

**CANN**  
GROUP LIMITED

# PROSPECTUS

CANN GROUP LIMITED  
ACN 603 949 739

## PROSPECTUS

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### **SPP Options Offer**

For the offer to SPP Participants to apply for one (1) Attaching Option for nil consideration, for everyone (1) Share issued under the SPP Offer.

### **Placement Options Offer**

For a separate offer to Placement Participants to apply for one (1) Attaching Option for nil consideration, for every one (1) Share issued under the Placement.

### **SPP Shortfall Options Offer**

For a separate offer to the SPP Shortfall Participants to apply for 15,000,000 Attaching Options.

### **Lead Manager Options Offer**

For a separate offer to the Lead Manager to apply for 29,723,666 Lead Manager Options.

### **Lender Options Offer**

For a separate offer to the Lender to apply for 63,439,600 Lender Options.

### **Piggyback Options Offer**

For a separate offer to Eligible Optionholders of one (1) Piggyback Option for every 1 Attaching Option validly exercised on or before the Attaching Option.

The SPP Options Offer, Placement Options Offer, SPP Shortfall Options Offer, Lead Manager Options Offer, Lender Options Offer and Piggyback Options Offer collectively are referred to as the Offers.

The Offers are conditional on the Company obtaining shareholder approval under ASX Listing Rule 7.1.

As the Attaching Options under the SPP Options Offer, the SPP Shortfall Options Offer, and Placement Options Offer are conditional on the Company obtaining shareholder approval under ASX Listing Rule 7.1, the Company will not issue the corresponding Piggyback Options for any underlying Attaching Options that are not issued.

This is a transaction-specific prospectus issued in accordance with section 713 of the *Corporations Act 2001* (Cth).

**THIS IS AN IMPORTANT DOCUMENT WHICH REQUIRES YOUR IMMEDIATE ATTENTION AND SHOULD BE READ IN ITS ENTIRETY. IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR STOCKBROKER, ACCOUNTANT, SOLICITOR, OR OTHER PROFESSIONAL ADVISOR.**

**AN INVESTMENT IN THE SECURITIES OFFERED BY THIS PROSPECTUS SHOULD BE CONSIDERED HIGHLY SPECULATIVE IN NATURE.**

**THIS PROSPECTUS IS NOT FOR RELEASE TO US WIRE SERVICES NOR FOR DISTRIBUTION IN THE UNITED STATES.**



# IMPORTANT INFORMATION

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## General

This Prospectus is dated 22 December 2025 and was lodged with ASIC on the same date.

Neither ASIC, ASX nor their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Attaching Options, Lead Manager Options, Lender Options or Piggyback Options (together, **Offer Securities**) will be issued on the basis of this Prospectus any later than 13 months after the Prospectus Date (being the expiry date of this Prospectus).

The Company will apply for Official Quotation of the Attaching Options and Piggyback Options (quotation of Piggyback Options are subject to the issue of the Piggyback Options). However, Official Quotation of the Attaching Options and Piggyback Options is dependent on the satisfaction of among other things, ASX Listing Rule 2.5, condition 6 (**Quotation Condition**), which requires that in relation to the Attaching Options and Piggyback Options separately, there are at least 100,000 securities in each class on issue and at least 50 holders of a marketable parcel of each class of securities (excluding restricted securities).

As at the date of this Prospectus, the Company cannot guarantee that the Quotation Condition will be satisfied. If the Quotation Condition is not satisfied, the relevant Attaching Options and Piggyback Options will continue to be issued but will not be quoted on the ASX. The fact that ASX may quote the Attaching Options and Piggyback Options offered under this Prospectus is not to be taken in any way as an indication of the merits of the investment to which this Prospectus relates.

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Offer Securities under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (TMD) as set out on the Company's website ([www.canngrouplimited.com](http://www.canngrouplimited.com)), or otherwise to persons to whom a target market determination is not required. By making an application under the Offers, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

A copy of this Prospectus is available electronically at [www.canngrouplimited.com](http://www.canngrouplimited.com).

No person or entity is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not contained in this Prospectus should not be relied on as having been made or authorised by the Company or the Directors in connection with the Offer.

## Obtaining a Prospectus

This Prospectus will be issued as an electronic Prospectus. An electronic copy of this Prospectus can be downloaded from [www.canngrouplimited.com](http://www.canngrouplimited.com) and/or [www.asx.com.au](http://www.asx.com.au), and complies with the conditions detailed at paragraph 107.21 of ASIC Regulatory Guide 107.

In accessing the electronic version of this Prospectus, you should ensure that you download and read the entire Prospectus.

If you are accessing the electronic version of this Prospectus for the purposes 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 on to 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 prior to the Offer Closing

Date (as set out in Section 3 of this Prospectus) by calling the Share Registry, from 8.30am to 5.30pm, Monday to Friday, on +61 1300 554 474. This Prospectus is also available electronically at [www.canngrouplimited.com](http://www.canngrouplimited.com) but without the application form.

### Acceptance Method

All eligible participants in the Offers will be deemed to have applied for their relevant allocations of the Offer Securities and will not need to submit a separate application form unless those participants wish to opt out of the Offer.

Participants that wish to opt-out of the Offers can do so by sending requests to the Share Registry via email at [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com) or by contacting the Share Registry from 8.30am to 5.30pm, Monday to Friday, on +61 1300 554 474.

By Applying for Offer Securities, the Participant accepts the terms of the Offer detailed in this Prospectus.

### Transaction Specific Prospectus

This Prospectus is a transaction specific prospectus for an offer of continuously quoted securities and has been prepared in accordance with section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers that potential investors may consult.

### Overseas Applicants

This Prospectus contains:

- (a) an offer under the SPP Options Offer to SPP Participants in Australia and New Zealand;
- (b) a separate offer under the Placement Options Offer to Placement Participants in Australia, New Zealand, Hong Kong and Singapore;
- (c) a separate offer under the SPP Shortfall Options Offer to the SPP Shortfall Participants;
- (d) a separate offer under the Lead Manager Options Offer to the Lead Manager in Australia;
- (e) a separate offer under the Lender Options Offer to the Lender in Australia; and
- (f) a separate offer under the Piggyback Options Offer to the holders of the Attaching Options and SPP Shortfall Options in Australia, New Zealand, Hong Kong and Singapore (as the case may be).

