend. The Directors may capitalise any profits of the Company and distribute that capital to the Shareholders, in the same proportions as the Shareholders are entitled to a distribution by dividend.

(e) Variation of rights

If at any time the share capital is divided into different classes of shares, the rights attaching to the Shares may only be varied by the consent in writing of the holders of

three-quarters of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares in that class.

(f) Transfer of shares

Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien. The Company must refuse to register a transfer of Shares where the Corporations Act, ASX Listing Rules or ASX Settlement Operating Rules or a law about stamp duty requires the Company to do so.

(g) Future increase in capital

The issue of any Shares is under the control of the Board of the Company as appointed from time to time. Subject to restrictions on the issue or grant of equity securities contained in the ASX Listing Rules, the Constitution and the Corporations Act (and without affecting any special rights previously conferred on the holder of an existing Share or class of shares), the Directors may issue Shares and other equity securities as they shall, in their absolute discretion, determine.

(h) Rights on winding up

If the Company is wound up, the liquidator may with the sanction of special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(i) Alteration of constitution

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4 RISK FACTORS

4.1 Introduction

The Shares offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors to consider the risk factors set out in this Section 4, together with information contained in this Prospectus.

The future performance of the Company and the value of the Shares may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 4, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Shares. This Section 4 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

4.2 Company specific

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| Additional requirements for capital | The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing to develop its business. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its research, development and commercialisation of its technology / products and its other longer-term objectives as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company. |
| Loss making operation, future capital needs and additional funding | <p>The Company is currently loss making (having incurred net losses in each year since inception) and will require further financing in the future, in addition to amounts raised pursuant to the Offer. Any additional equity financing may be dilutive to Shareholders, may be undertaken at a lower price than the current market price (or Conversion Price) or may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities.</p> <p>The future capital requirements of the Company will depend on many factors, including the pace and</p> |

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| | <p>magnitude of the development of its business and sales, increasing operating costs and inflation risks which may adversely affect the Company's performance. As such, the Company may need to raise additional funds from time to time to finance the ongoing development and commercialization of its technology and to meet its other longer-term objectives.</p> <p>Although the Directors believe the additional capital can be obtained, no assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favorable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to deduce the scope of its operations, and this could have a material adverse effect on the Company's activities and could affect the Company's ability to continue as a going concern.</p> <p>The Company may undertake additional offerings of Shares and of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, the voting power of the Company's existing Shareholders will be diluted.</p> |
| <p>Competition, marketing and new technologies</p> | <p>The industry in which the Company is involved is subject to increasing global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively or negatively affect the operating and financial performance of the Company's projects and business. For instance, new technologies could result in the Company not being differentiated to other similar offerings</p> <p>The Company's success depends on, in large part, on effectively marketing its products to surgeons. In order for the Company's products to gain widespread adoption, the Company must successfully demonstrate to surgeons the medical and economic benefits of its products compared to competitors' products. The Company also may face challenges because in situ tissue engineering is relatively new as compared to the current standard of care for bone regeneration. Standard care for the previous several decades has involved permanent implants and bone grafts whereas the Company's products have only been commercially available since approximately 2006 (such that the Company has a limited track record compared with its competitors).</p> <p>Acceptance of the Company's products depends on</p> |

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| | <p>educating surgeons as to the distinctive characteristics, perceived benefits, safety, ease of use and cost effectiveness of its products as compared to its competitors' products and communicating to surgeons the proper use of its products. If the Company is not successful in convincing surgeons of the merits of its products or educating them on the benefits of its products, they may not use its products and the Company may be unable to increase its sales, sustain its growth or achieve profitability. In addition, the Company believes support of its products by surgeons is essential for market acceptance and adoption. If the Company does not receive support from surgeons or long-term data does not show the benefits of using its products, surgeons may not use it. In such circumstances, the Company's results of operations would be materially adversely affected.</p> <p>A number of third-party competitors are currently offering products and services similar to the Company's products. Furthermore, the competitive landscape for bone regeneration is crowded and continues to evolve at a rapid pace. Various other companies, many with greater resources, are developing or commercialising products that potentially compete with the Company's products. This competition could have a material adverse effect on potential acceptance, use, pricing and sales of the Company's products.</p> |
| <p>Intellectual property risk</p> | <p>Osteopore International has a patent portfolio of 25 patents, trade secrets and registered trademarks. The Company relies on laws relating to patents, trade secrets, copyright and trademarks to assist to protect its proprietary rights. However, there is a risk that unauthorised use or copying of the Company's software, data, specialised technology, manufacturing processes or platforms will occur (including as a result of cyber-attacks and network security breaches). The process of obtaining patent protection is expensive and time-consuming, and the Company may not be able to prosecute all necessary or desirable patent applications at a reasonable cost or in a timely manner. If the Company fails to protect its intellectual property secrets, competitors may gain access to its proprietary information which could harm the Company's business.</p> <p>There is a risk that the Company will be unable to register or otherwise protect new intellectual property it develops in the future. Competitors may be able to work around any of the applications or other intellectual property rights used by the Company, or independently develop technologies or competing products that are not covered by the Company's intellectual property rights. This may materially adversely impact the Company's revenue, legal expenses and profitability.</p> |

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| | <p>The patent positions of pharmaceutical and medical device companies can be highly uncertain and involve complex legal, scientific and factual questions for which important legal principles remain unresolved. The Company seeks to protect its trade secrets, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as its consultants and vendors, or its former or current employees.</p> <p>The Company also enters into confidentiality and invention and patent assignment agreements with its employees and consultants. Despite these efforts, however, any of these parties may breach the agreements and disclose the Company's trade secrets and other unpatented or unregistered proprietary information, and once disclosed, the Company is likely to lose trade secret protection.</p> <p>If the Company believes its intellectual property rights have been infringed, it may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity, of the Company's rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and divert the efforts of its personnel. In addition, unauthorised use of the various brands of the Company in counterfeit products or services could not only result in potential revenue loss, but also have an adverse impact on its brand value and perception of product quality.</p> |
| <p>Medical or product liability claims</p> | <p>Generally, medical technology companies may be subject to claims alleging negligence, product liability or breach of warranty that may involve large claims and significant defence costs whether or not such liability is imposed. These claims may be brought by individuals seeking relief for themselves, or increasingly, by groups seeking to represent a class. Claims could be made against the Company for liabilities resulting from adverse medical consequences to patients.</p> |
| <p>Contractual risk</p> | <p>There are a number of risks associated with contracts entered into by the Company, including the risk that those contracts may contain unfavourable provisions, or be terminated, lost or impaired, or renewed on less favourable terms. As with any contract, there is a risk that the business could be disrupted in situations where there is a disagreement or dispute in relation to a term of the contract. Should such a disagreement or dispute occur, this may have an adverse impact on the Company's operations and performance generally. It is not possible for the Company to predict or protect itself against all such risks.</p> <p>In accordance with the Company's strategic investment into the Regen SPV, the Company entered into an</p> |

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| | <p>investment agreement with Dr Xianmin Zeng and Dr Brian Kennedy on 4 November 2024 (Investment Agreement). In accordance with the terms of the Investment Agreement, the Company has agreed to invest cash or in kind between USD 5 to 7 million (further details in respect of which are set out in the Company's announcement dated 4 November 2024) subject to the Company being satisfied with its due diligence process, funding and obtaining necessary regulatory and shareholder approvals (Investment Amount).</p> <p>There can be no certainty that the Company will have sufficient funds to satisfy the Investment Amount if and when it becomes payable. In the event that the Company does not have the available cash to meet the Investment Amount and isn't able to raise sufficient funds, it may default on its payment obligations, which may give rise to a potential claim against the Company. There is no guarantee that further capital will be available on terms satisfactory to the Company, or at all, and further equity raisings will dilute the interests of existing Shareholders.</p> |
| <p>Regulatory Risk</p> | <p>The Company is subject to continuing regulation, including quality regulations applicable to the manufacture of its devices and various reporting, certification renewal and audit requirements and regulations. The Company has policies and procedures in place which are designed to ensure continuing compliance with applicable regulations for its existing products in the jurisdiction in which it operates. There can be no guarantee that the regulatory environment in which the Company operates may not change in the future which may impact the Company's existing approvals and products. The Company intends to expand the application of its products in target jurisdictions (including Australia, USA, Europe and China). Further regulatory approvals may be required to expand into these jurisdictions including but not limited to Australian TGA approval, China FDA registration, registration of new materials with the US FDA and further CE Mark conformity. The Company may not be able to obtain the necessary approvals and clearances in a timely fashion or may not be able to obtain the necessary approvals or clearances at all.</p> |
| <p>Supplier and manufacturer risk</p> | <p>The Company may be unable to successfully sustain and to further scale-up manufacturing of its products in sufficient quality and quantity, which would delay or prevent it from developing and commercialising any approved products.</p> <p>Osteopore sources certain key components for its devices from third party suppliers. The Company relies in particular on a primary third-party supplier located in the Netherlands for materials used in its products, thereby making the Company vulnerable to supply shortages and</p> |