This Prospectus does not, and is not intended to, constitute an offer of securities in any place or jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or to issue this Prospectus.

No action has been taken to permit the offer under this Prospectus in any jurisdiction other than Australia or New Zealand. The distribution of this Prospectus in jurisdictions outside Australia or New Zealand 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 Offer Securities in any jurisdiction where, or to any person to whom, it would be unlawful to issue in this Prospectus. In particular, the Offer Securities may not be offered or sold, directly or indirectly, to persons in the United States. The Offer 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.

The distribution of this Prospectus in jurisdictions outside the above jurisdictions is restricted by law and persons outside of those jurisdictions should observe such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws.

Nominees and custodians may not distribute this Prospectus and may not permit any beneficial shareholder to participate in the Offer, in any country outside Australia or New Zealand except where the Company has determined it is lawful and practical to make the Offer and has provided its written consent.

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

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (New Zealand) (the “FMC Act”).

The Offer Securities are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

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

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

### **Information for Hong Kong investors**

**WARNING:** This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the “SFO”). Accordingly, this document may not be distributed, and the Offer Securities may not be offered or sold, in Hong Kong other than to “professional investors” (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Offer Securities has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Offer Securities that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Offer Securities may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

### **Information for Singapore investors**

This document and any other materials relating to the Offer Securities have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore.

Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Offer Securities, may not be issued, circulated or distributed, nor may the Offer Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This document has been given to you on the basis that you are an "institutional investor" or an "accredited investor" (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Offer Securities being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire Offer Securities. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

### **Continuously Quoted Securities**

In preparing this Prospectus, regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and their professional advisers. This Prospectus is issued pursuant to section 713 of the Corporations Act. 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 information which would be included in a prospectus for an initial public offering.

### **Exposure Period**

The Corporations Act prohibits the Company from processing Applications in the 7 day period after the date of lodgement of the Prospectus with ASIC (**Exposure Period**). The Exposure Period may be extended by ASIC by up to a further 7 days. Applications received during the Exposure Period will not be processed until after the expiry of that period. No preference will be conferred on Applications received during the Exposure Period.

### **Speculative Investment**

An investment in the Offer Securities offered under this Prospectus should be considered highly speculative. Refer to Section 6 for details of the key risks applicable to an investment in the Company.

Prospective shareholders should read this Prospectus in its entirety in order to make an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of the Company and the rights and liabilities attaching to the Offer Securities before deciding to invest in the Company.

This Prospectus does not take into account the investment objectives, financial or taxation or particular needs of any prospective shareholder. Before making any investment in the Company, each prospective shareholder should consider whether such an investment is appropriate to his/her particular needs, their individual risk profile for speculative investments, investment objectives and individual financial circumstances, and should consult their stockbroker, solicitor, accountant or other professional adviser.

There is no guarantee that the Offer Securities will make a return on the capital invested, that dividends will be paid on the Offer Securities or that there will be an increase in the value of the Offer Securities in the future.

### **Forward-looking Statements**

This Prospectus contains forward-looking statements which may be identified by words such as 'believes', 'estimates', 'expects', 'intends', 'may', 'will', 'would', 'could', or 'should' 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 Prospectus Date, 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 management of the Company. Key risks associated with an investment in the Company are detailed in Section 6. These and other factors could cause actual results to differ materially from those expressed in any 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.

The Company cannot and does not give assurances that the results, performance or achievements expressed or implied in 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 pro forma financial information provided in this Prospectus is for illustrative purposes only and is not represented as being indicative of the Company's view on its future financial condition and/or performance.

#### **Website**

No document or information included on the Company's website is incorporated by reference into this Prospectus unless specifically referenced.

#### **Data**

Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

#### **Currency**

All financial amounts contained in this Prospectus are expressed as Australian dollars unless otherwise stated.

#### **Rounding**

Any discrepancies between totals and sums and components in tables contained in this Prospectus are due to rounding.

#### **Time**

All references to time in this Prospectus are references to Melbourne time, unless otherwise stated.

#### **Glossary**

Defined terms and abbreviations used in this Prospectus are detailed in the glossary of terms in Section 9.

#### **Enquiries**

Any questions in relation to this Prospectus should be directed to the Cann Group's Company Secretary, Mr Steven Notaro on 03 9095 7088 (local call cost) or +61 3 9095 7088 (outside Australia) between the hours of 8:00am and 5:00pm Monday to Friday until the Closing Date.

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# CORPORATE DIRECTORY

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## Directors

Mike Ryan	Non-executive Chairman
Douglas Rathbone, AM	Non-executive Director
Peter Kopanidis	Non-executive Director
Jennifer Pilcher	CEO & Managing Director

## Company Secretary

Steven Notaro	Company Secretary
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## Registered Office

23 Greentek Court  
Koorlong, Victoria 3501

Tel: 03 9095 7088  
Email: [contact@canngrouplimited.com](mailto:contact@canngrouplimited.com)  
Website: [www.canngrouplimited.com.au](http://www.canngrouplimited.com.au)

## Share Registry<sup>#</sup>

### MUFG Corporate Markets

A division of MUFG Pension & Market Services  
Locked Bag A14  
Sydney South NSW 1235  
Phone: +61 1300 554 474  
Email: [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com)

## ASX Listing

The Company is listed on the ASX with the ticker code: CAN

<sup>#</sup> MUFG Corporate Markets (AU) Limited is 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.



## TABLE OF CONTENTS

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1.	Key Offer Information.....	10
2.	Indicative Timetable.....	14
3.	Details of the Offers .....	15
4.	Purpose and effect of the Offer .....	19
5.	Rights and liabilities attaching to Offer Securities .....	24
6.	Risks .....	36
7.	Additional information .....	41
8.	Authorisation .....	46
9.	Glossary .....	47

# 1. Key Offer Information

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The below information is a selective overview of the Offers only. Participants should read the Prospectus in full before deciding to invest in Offer Securities.

## 1.1 What is the SPP Options Offer?

The Prospectus invites SPP Participants to apply for a total of up to 250,000,000 Attaching Options, on the basis of one (1) Attaching Option for nil consideration, for every one (1) SPP Share issued under the SPP Offer (**SPP Options Offer**).

The full terms of the Attaching Options are set out in Section 5.1 of this Prospectus.

The issue of Attaching Options under the SPP Options Offer is conditional on the Company obtaining Shareholder approval at an extraordinary general meeting of the Company to be convened on 23 December 2025 (**Meeting**) for the purposes of ASX Listing Rule 7.1.