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| | <p>price fluctuations, which could harm its business, operations, financial condition and cash flows (particularly if the Company is unable to reduce its expenses including on a per unit costs basis).</p> <p>The delivery of such components may be delayed, or a specific supplier may not be able to deliver at all, which may lead to a longer sales cycle or may force the Company to shift to another supplier. There is a risk that the Company could be disrupted if no alternative suppliers were able to be sought which may (among other things) cause significant delays in the shipment of the Company's products which may in turn cause the Company to breach its obligations to customers. Even if operations are not disrupted, potential price fluctuations for the Company's products may have a material effect on the Company's operations, financial performance and cash flow. Additionally, there is a risk that key components provided by third party suppliers may be defective.</p> |
| <p>Equipment risk</p> | <p>Osteopore uses 3D printing technology to develop biometric microarchitectures that facilitate natural tissue regeneration. The core micro-extruder technology is integrated with a 3D printer. Whilst there are other providers of equipment (including 3D printers), inability to access the appropriate equipment in a timely fashion and on commercial terms may have an adverse effect on Osteopore's business and financial position.</p> |
| <p>Licence risk</p> | <p>Osteopore licences software from a third-party provider for use in development of fused deposition modelling 3D printing instruction software. Whilst there are other alternative software providers, there is a risk that the business could be disrupted if there is a disagreement, dispute or the third-party provider is no longer able to provide its service to the Company.</p> <p>The Company is also party to licence agreements that give it various commercialisation rights, the loss of which (whether due to the Company's actions or inactions or those of the respective counterparties) may adversely affect its business.</p> <p>The loss of (i) the licenses granted under such agreements, or (ii) the rights provided under such agreements, would prevent the Company from developing, manufacturing or marketing products covered by the license, and could materially harm its business, financial condition, results of operations and prospects.</p> |
| <p>New applications/ products and clinical testing</p> | <p>The Company has identified a number of new applications that are complementary to its existing products, including dental, spinal/ orthopaedic and long bone market segments. These new products must still</p> |

| RISK CATEGORY | RISK |
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| | <p>undergo further clinical studies (and the Company may in the future identify future products which may similarly require clinical studies) and those tests and trials may show that its new products do not work in a safe and effective manner. The Company intends to conduct clinical studies of the licensed intellectual property in the future, but there can be no guarantee that relevant regulatory agencies will allow the Company to undertake such trials and/or the development and approval process for any new products or applications of existing products may take longer, cost more than expected and may result in the licensed intellectual property not producing a viable device.</p> <p>If serious adverse events or other undesirable side effects are identified during the use of the Company's products in clinical trials or investigator-sponsored trials, it may adversely affect the Company's development of such product candidates.</p> <p>Clinical trials by their nature are very expensive, take a long time to complete, and are difficult to design and implement and involve uncertain outcomes. Furthermore, results of earlier preclinical studies and clinical trials may not be predictive of results of future preclinical studies, clinical trials or commercial success. Clinical trials may be delayed, suspended or terminated for many reasons, which will increase the Company's expenses and delay the time it takes to develop and expand our products in additional applications.</p> |
| <p>New markets</p> | <p>The Company will look to expand its product offerings into new markets. Any efforts to enter a new market space holds the risk that the product offering does not meet the needs of the market at an acceptable price point, the product does not meet the relevant regulatory standards and/or the underlying intellectual property is not registrable in the market. New markets usually cost substantially more to penetrate than a known market.</p> |
| <p>Distribution risk</p> | <p>The Company has a number of distribution agreements in place with third party distributors and currently depends on third-party distributors for the majority of its product sales. The Company intends to focus on developing and marketing the Company's products through the use of distributors in key target markets. Each distributor is required to maintain all regulatory approvals with respect to each of the Company's products and is required to keep the Company generally informed of the regulatory requirements in the relevant territory.</p> <p>Under each distribution agreement, there is a risk of:</p> <p>(i) failure by the distributor to pay any amount owing to the Company under the distribution</p> |

| RISK CATEGORY | RISK |
|---|---|
| | <p>agreement;</p> <p>(ii) failure by the distributor to comply with post market requirements pertaining to tracking, vigilance and reporting procedures per ISO 13485 and any national or state requirements; or</p> <p>(iii) failure by the distributor to obtain all regulatory approvals required to sell and distribute the Company's products in the territory.</p> <p>The Company may be required to terminate the relevant agreement upon any of the above occurring and the Company may be unable to replace that distributor without disruption to its business. Further, there is a risk that the Company enters into distribution agreements on terms that may not be commercially acceptable or may have a negative impact on the Company's growth and profitability</p> |
| <p>Reliance on key customers</p> | <p>The Company's largest markets by revenue are currently South Korea, Vietnam and Philippines. This geographic concentration makes the Company particularly sensitive to regulatory, economic, and competitive conditions in those countries, and any material change in such conditions in these countries could have a disproportionate effect on its business, results of operations and financial condition. Furthermore, the Company's operating results may vary significantly from quarter to quarter because of seasonality, bulk orders, shipments to distributors or otherwise.</p> <p>If the Company were to lose one or more of its significant customers, its revenue may significantly decline. The loss of one or more of the Company's significant customers could adversely affect its business, results of operations, and financial condition. Because of these and other factors, it is possible that in some future period the Company's operating results may not meet investor expectations or those of public market analysts.</p> |
| <p>Dilution risk</p> | <p>Any additional equity financing may be dilutive to Shareholders, may be undertaken at lower prices than the Offer and may involve restrictive covenants which limit the Company's operations and business strategy. Debt financing, if available, may involve restrictions on financing and operating activities. The Company may undertake offerings of securities convertible into Shares in the future. The increase in the number of Shares issued and outstanding and the possibility of sales of such Shares may have a depressive effect on the price of Shares. In addition, as a result of such additional Shares, voting power of the Company's existing Shareholders may be diluted.</p> |

| RISK CATEGORY | RISK |
|---|--|
| Unforeseen expenditure risk | Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company. |
| Future acquisitions and strategic investments risk | The Company may in the future explore potential acquisitions of companies or technologies, strategic investments, or alliances to strengthen its business. Acquisitions involve numerous risks, any of which could harm the Company's business and operating results and there is no guarantee acquisition opportunities will be identified or that they will successfully complete or improve the Company's operations or financial performance. |
| Personal information collation risk | The Company collects, stores and processes highly sensitive, highly regulated and confidential information. The provision of secure and reliable information storage and processing services is integral to the businesses and operations of the Company in the corporate wellness industry. While the Company has in place strict policies and procedures when collecting data, if the Company's systems or data is compromised for any reason there is a risk that the Company may become involved in legal action due to breaching data confidentiality agreements. |

4.3 Securities Investment and Market Risks

| RISK CATEGORY | RISK |
|--|--|
| General economic climate | Factors such as inflation, currency fluctuations, interest rates, legislative changes, political decisions and industrial disruption have an impact on operating costs. The Company's future income, asset values and share price can be affected by these factors and, in particular, by exchange rate movements. |
| Policies and legislation | Any material adverse changes in government policies or legislation of markets in which the Company's products are sold, or any other country that the Company has economic interest in, may affect the viability and profitability of the Company. |
| Enforcement of contracts in foreign jurisdictions | From time to time, as part of its business, the Company has entered and will continue to enter into contracts which are governed by the laws of countries other than Australia. Should a contractual dispute result in court action or should the Company be required to enforce its rights, |

| RISK CATEGORY | RISK |
|--|--|
| | the procedure of the courts in various foreign jurisdictions may be different to those in Australia. |
| Negative publicity may adversely affect the Share price | Any negative publicity or announcement relating to any of the Company's substantial Shareholders, key personnel or activities may adversely affect the stock performance of the Company, whether or not this is justifiable. Examples of such negative publicity or announcements may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions. |
| Securities Investments | Investors should be aware that there are risks associated with any securities investment. The prices at which the Company's Shares trade may be above or below the Offer price, and may fluctuate in response to a number of factors including the risk factors identified in this section as well as securities market factors such as limited liquidity of the Shares and large share price movements due to trading by major Shareholders. |
| Issue of Additional Securities | In certain circumstances, the Directors may issue equity securities without any vote or action by Shareholders. If the Company were to issue any equity securities the percentage ownership of existing Shareholders may be reduced and diluted. |
| Share Market Fluctuations and Economic Conditions | <p>The Company's financial performance and ability to execute its business strategy will be impacted by a variety of general market, political, social, stock market and business conditions beyond the Company's control.</p> <p>(i) Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors including but not limited to:</p> <ul style="list-style-type: none"> (A) general economic outlook; (B) interest rates and inflation rates; (C) currency fluctuations; (D) changes in investor sentiment toward particular market sectors; (E) the demand for, and supply of, capital; (F) political and environmental events; and (G) wars, terrorism or other hostilities. <p>(ii) The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for</p> |

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| RISK CATEGORY | RISK |
|---------------|---|
| | <p>equities in general, and resource exploration stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p> |

4.4 Speculative investment

The risk factors described above, and other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide any return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for Securities under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

5 ADDITIONAL INFORMATION

5.1 Litigation

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

5.2 Continuous disclosure obligations

As set out in the Important Notices Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