## 1.2 How do I apply for the SPP Options Offer?

Eligible participants in the SPP Options Offer will be deemed to have applied for their relevant allocation of Attaching Options and will not need to submit a separate application form unless those participants wish to opt out of the SPP Options Offer.

Participants that wish to opt-out of the SPP Options Offer can do so by sending requests to the Share Registry via email at [support@cm.mpms.mufig.com](mailto:support@cm.mpms.mufig.com) or by contacting the Share Registry from 8.30am to 5.30pm, Monday to Friday, on +61 1300 554 474.

## 1.3 Do SPP Participants have to participate in the SPP Options Offer?

No, participation in the SPP Options Offer by SPP Participants is entirely voluntary.

If you do not wish to participate in the SPP Options Offer, please contact the Share Registry via email at [support@cm.mpms.mufig.com](mailto:support@cm.mpms.mufig.com) or by contacting the Share Registry from 8.30am to 5.30pm, Monday to Friday, on +61 1300 554 474.

However, you may only apply for one (1) Attaching Option for every one (1) SPP Share issued to you under the SPP Offer.

## 1.4 Can entitlements under the SPP Options Offer be transferred to a third party?

No, the offer to participate under the SPP Options Offer cannot be transferred.

## 1.5 What is the Placement Options Offer?

As announced on 27 October 2025, the Company completed the Placement to raise \$6.5 million by the proposed issue of 565,217,391 Shares via two tranches (120,395,238 Shares on 30 October 2025, and 444,822,153 Shares) which are subject to shareholder approval at the Company's annual general meeting to be held on or around Friday, 28 November 2025) to Placement Participants.

The Placement Options Offer is an offer to Placement Participants of 565,217,391 Attaching Options to receive Attaching Options on the same terms as the SPP Options Offer. That is, Placement Participants are being offered one (1) Attaching Option for nil consideration for every one (1) Share issued under the Placement.

The issue of Attaching Options offered under the Placement Options Offer is conditional on the Company obtaining Shareholder approval at the Meeting for the purposes of ASX Listing Rule 7.1.

## **1.6 What is the SPP Shortfall Options Offer?**

The SPP Shortfall Options Offer contained in this Prospectus is an offer of 15,000,000 Attaching Options to SPP Shortfall Participants or their nominees, on the basis of approximately 6 (six) Attaching Options for every \$1.00 of shortfall commitment provided by the SPP Shortfall Participant under the SPP Offer.

The issue of Attaching Options offered under the SPP Shortfall Options Offer is conditional on the Company obtaining Shareholder approval at the Meeting for the purposes of ASX Listing Rule 7.1.

## **1.7 What are the Attaching Options and what is my entitlement to them?**

The Attaching Options are being offered for nil consideration:

- (a) in respect of the SPP Options Offer, to SPP Participants on the basis of one (1) Attaching Option for every one (1) SPP Share issued under the SPP Offer;
- (b) in respect of the Placement Options Offer, to Placement Participants on the basis of one (1) Attaching Option for every Placement Share issued under the Placement; and
- (c) in respect of the SPP Shortfall Options Offer, to SPP Shortfall Participants on the basis of six (6) Attaching Options for \$1.00 of shortfall commitment provided by the SPP Shortfall Participant under the SPP Offer.

Each Attaching Option is exercisable at 1.15 cents and expires on 15 June 2026.

Each Attaching Option gives the holder the right to be issued one (1) Share and one (1) Piggyback Option under the valid exercise of the Attaching Option. The terms of the Attaching Options being offered under the Offers are set out at Section 5.1 of this Prospectus.

## **1.8 What is the Lead Manager Options Offer?**

The Lead Manager Options Offer contained in this Prospectus is an offer of 29,723,666 Lead Manager Options to the Lead Manager to satisfy the Company's obligations owing to the Lead Manager in connection with the Placement. The Company will not receive funds from the issue of the Lead Manager Options, except to the extent they are exercised by the Lead Manager.

The issue of Lead Manager Options offered under the Lead Manager Options Offer is conditional on the Company obtaining Shareholder approval at the Meeting for the purposes of Listing Rule 7.1.

## **1.9 What are the Lead Manager Options and what is my entitlement to them?**

29,723,666 Lead Manager Options are being offered to the Lead Manager to satisfy the Company's obligations owing to the Lead Manager in connection with the Placement.

Each Lead Manager Option is an option to acquire one (1) Share and has an exercise price of 2.30 cents and an expiry date which is 2 years after the date of issue of the Lead Manager Options.

The terms of the Lead Manager Options being offered under the Lead Manager Options Offer are set out in Section 5.2 of this Prospectus.

## **1.10 What is the Lender Options Offer?**

The Lender Options Offer contained in this Prospectus is an offer of 63,439,600 Lender Options to the Lender to satisfy the Company's obligations owing to the Lender in connection with the New Loan. The Company will not receive any funds from the issue of Lender Options, except to the extent they are exercised.

Each Lender Option is an option to acquire one (1) Share and has an exercise price of 1.46 cents and an expiry date which is 2 years after the date of issue of the Lender Options.

The issue of Lender Options offered under the Lender Options Offer is conditional on the Company obtaining Shareholder approval at the Company's AGM for the purposes of Listing Rule 7.1.

**1.11 What are the Lender Options and what is my entitlement to them?**

63,439,600 Lender Options are being offered to the Lender to satisfy the Company's obligations owing to the Lender in connection with the New Loan.

Each Lender Option is an option to acquire one (1) Share and has an exercise price of 1.46 cents and an expiry date which is 2 years after the date of issue of the Lender Options.

The terms of the Lender Options being offered under the Lender Options Offer are set out in Section 5.3 of this Prospectus.

**1.12 What is the Piggyback Options Offer and what is my entitlement to the Piggyback Options?**

The Piggyback Options Offer is an offer of Piggyback Options to holders of Attaching Options, whereby each holder of an Attaching Option will be entitled to receive one (1) Piggyback Option for nil consideration for every one (1) Attaching Option exercised.

Each Piggyback Option is exercisable at 2.85 cents and expires on 15 June 2028.

The terms of the Piggyback Options being offered are set out at Section 5.2 of this Prospectus.

For the avoidance of doubt, the holders of Lead Manager Options and Lender Options are not entitled to the Piggyback Options.