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

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

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

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

| Date | Description of Announcement |
|------------|---|
| 25/03/2025 | OSX opens knee preservation centre of excellence |
| 20/03/2025 | OSX enhances focus with closure of dental collaboration |
| 11/03/2025 | Application for quotation of securities - OSX |
| 04/03/2025 | Investor Presentation |
| 28/02/2025 | Appendix 4E Preliminary Final Report |
| 17/02/2025 | Notification regarding unquoted securities - OSX |

| Date | Description of Announcement |
|------------|--|
| 17/02/2025 | Application for quotation of securities - OSX |
| 14/02/2025 | Proposed issue of securities - OSX |
| 14/02/2025 | Drawdown of Tranche 1 of the Redeemable Convertible Notes |
| 12/02/2025 | Convertible Note Prospectus |
| 31/01/2025 | Activities Report December 2024 and Appendix 4C |
| 14/01/2025 | Osteopore added to Singapore Ministry of Health subsidy list |
| 24/12/2024 | OSX enters agreement to issue redeemable convertible notes |
| 23/12/2024 | Results of General Meeting |
| 21/11/2024 | Notice of General Meeting |
| 19/11/2024 | Application for quotation of securities - OSX |
| 15/11/2024 | Application for quotation of securities - OSX |
| 06/11/2024 | Osteopore inks DKSH deal to sell ortho products in Singapore |
| 04/11/2024 | OSX partners scientists to drive regeneration innovation |
| 01/11/2024 | Application for quotation of securities – OSX |
| 31/10/2024 | Activities Report September 2024 and Appendix 4C |
| 24/10/2024 | Osteopore Secures Brazilian Craniofacial Distribution Deal |
| 17/10/2024 | Osteopore strikes collaboration with NASDAQ-listed CytoMed |
| 10/10/2024 | Osteopore strikes scaffold-based iPSC deal with RxCell |
| 27/09/2024 | Osteopore to raise A\$20m via redeemable convertible note |
| 26/09/2024 | Revised Initial Director's Interest Notice - Yujing Lim |
| 25/09/2024 | Initial Director's Interest Notice - Yujing Lim |
| 24/09/2024 | Appointment of Executive Director - Dr Yujing Lim |
| 30/08/2024 | Half Yearly Report and Accounts |
| 22/08/2024 | OSX and University of Chile complete bone implant studies |
| 31/07/2024 | Application for quotation of securities – OSX |
| 31/07/2024 | Activities Update Qtr Ending June 2024 and Appendix 4C |
| 26/07/2024 | Ceasing to be a substantial holder |

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| Date | Description of Announcement |
|------------|--|
| 17/07/2024 | Application for quotation of securities – OSX |
| 16/07/2024 | Osteopore strikes Exclusive Distribution with Zimmer Biomet |
| 11/07/2024 | Application for quotation of securities – OSX |
| 03/07/2024 | Application for quotation of securities – OSX |
| 26/06/2024 | Application for quotation of securities – OSX |
| 19/06/2024 | Application for quotation of securities – OSX |
| 12/06/2024 | Application for quotation of securities – OSX |
| 06/06/2024 | A\$18.7m Osteopore, NDCS and A*STAR project hits milestones |
| 05/06/2024 | Application for quotation of securities – OSX |
| 30/05/2024 | Results of Annual General Meeting |
| 27/05/2024 | Options Exercised and Cleansing Notice |
| 27/05/2024 | Application for quotation of securities – OSX |
| 23/05/2024 | Becoming a substantial holder |
| 23/05/2024 | Options Exercised and Cleansing Notice |
| 23/05/2024 | Application for quotation of securities - OSX |
| 20/05/2024 | Company Secretary Appointment/Resignation |
| 20/05/2024 | Ceasing to be a substantial holder |
| 17/05/2024 | Becoming a substantial holder |
| 15/05/2024 | Appendix 3Y - Change of Director's Interest Notice x 2 |
| 14/05/2024 | OSX and SingHealth partner on Global Centre of Excellence |
| 08/05/2024 | Notification regarding unquoted securities - OSX |
| 08/05/2024 | Application for quotation of securities - OSX |
| 07/05/2024 | Osteopore successfully raises A\$2.9m from Entitlement Offer |
| 30/04/2024 | Activities Update Qtr Ending March 2024 and Appendix 4C |
| 29/04/2024 | Notice of Annual General Meeting |
| 23/04/2024 | Response to ASX Price and Volume Query |
| 23/04/2024 | Trading Halt |

| Date | Description of Announcement |
|------------|---|
| 23/04/2024 | Pause in Trading |
| 23/04/2024 | First-in-human clinical trials begin in Singapore |
| 16/04/2024 | Reinstatement to Official Quotation |
| 16/04/2024 | Appendix 4G and Corporate Governance Statement |
| 16/04/2024 | Reinstatement to Official Quotation |

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website <https://osteopore.com/investors#asx-announcements>.