**1.13 Are the Offers conditional?**

The issue of Attaching Options under the SPP Options Offer, Placement Options Offer, and SPP Shortfall Options Offer, including the associated offer of Piggyback Options offered under the Piggyback Options Offer, and the issue of Lead Manager Options under the Lead Manager Options Offer is conditional on Shareholder approval at the Meeting. The Meeting is to be held on Tuesday, 23 December 2025.

Further details on the Meeting can be found in the Notice of Meeting lodged with ASX on Friday, 21 November 2025.

The issue of Lender Options under the Lender Options Offer were approved by shareholders at the Company's AGM held on Friday, 28 November 2025.

In the event that the SPP Options Offer, the Placement Options Offer, SPP Shortfall Options Offer, the associated issue of relevant Piggyback Options, Lead Manager Options Offer, and Lender Options are not approved by Shareholders at the Meeting or AGM (in respect of the Lender Options Offer):

- (a) the SPP Participants will not receive the Attaching Options under this Prospectus;
- (b) the Placement Participants will not receive Attaching Options under this Prospectus;
- (c) the SPP Shortfall Participants will not receive Attaching Options under this Prospectus;
- (d) no Piggyback Options will be issued to SPP Participants, Placement Participants, and SPP Shortfall Participants given no Attaching Options will be issued to SPP Participants and Placement Participants;

- For personal use only
- (e) the Lead Manager will not receive the Lead Manager Options under this Prospectus;  
and
  - (f) the Lender will not receive the Lender Options under this Prospectus.

**1.14 Will the Offer Securities be quoted on ASX?**

The Company will apply for Official Quotation of the Attaching Options and Piggyback Options in accordance with the ASX Listing Rules. However, Official Quotation of the Attaching Options and Piggyback Options is dependent on the satisfaction of, among other things, the Quotation Condition. As at the date of this Prospectus, the Company cannot guarantee that the Quotation Condition will be satisfied. If the Quotation Condition is not satisfied, any Attaching Options and Piggyback Options to be issued will continue to be issued but will not be quoted on the ASX.

**1.15 Where can I get more information on the Offers?**

If you have questions in relation to how to participate in the Offers, please contact the Company Secretary, Mr Steven Notaro on 03 9095 7088 (local call cost) or +61 3 9095 7088 (outside Australia) between the hours of 8:00am and 5:00pm Monday to Friday until the Closing Date. If you have any questions in relation to whether an investment in the Company through the Offers is appropriate for you, please contact your stockbroker, accountant or other professional adviser.



## 2. Indicative Timetable

The indicative dates in respect of the Offers are as follows.

Event	Date
Lodgement of Prospectus with ASIC and ASX	Monday, 22 December 2025
Dispatch of Prospectus	Monday, 22 December 2025
Opening Date for the Offers	Monday, 22 December 2025
Closing Date for the Offers	Monday, 22 December 2025 (5.00pm AEDT)
Extraordinary General Meeting	Tuesday, 23 December 2025
Issue of Attaching Options, Piggyback Options, Lender Options and Lead Manager Options	Wednesday, 24 December 2025

The above timetable is indicative only and subject to change. Subject to compliance with all applicable laws, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice.

### 3. Details of the Offers

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#### 3.1 The Offers

The Offers comprise the:

- (a) the SPP Options Offer to SPP Participants;
- (b) the Placement Options Offer to Placement Participants;
- (c) the SPP Shortfall Options Offer to the SPP Shortfall Participants;
- (d) the Lead Manager Options Offer to the Lead Manager;
- (e) the Lender Options Offer to the Lender; and
- (f) the Piggyback Options Offer to the Eligible Optionholders.

Further information regarding the Offers are set out in Sections 3.2 to 3.7 of this Prospectus below.

The rights and liabilities attaching to the Offer Securities are summarised in Section 5 of this Prospectus.

The purpose of the Offers and the intended use of funds raised are set out in Section 4 of this Prospectus.

#### 3.2 SPP Options Offer

As announced by the Company on Thursday, 20 November 2025, the Company completed the SPP Offer on Monday, 17 November and will issue 250,000,000 SPP Shares to SPP Participants (across the SPP Offer and shortfall) at an offer price of 1 cent per Share on Monday, 24 November 2025. Further details of the SPP Offer are set out in SPP Offer Booklet released by the Company dated Thursday, 30 November 2025, which is available on the Company's ASX announcements platform (ASX:CAN).

By this Prospectus, the Company is making the SPP Options Offer to SPP Participants to apply for Attaching Options on the basis of one (1) Attaching Option for nil consideration for every one (1) SPP Share issued under the SPP Offer.

The issue of Attaching Options offered under the SPP Options Offer is conditional on the Company obtaining Shareholder approval under ASX Listing Rule 7.1 at the Meeting.

All Shares issued on exercise of the Attaching Options will rank equally with the Shares on issue at the date of this Prospectus.

#### 3.3 Placement Options Offer

As announced on 27 October 2025, the Company completed the Placement to raise \$6.5 million by the proposed issue of 565,217,391 Shares via two tranches (120,395,238 Shares on 30 October 2025, and 444,822,153 Shares which is subject to shareholder approval at the Company's annual general meeting to be held on or around Friday, 28 November 2025) to Placement Participants at an offer price of 1.15 cents per Share.

By this Prospectus, the Company is making the Placement Options Offer, by invitation only, to the Placement Participants to apply for Attaching Options for nil consideration on the basis of one (1) Attaching Option for every one (1) Share issued under the Placement. The Placement Options Offer is not open to the general public. Eligible participants in the Placement Options Offer will be deemed to have applied for their relevant allocation of

Attaching Options and will not need to submit a separate application form unless those participants wish to opt out of the Placement Options Offer.

Participants that wish to opt-out of the Placement Options Offer can do so by sending requests to the Share Registry via email at [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com) or by contacting the Share Registry from 8.30am to 5.30pm, Monday to Friday, on +61 1300 554 474.

The issue of Attaching Options offered under the Placement Options Offer is conditional on the Company obtaining Shareholder approval under ASX Listing Rule 7.1 at the Meeting.

All Shares issued on exercise of the Attaching Options will rank equally with the Shares on issue at the date of this Prospectus.

### **3.4 SPP Shortfall Options Offer**

The SPP Shortfall Options Offer is an exclusive offer, by invitation only, of 15,000,000 Attaching Options to the SPP Shortfall Participants (and/or their nominees) on the basis of approximately 6 (six) Attaching Options for every \$1.00 of shortfall commitment by the SPP Shortfall Participants under the SPP Offer.

The SPP Shortfall Options Offer will only be made available to the SPP Shortfall Participants (and/or their nominees) and will be deemed to have applied for their relevant allocation of Attaching Options and will not need to submit a separate application form.

The issue of Attaching Options offered under the SPP Shortfall Options Offer is conditional on the Company obtaining Shareholder approval under ASX Listing Rule 7.1 at the Meeting.

All Shares issued on exercise of the Attaching Options will rank equally with the Shares on issue at the date of this Prospectus.

### **3.5 Lead Manager Options Offer**

The Lead Manager Options Offer is an exclusive offer, by invitation only, of 29,723,666 Lead Manager Options to the Lead Manager to satisfy the Company's obligations owing to the Lead Manager in connection with the Placement.

The Lead Manager Options Offer will only be made available to the Lead Manager and will be deemed to have applied for their relevant allocation of Lead Manager Options and will not need to submit a separate application form.

The issue of Lead Manager Options offered under the Lead Manager Options Offer is conditional on the Company obtaining Shareholder approval under ASX Listing Rule 7.1 at the Meeting.

All Shares issued on exercise of the Lead Manager Options will rank equally with the Shares on issue at the date of this Prospectus.

### **3.6 Lender Options Offer**

The Lender Options Offer is an exclusive offer, by invitation only, of 63,439,600 Lender Options to the Lender to satisfy the Company's obligations owing to the Lender in connection with the New Loan.

The Lender Options Offer will only be made available to the Lender and will be deemed to have applied for their relevant allocation of Lender Options and will not need to submit a separate application form.

The issue of Lender Options offered under the Lender Options Offer was conditional on the Company obtaining Shareholder approval under ASX Listing Rule 7.1 at the Company's AGM, which was obtained.

All Shares issued on exercise of the Lender Options will rank equally with the Shares on issue at the date of this Prospectus.

### **3.7 Piggyback Options Offer**

The Piggyback Options Offer is an offer to Eligible Optionholders of one (1) Piggyback Option for every one (1) Attaching Option exercised. Each Piggyback Option is exercisable at 2.85 cents and expires on 15 June 2028.

Each Piggyback Option entitles the Eligible Optionholder to one (1) new Share on exercise of the Piggyback Option on or before the Piggyback Option Expiry Date. The Piggyback Options are contingent on the exercise of the Attaching Options.

Only Eligible Optionholders will be entitled to participate in the Piggyback Options Offer. As Attaching Options offered under the SPP Options Offer and Placement Options Offer are conditional on the Company obtaining shareholder approval under ASX Listing Rule 7.1 at the Meeting, the Company will not issue the corresponding Piggyback Options for any underlying Attaching Options that are not issued.

The Piggyback Options will be issued on the terms and conditions set out in Section 5.2 of this Prospectus.

Any Shares issued upon the future exercise of Piggyback Options (if any) will rank equally with the Shares on issue at the date of issue. The purpose of the Piggyback Options Offer and the intended use of funds raised from the exercise price payable on the Piggyback Options are set out in Section 4 of this Prospectus.

As the Piggyback Options Offer involves the issue of Piggyback Options to Eligible Optionholders (who will submit exercise notices), Eligible Participant will not be required to submit additional application forms to receive Piggyback Options.

### **3.8 How to apply for Attaching Options, Lead Manager Options, and Lender Options**

If you are eligible to subscribe for Attaching Options, Lead Manager Options, and Lender Options pursuant to the Placement Options Offer, the SPP Options Offer, the SPP Shortfall Options Offer, the Lead Manager Options Offer or the Lender Options Offer and wish to subscribe, Eligible participants will be deemed to have applied for their relevant allocation of Offer Securities and will not need to submit a separate application form unless those participants wish to opt out of the Offers.

Participants that wish to opt-out of the Offers can do so by sending requests to the Share Registry via email at [support@cm.mpms.mufg.com](mailto:support@cm.mpms.mufg.com) or by contacting the Share Registry from 8.30am to 5.30pm, Monday to Friday, on +61 1300 554 474. No notice of acceptance of an Application will be provided.

### **3.9 How to apply for Piggyback Options**

As noted in Section 3.5 of this Prospectus, no application form is required and subject to the valid exercise of Attaching Options (including the payment of the exercise price and submission of an exercise notice), the Piggyback Options will be issued in accordance with the ASX Listing Rules and the timetable set out in Section 2 of this Prospectus.

### **3.10 Company's discretion with regard to Applications**

The Company may accept or reject any Application, including where the Company reasonably believes that you are not eligible to participate in the Offers (subject to compliance with any applicable ASIC or ASX requirements).

### **3.11 No transaction costs**

Successful applicants who participate in the Offers will not pay any brokerage, commissions or other transaction costs in respect of the issue and allotment of the Offer Securities. Eligible Optionholders will only be entitled to receive Piggyback Options upon the valid exercise of Attaching Options, which requires Eligible Optionholders to pay the exercise price applicable to the Attaching Options of 1.15 cents.

### **3.12 Timetable**

Subject to qualifications set out therein, an Indicative Timetable of indicative dates for the key events relating to the Offers is set out in Section 2 of this Prospectus.

The Company may, at its discretion, vary any of the dates in the Indicative Timetable or in these terms and conditions in accordance with the Corporations Act and ASX Listing Rules.

### **3.13 ASX quotation**

The Company will apply for Official Quotation of the Attaching Options and Piggyback Options in accordance with the ASX Listing Rules. However, Official Quotation of the Attaching Options and Piggyback Options is dependent on the satisfaction of, among other things, the Quotation Condition. As at the date of this Prospectus, the Company cannot guarantee that the Quotation Condition will be satisfied. If the Quotation Condition is not satisfied, any Attaching Options and Piggyback Options to be issued will continue to be issued but will not be quoted on the ASX.

### **3.14 Allotment and holding statements**

The Company anticipates issuing the Offer Securities successfully subscribed for under the Offers in accordance with the Indicative Timetable set out in Section 2 of this Prospectus.

Holding statements for Options issued under the Offers will be mailed as soon as reasonably practicable after the Offer Securities are issued.