As at the date of this Prospectus, there is no information that has not been disclosed under this Prospectus and the continuous disclosure requirements of the ASX Listing Rules and which the Board considers an investor would reasonably require in order to assess the Company's assets and liabilities, financial position and prospects and the rights and liabilities attaching the securities of the Company.

5.3 Market price of Shares

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

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

| | Price | Date |
|---------|--------|-----------------|
| Highest | \$0.37 | 15 January 2025 |
| Lowest | \$0.21 | 19 March 2025 |
| Last | \$0.22 | 25 March 2025 |

5.4 Details of substantial Shareholders

Those persons which (together with their associates) have a relevant interest in 5% or more of the existing Shares are set out below:

| Shareholder | Shares | % |
|--|------------|-------|
| CITICORP NOMINEES PTY LIMITED | 11,475,785 | 9.49% |
| BNP PARIBAS NOMS PTY LTD UOBKH A/C R'MIERS | 7,493,264 | 6.20% |

Based on publicly available information as at the date of this Prospectus.

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5.5 Directors' interests

Other than as set out in this Prospectus, no Director or proposed Director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (c) the Offer,

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

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

Security holdings

The relevant interest of each of the Directors in the Securities of the Company as at the date of this Prospectus is set out in the table below.

| Director | Shares | Options | Performance Rights |
|-------------------------|-----------|---------|--------------------|
| Mark Leong | 137,500 | 27,500 | 616,668 |
| Professor Teoh Swee Hin | 1,179,089 | 235,817 | 61,668 |
| Daniel Ow | Nil | Nil | 61,668 |
| Michael Keenan | Nil | Nil | Nil |
| Yujing Lim | 162,584 | 1,050 | Nil |

No Director or any of their associates intend to participate in the Offer.

Remuneration

The Directors remuneration is disclosed in the Company's annual report. The Directors' annual remuneration in respect of the past two years is as follows:

| | Remuneration for the financial year ended 31 Dec 2023 | | | Remuneration for the financial year ended 31 Dec 2024 ^{4&5} | | |
|-----------------------------------|---|----------------------|-----------|--|----------------------|-----------|
| | Salary, Fees & Super | Share-based Payments | Total | Salary, Fees & Super | Share-based Payments | Total |
| Mark Leong | \$150,000 | \$64,904 | \$214,904 | \$150,000 | \$77,377 | \$227,377 |
| Professor Teoh Swee Hin | \$39,870 | \$6,490 | \$46,360 | \$40,050 | \$7,738 | \$47,788 |
| Daniel Ow | \$39,870 | \$6,490 | \$46,360 | \$40,050 | \$7,738 | \$47,788 |
| Michael Keenan¹ | \$18,236 | - | \$18,236 | \$40,050 | \$93 | \$40,143 |
| Dr Yujing Lim² | - | - | - | \$216,020 ³ | \$19,574 | \$235,594 |

Notes:

1. Mr Michael Keenan was appointed as Non-Executive Director of the Company on 18 July 2023.
2. Dr Yujing Lim was appointed as Executive Director of the Company on 24 September 2024.
3. Being S\$190,545 converted to AUD at an exchange rate of 1SGD being equal to 1.1337 AUD.
4. Details of 2024 Remuneration are based on the Company's Preliminary Financial Report dated 28 February 2025 and have not yet been audited.
5. The Company has agreed, and Shareholders have agreed at a general meeting of the Company held on 23 December 2024, to cancel 740,004 existing director's Performance Rights and to issue a further 11,625,000 Performance Rights (**Agreed Director Performance Rights**), as set out in the Company Notice of Meetings dated 21 November 2024. The fair value of the Agreed Director Performance Rights agreed to be issued at the general meeting of the Company held on 23 December 2024 was estimated at that date using the Monte Carlo valuation methodology and key inputs have been summarised below:

| | Tranche A | Tranche B | Tranche C | Tranche D | Tranche E |
|--------------------------------|------------------|------------------|------------------|------------------|------------------|
| Grant date | 23 December 2024 | 23 December 2024 | 23 December 2024 | 23 December 2024 | 23 December 2024 |
| Share price at grant date (\$) | \$0.036 | \$0.036 | \$0.036 | \$0.036 | \$0.036 |
| VWAP hurdle (\$) | \$0.078 | \$0.116 | \$0.155 | \$0.194 | \$0.233 |

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| | Tranche A | Tranche B | Tranche C | Tranche D | Tranche E |
|--|-----------|-----------|-----------|-----------|-----------|
| Risk-free rate (%) | 4.076 | 4.076 | 4.076 | 4.076 | 4.076 |
| Volatility (%) | 70 | 70 | 70 | 70 | 70 |
| Fair value per Performance Right (\$) | \$0.0344 | \$0.0304 | \$0.0270 | \$0.0242 | \$0.0220 |

The value of the Agreed Director Performance Rights by recipient is as set out below:

| | Mark Leong (\$) | Teoh Swee Hin (\$) | Daniel Ow (\$) | Michael Keenan (\$) | Yujung Lim (\$) |
|------------------------------|--------------------|-----------------------|-------------------|------------------------|--------------------|
| Tranche A Performance Rights | \$38,727 | \$4,303 | \$4,303 | \$4,303 | \$28,400 |
| Tranche B Performance Rights | \$34,194 | \$3,799 | \$3,799 | \$3,799 | \$25,075 |
| Tranche C Performance Rights | \$30,323 | \$3,369 | \$3,369 | \$3,369 | \$22,237 |
| Tranche D Performance Rights | \$27,195 | \$3,022 | \$3,022 | \$3,022 | \$19,943 |
| Tranche E Performance Rights | \$24,716 | \$2,746 | \$2,746 | \$2,746 | \$18,125 |
| TOTAL | \$155,155 | \$17,239 | \$17,239 | \$17,239 | \$113,780 |

Please refer to the remuneration report, which is contained from pages 11 to 14 of the Company's latest Annual Report and the Company's Corporate Governance Statement for full details of the remuneration of the Company's executive and non-executive Directors. The Annual Report and Corporate Governance Statement were both lodged with ASX on 16 April 2024 and are available on the Company's announcements platform at the ASX website (www.asx.com.au ASX Code: OSX).

5.6 Interests of experts and advisers

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

- person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of
- this Prospectus;

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- (c) promoter of the Company; or
- (d) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

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

- (e) the formation or promotion of the Company;
- (f) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offer; or
- (g) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (h) the formation or promotion of the Company; or
- (i) the Offer.

Squire Patton Boggs has acted as the solicitors to the Company in relation to the Offer. The Company estimates it will pay Squire Patton Boggs \$10,000 (excluding GST and disbursements) for these services.

5.7 Consents

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

- (a) Squire Patton Boggs, in its capacity as solicitors to the Company, has given (and not before the date of this document withdrawn) its consent to be named in this document in the form and context in which it is named. Squire Patton Boggs has not:
 - (i) authorised or caused the issue of this Prospectus;
 - (ii) made, or purported to have made, any statement in this Prospectus or on which a statement in this Prospectus is based except as set out in this section; or
 - (iii) assumed the responsibility for any part of this Prospectus except as set out in this section and to the maximum extent permitted by law, expressly disclaims responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this section.
- (b) Atomic Pty Ltd has given its written consent to being named as the share registry to the Company in this Prospectus. Atomic Pty Ltd has not withdrawn its consent prior to the lodgement of this Prospectus with ASIC.

5.8 Expenses of the Offer

The total expenses of the Offer are estimated to be approximately \$15,000 (excluding GST) and are expected to comprise legal fees and other administrative expenses, including ASIC and ASX fees. The estimated expenses will be paid out of the Company's existing working capital

5.9 Privacy

The Application Form accompanying this Prospectus requires you to provide information that may be personal information for the purposes of the Privacy Act 1988 (Cth) (as amended). The Company (and its Share Registry on behalf of the Company) may collect, hold and use that personal information in order to assess your Application, service your needs as a Shareholder and provide facilities and services that you request and to administer the Company.

Access to information may also be provided to the Company's agents and service providers on the basis that they deal with such information in accordance with the Company's privacy policy.

If you do not provide the information requested of you in the Application Form, the Company's Share Registry may not be able to process your Application or administer your holding of Shares appropriately. Under the Privacy Act 1988 (Cth) (as amended), you may request access to your personal information held by (or on behalf of) the Company. You can request access to your personal information by telephoning or writing to the Company to the attention of the Privacy Officer.

6 DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

Dated: 28 March 2025



Mark Leong
Executive Chairman
For and on behalf of Osteopore Limited

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7 GLOSSARY

\$ means the lawful currency of the Commonwealth of Australia.

Advance Opportunities has the meaning as given in Section 1.2 of this Prospectus.

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

Application means an application for Convertible Notes made on an Application Form.

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

ASIC means the Australian Securities and Investments Commission.

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

ASX Listing Rules means the listing rules of the ASX.

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

Board means the board of Directors unless the context indicates otherwise.

Closing Date means the date specified in the timetable set out in Section 1.1 of this Prospectus (unless varied).

Company means Osteopore Limited (ACN 630 538 957).