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

The Company will not be issuing Option certificates. The Company is a participant 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. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Instead of Option certificates, investors will be provided with a holding statement that sets out the number of Offer Securities allotted to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number.

### **3.16 Dispute resolution**

The Company may settle in any manner it thinks fit, any difficulties, anomalies or disputes that may arise in connection with or by reason of the operation of the Offers, whether generally or in relation to any participant or application. Any determinations by the Company will be conclusive and binding on all persons eligible to participate in the Offers and other persons to whom the determination relates. The Company's rights may be exercised by its Board or any delegate of the Board.

### **3.17 Variation, suspension and termination**

The Company may at its discretion and at any time:

- (a) vary, suspend or terminate the Offers (or any part of it). If the Company does this, it will make an announcement to the ASX (in addition to any other requirements under the Corporations Act). Failure to notify Shareholders of variations to or the suspension



or termination of the Offers (or any part of it) will not invalidate the variation, suspension or termination; or

- (b) to the extent permitted by law, waive compliance with any provision of the Offers or these terms and conditions.

The Company reserves the right to issue no Offer Securities under the Offers or fewer Offer Securities under the Offers than applied for at its complete discretion, including if the Company believes the issue of those Offer Securities would contravene ASIC requirements or policy, any law or any ASX Listing Rule.

### **3.18 Further taxation implications**

Applicants should be aware that there may be taxation implications in participating in the Offers and subscribing for Offer Securities. The taxation consequences of participating in the Offers or acquiring Offer Securities may vary depending upon the individual circumstances of each Applicant. Before making a decision on whether or not to participate in this Offers, Applicants should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances.

### **3.19 Enquiries**

Any questions concerning the Offers should be directed to the Company Secretary, Mr Steven Notaro on (03) 9095 7088 (local call cost) or +61 3 9095 7088 (outside Australia) between the hours of 8:00am and 5:00pm Monday to Friday until the Closing Date.

## **4. Purpose and effect of the Offer**

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### **4.1 Purpose of the Offer**

The primary purposes of the Offers are:

- (a) to provide the Company with a potential source of additional capital if the Offer Securities are exercised;
- (b) in the case of the SPP Shortfall Options Offer, to facilitate the offer of Attaching Options to the SPP Shortfall Participants as consideration for committing to invest in the shortfall of the SPP Offer;
- (c) in the case of the Lead Manager Options Offer, to satisfy the Company's obligations owing to the Lead Manager in connection with the Placement;
- (d) in the case of the Lender Options Offer, to satisfy the Company's obligations owing to the Lender in connection with the New Loan; and
- (e) to raise funds incrementally, such that the Company will receive:
  - (i) funds from the exercise of any Attaching Options during the approximately 7-month period in which those Attaching Options are able to be exercised and converted into Shares and Piggyback Options; and
  - (ii) later, further funds raised from the exercise of any Piggyback Options, Lead Manager Options and Lender Options during the period in which those Piggyback Options, Lead Manager Options and Lender Options are able to be exercised and converted into Shares.

An additional purpose of the Offers is to permit the Company to apply for Official Quotation of the Attaching Options and Piggyback Options and to remove any trading restrictions attaching

to Shares issued on exercise of the Offer Securities issued under the Offers, given that Offer Securities are being issued with disclosure under this Prospectus.

No funds will be raised directly under the Offers as the Offer Securities are being issued for nil consideration.

However, if all Attaching Options offered under the Offers are exercised, the Company will receive approximately \$9.55 million in aggregate, by virtue of payment of the exercise price payable on the Attaching Options but which excludes payment of any associated expenses.

Further, if all the Lead Manager Options, Lender Options and Piggyback Options offered under the Offers, are exercised, the Company will receive approximately \$25.27 million in aggregate, by virtue of payment of the exercise price payable on the Lead Manager Options, Lender Options and Piggyback Options and similarly, but which excludes payment of any associated expenses.

The Company intends to apply any funds raised upon the exercise of any Offer Securities, towards additional working capital.

## 4.2 Effect of the Offers

The principal effect of the Offers, assuming all Offer Securities offered under the Prospectus are subscribed for and granted, will be to issue:

- (a) 250,000,000 Attaching Options under the SPP Options Offer;
- (b) 565,217,391 Attaching Options under the Placement Options Offer;
- (c) 15,000,000 Attaching Options under the SPP Shortfall Options Offer;
- (d) 29,723,666 Lead Manager Options under the Lead Manager Options Offer;
- (e) 63,439,600 Lender Options under the Lender Options Offer; and
- (f) 830,217,391 Piggyback Options under the Piggyback Options Offer.

The table below illustrates the effect of the Offers on the convertible securities capital structure of the Company, noting that such effect will ultimately depend on the number of Attaching Options that are exercised by the Eligible Optionholders:

Options and Performance Rights	Number
Options, convertible securities and performance rights on issue as at the date of Prospectus <sup>1</sup>	108,643,608
Attaching Options to be issued under Placement Options Offer and SPP Options Offer <sup>2</sup>	815,217,391
Attaching Options to be issued under the SPP Shortfall Options Offer <sup>2</sup>	15,000,000
Lead Manager Options to be issued under the Lead Manager Options Offer <sup>2</sup>	29,723,666
Lender Options to be issued under the Lender Options Offer <sup>2</sup>	63,439,600
Piggyback Options to be issued under the Piggyback Options Offer <sup>2</sup>	830,217,391
<b>Total Options and performance rights on issue following the Offers</b>	<b>1,862,241,656</b>

<sup>1</sup> This assumes no existing Options are exercised, no convertible securities, and no existing performance rights on issue as at the date of this Prospectus, are converted into Shares.

<sup>2</sup> The issue of Attaching Options under the SPP Options Offer, the Placement Options Offer, and the SPP Shortfall Options Offer, including the issue of any corresponding Piggyback Options upon the exercise of such Attaching Options, issue of Lead Manager Options under the Lead Manager Options Offer and issue of Lender Options under the Lender Options Offer, is conditional upon the Company obtaining Shareholder approval at the Meeting and Company's AGM (in respect of the Lender Options Offer).