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

Convertible Note has the meaning as given in Section 1.2 of this Prospectus.

Conversion Downside Price has the meaning as given in Section 3.1 of this Prospectus.

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

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

Exposure Period means the period of 7 days after the date of lodgement of this Prospectus, which period may be extended by the ASIC by not more than 7 days pursuant to section 727(3) of the Corporations Act.

Group means the Company and its Subsidiaries.

Maturity Date has the meaning as set out in Section 3.1 of this Prospectus.

Net Worth means at any time, as stated in the accounts, the consolidated net asset value of the Company (and, for this purpose, "accounts" means audited consolidated accounts of the Company for the year ended 31 December 2023 and thereafter the most recent unaudited interim accounts of the Company as announced to ASX);

Noteholder has the meaning as given in Section 1.2 of this Prospectus.

Offer means the offer of Convertible Notes referred to in Section 1.2 of this Prospectus.

Official Quotation means official quotation on ASX.

Opening Date means the date specified in the timetable set out in Section 1.1 of this Prospectus

(unless varied).

Option means an option to acquire a Share.

Performance Right means a right to acquire a Share, subject to satisfaction of any vesting conditions, and the corresponding obligation of the Company to provide the Share.

Prospectus means this prospectus.

Section means a section of this Prospectus.

Securities means Shares and/or Convertible Notes as the context requires.

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

Shareholder means a holder of a Share.

Subscription Agreement has the meaning as given in Section 1.2 of this Prospectus.

Subsidiary means a company more than 50% of the outstanding voting stock of which is now or hereafter owned by the Company, by one or more other Subsidiaries or by the Company and one or more other Subsidiaries (and, for this purpose, "voting stock" means stock or shares having voting power for the election of directors, managers or trustees of such company, other than stock or shares having such power by reason of the happening of a contingency).

VWAP means volume weighted average price.

Guide to the Osteopore Limited Application Form

This Application Form relates to the issue of Convertible Notes in Osteopore Limited at \$50,000.00 per Convertible Note.

Please complete all relevant sections of this Application Form using BLOCK LETTERS. The instructions below are cross-referenced to each section of this Application Form. Further particulars and the correct forms of registrable titles to use on this Application Form are outlined below.

- A** Insert the number of Convertible Notes you wish to apply for.
- B** Insert the relevant amount of Application monies. To calculate your Application monies, multiply the number of Convertible Notes applied for by the sum of A\$50,000.00.
- C** Write the full name you wish to appear on the statement of securityholdings. This must be either your own name or the name of a company. Up to three Joint Applicants may register. You should refer to the table below for the correct forms of registrable title. Applicants using the wrong form of title may be rejected.
- D** Enter your Tax File Number (TFN) or exemption category. Where applicable, please enter the TFN for each Joint Applicant. Collection of TFNs is authorised by taxation laws. Quotation of your TFN is not compulsory and will not affect your Application.
- E** Please enter your postal address for all correspondence. All communications to you from the Share Registry will be mailed to the person(s) and address as shown. For Joint Applicants, only one address can be entered.
- F** Please enter your telephone number(s), area code, email address and contact name in case we need to contact you in relation to your Application.
- G** The Applicant(s) declare(s) that all details and statements made are complete and accurate. It is not necessary to sign this Application Form.

Correct form of Registrable Title

Note that only legal entities are allowed to hold Securities. Applications must be in the name(s) of a natural person(s), companies or other legal entities acceptable to the Company. At least one full given name and the surname are required for each natural person. The name of the beneficiary or any other non-registrable title may be included by way of an account designation if completed exactly as described in the example of correct forms of registrable title below:

| Type of investor | Correct form of Registrable Title | Incorrect form of Registrable Title |
|--|--|-------------------------------------|
| Individual Use names in full, no initials | Mr John Alfred Smith | JA Smith |
| Minor (a person under the age of 18) Use the name of a responsible adult, do not use the name of a minor | John Alfred Smith <Peter Smith> | Peter Smith |
| Company Use company title, not abbreviations | ABC Pty Ltd | ABC P/L ABC Co |
| Trusts Use trustee(s) name(s), do not use the name of the trust | Mrs Sue Smith <Sue Smith Family A/C> | Sue Smith Family Trust |
| Deceased Estates Use executor(s) personal name(s), do not use the name of the deceased | Ms Jane Smith <Est John Smith A/C> | Estate of late John Smith |
| Partnerships Use partners' personal names, do not use the name of the partnership | Mr John Smith and Mr Michael Smith <John Smith and Son A/C> | John Smith and Son |

Lodgement of Applications

Return your completed Application Form to: jack.rosagro@atomicgroup.com.au