### 4.3 Fully diluted capital structure

The table below sets out the fully diluted capital structure of the Company upon completion of the Offers assuming:

- (a) Shareholder approval is obtained for the issue of Attaching Options under the SPP Options Offer, the Placement Options Offer and the SPP Shortfall Options Offer (including the issue of corresponding Piggyback Options);
- (b) all Attaching Options and Piggyback Options offered under the Offers are issued; and
- (c) all existing Options are exercised (including Attaching Options, New Options and Piggyback Options issued under the Offers) and all existing performance rights are converted into Shares.

	Number
Shares on issue as at the date of the Prospectus <sup>1</sup>	1,555,512,220
Existing Options, convertible securities and performance rights on issue	108,643,608
Attaching Options to be issued under SPP Options Offer, Placement Option Offer <sup>2</sup>	815,217,391
Attaching Options to be issued under SPP Shortfall Commitment Offer <sup>2</sup>	15,000,000
Lead Manager Options to be issued under the Lead Manager Options Offer <sup>3</sup>	29,723,666
Lender Options to be issued under the Lender Options Offer <sup>4</sup>	63,439,600
Piggyback Options issued under the Piggyback Options Offer <sup>5</sup>	830,217,391
<b>Total Shares (on a fully diluted basis)<sup>4</sup></b>	<b>3,417,753,876</b>

<sup>1</sup> Includes the Shares issued under the Placement and SPP Offer.

<sup>2</sup> Upon the exercise of the Attaching Options, the Company will receive additional capital of approximately \$9.55 million from the exercise price payable on the Attaching Options (before expenses).

<sup>3</sup> Upon the exercise of the Lead Manager Options, the Company will receive additional capital of approximately \$0.68 million from the exercise price payable on the Lead Manager Options (before expenses).

<sup>4</sup> Upon the exercise of the Lender Options, the Company will receive additional capital of approximately \$0.93 million from the exercise price payable on the Lender Options (before expenses).

<sup>5</sup> Upon the exercise of the Piggyback Options, the Company will receive additional capital of approximately \$23.66 million from the exercise price payable on the Piggyback Options (before expenses).

### 4.4 Effect of the Offers on financial position

The Offer Securities to be issued pursuant to the Offers will be issued for no consideration. Accordingly, there will be no immediate effect on the Company's balance sheet. However, capital will be raised if the Offer Securities are exercised, which will affect the Company's balance sheet.

The Company is unable to specify with any certainty the effect of any change to the balance sheet, given that there is no certainty if or when any of the Offer Securities will be exercised.

The expenses of the Offers will be met from using the capital raised under the SPP Offer and the Placement. Accordingly, the Offers will have no immediate effect on the Company's financial position.

A principal effect of the Offers on the Company, assuming that all Offer Securities available to be issued under the Offers are issued and subsequently exercised, will be that cash reserves will increase from \$10,296 as at 30 June 2025 to \$37.7 million based on the pro forma balance sheet as at 30 June 2025 set out below (assuming that the Offers were completed as at this date), which impact includes the proceeds to be received assuming all Options offered are exercised net of all costs.

The audit reviewed balance sheet for the Company as at 30 June 2025, as per the financial statements for the year ended 30 June 2025, and the unaudited and unreviewed pro forma balance sheet shown 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 balance sheet has been prepared on the basis that all Offer Securities available to be issued under the Offers are issued and subsequently exercised, and includes the following material transactions:

- (a) the impact of the Placement and SPP Offer (net of expenses) on the cash balance;
- (b) the impact of the refinancing transaction announced to the ASX on 27 October 2025 – specifically the new loan of \$9 million, and the settlement payment to the Company's primary financier of \$15.3 million, which occurred 12 December 2025, and associated interest accruals;
- (c) the impact of the RD Tax Refund received and associated loan repaid which occurred in October 2025;
- (d) the impact of the issue and exercise of the Offer Securities (net of expenses) on the cash balance; and
- (e) expenses of the Offers of approximately \$168,000 (excluding GST).

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.

	30-Jun-25	Interest Accrued	RD Tax Refund	Debt Restructure	Placement and SPP Offer (net of costs)	Impact of Options Exercised	Pro Forma
<b>Current assets</b>	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
Cash & cash equivalents*	10	(9)	524	(6,300)	8,292	34,819	37,336
Trade & other receivables	2,757		(1,766)				991
Prepayments	821						821
Inventories	4,343						4,343
Biological assets	1,643						1,643
<b>Total current assets</b>	<b>9,574</b>	<b>(9)</b>	<b>(1,242)</b>	<b>(6,300)</b>	<b>8,292</b>	<b>34,819</b>	<b>45,134</b>
<b>Non-current assets</b>							
Property, plant & equipment	69,171						69,171
Intangible assets & Other	44						44
<b>Total non-current assets</b>	<b>69,215</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>69,215</b>
<b>Total assets</b>	<b>78,789</b>	<b>(9)</b>	<b>(1,242)</b>	<b>(6,300)</b>	<b>8,292</b>	<b>34,819</b>	<b>114,349</b>
<b>Current liabilities</b>							
Trade and other payables	4,844	(714)					4,130
Deferred revenue	326						326
Employee entitlements	374						374
Borrowings	75,147	3,123	(1,242)	(76,089)			939
Convertible notes	511						511
<b>Total current liabilities</b>	<b>81,202</b>	<b>2,409</b>	<b>(1,242)</b>	<b>(76,089)</b>	<b>-</b>	<b>-</b>	<b>6,280</b>
<b>Non-current liabilities</b>							
Employee entitlements	180						180
Borrowings	-			14,753			14,753
Convertible notes	182						182
<b>Total non-current liabilities</b>	<b>362</b>	<b>-</b>	<b>-</b>	<b>14,753</b>	<b>-</b>	<b>-</b>	<b>15,115</b>
<b>Total liabilities</b>	<b>81,564</b>	<b>2,409</b>	<b>(1,242)</b>	<b>(61,336)</b>	<b>-</b>	<b>-</b>	<b>21,395</b>
<b>Net assets/(liabilities)</b>	<b>(2,775)</b>	<b>(2,418)</b>	<b>-</b>	<b>55,036</b>	<b>8,292</b>	<b>34,819</b>	<b>92,954</b>
<b>Equity</b>							
Issued capital	187,951	(199)			8,292	34,819	230,863
Reserves	1,092						1,092
Accumulated losses	(191,818)	(2,219)		55,036			(139,001)
<b>Total equity</b>	<b>(2,775)</b>	<b>(2,418)</b>	<b>-</b>	<b>55,036</b>	<b>8,292</b>	<b>34,819</b>	<b>92,954</b>

\*The Company's cash balance as at 17 December 2025 (post the debt restructure and working capital movements) is \$904k. The Company will report its quarterly activities report for the quarter ended 31 December 2025 on or before 31 January 2026.



#### 4.5 Dilution

Applicants should note that if they do not exercise the Offer Securities issued under the Offers for any reason, and other investors exercise their Offer Securities, Applicants will risk having their shareholding being diluted.

## 5. Rights and liabilities attaching to Offer Securities

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### 5.1 Terms of Attaching Options

The Attaching Options to be issued under this Prospectus entitle the holder to receive Shares and Piggyback Options on the following terms and conditions.

(a) **Entitlement**

- (i) Each Attaching Option entitles the Option holder to subscribe for, and be allotted, one (1) fully paid Share and 1 Piggyback Option in the capital of the Company.
- (ii) Shares issued on the exercise of Attaching Options will rank equally with all existing Shares on issue, as at the exercise date, will be issued free of any encumbrances and will be subject to the provisions of the Constitution of the Company.
- (iii) In addition to the issue of Shares, each exercised Attaching Option will entitle the holder to be issued one (1) Piggyback Option, for no additional consideration, for each Attaching Option exercised. The Piggyback Options will be issued subject to the terms and conditions set out Section 3.7 of this Prospectus.

(b) **Exercise of Attaching Option**

- (i) The Attaching Options are exercisable at any time from the issue date.
- (ii) The Attaching Options expire on 15 June 2026 (**Attaching Option Expiry Date**).
- (iii) The exercise price per Attaching Option is 1.15 cents (**Attaching Option Exercise Price**).
- (iv) Each Attaching Option is exercisable by the holder signing and delivering a notice of exercise of option prior to the Attaching Option Expiry Date together with the Attaching Option Exercise Price in full for each Share to be issued upon exercise of each Attaching Option to the Share Registry (**Attaching Option Exercise Notice**). Unless a holder is exercising all of their Attaching Options, Attaching Options must be exercised in parcels of not less than \$1,000 worth of Attaching Options.
- (v) In order for a Attaching Option Exercise Notice to be valid, the Company must receive in cleared funds before the Attaching Option Expiry Date, payment of an amount of money equal to the Attaching Option Exercise Price for the number of Attaching Options to which the Attaching Option Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Attaching Option Exercise Price for the number of Attaching Options to which the Attaching Option Exercise Notice relates, the Company may in its discretion elect to treat (i) the Attaching Option

Exercise Notice as a Attaching Option Exercise Notice for such lower amount of Attaching Options.

- (vi) Remittances must be made payable to 'Cann Group Limited'.
- (vii) All Attaching Options will lapse on the earlier of:
  - (A) the receipt by the Company of notice from the holder that the holder has elected to surrender the Attaching Option; and
  - (B) the Attaching Option Expiry Date.
- (viii) In the event of liquidation of the Company, all unexercised Attaching Options will lapse.
- (ix) The terms and the rights and obligations of the holders are governed by the laws of Victoria, Australia. Each holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

(c) **Issue of Shares and Piggyback Options**

Upon receipt of a valid Attaching Option Exercise Notice (accompanied by the applicable Exercise Price monies), the Company must issue both the number of Shares and the number of Piggyback Options equal to the number of Attaching Options the subject of valid Attaching Option Exercise Notice as soon as reasonably practicable and no later than 5 Business Days.

(d) **Constitution**

Each holder who exercises Attaching Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of the Company upon the issue of the new Shares and be recorded in the Company's register of members as the registered holder of the new Shares.

(e) **Quotation**

- (i) If the Shares of the Company are quoted on the ASX:
  - (A) subject to meeting the requirements of the ASX Listing Rules for Quotation (as defined in the ASX Listing Rules) of a new class of securities, the Company will apply to the ASX for, and will use its best endeavours to obtain Quotation on the ASX of all Attaching Options; and
  - (B) the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Attaching Options within 10 Business Days (as defined in the ASX Listing Rules) of issue.

The Company gives no assurance that such quotation of Attaching Options or any Shares issued on the exercise of any Attaching Options will be granted.

(f) **Restrictions on transfer**

Until such time as Official Quotation of the Attaching Options is granted (if at all), the Attaching Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise

disposed of or dealt with or encumbered in any way, and the Attaching Options will lapse immediately if any such thing purports to occur.

(g) **Dividends and voting**

- (i) Attaching Options do not provide the holder any entitlement to dividends or other distributions.
- (ii) Attaching Options do not entitle the holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders.

(h) **Participation in securities issues**

Subject to paragraph (i) below, the holder is not entitled to participate in new issues of securities without exercising the Attaching Options.

(i) **Participation in a reorganisation of capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of a holder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Attaching Options do not result in any benefit being conferred on the holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation referred to in paragraph 5.1(i)(i) above, Attaching Options will be treated in the following manner:
  - (A) in the event of a consolidation of the share capital of the Company, the number of Attaching Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (B) in the event of a subdivision of the share capital of the Company, the number of Attaching Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (C) in the event of a return of the share capital of the Company, the number of Attaching Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each Share;
  - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Attaching Options and the Attaching Option Exercise Price will remain unaltered;
  - (E) in the event of a pro-rata cancellation of Shares in the Company, the number of Attaching Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Attaching Option will be amended in inverse proportion to that ratio; and

- (F) in the event of any other reorganisation of the issued capital of the Company, the number of Attaching Options or the Attaching Option Exercise Price or both will be reorganised (as appropriate), in a manner which will not result in any benefits being conferred on the holder which are not conferred on Shareholders.

(j) **Application of ASX Listing Rules**

While the Company is admitted to the official list of ASX, the Attaching Options and any Shares issued on exercise of the Attaching Options are subject always to the provisions of the Constitution of the Company and the ASX Listing Rules and to the extent of any inconsistency between these terms and conditions, the Constitution of the Company and the ASX Listing Rules, the ASX Listing Rules will prevail.

## 5.2 **Terms of Lead Manager Options**

A summary of the key terms attaching to the Lead Manager Options is set out below. The provisions of the Constitution relating to the rights attaching to the Lead Manager Options must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Lead Manager Options.

(a) **Entitlement**

- (i) Each Lead Manager Option entitles the Lead Manager Option holder to subscribe for, and be allotted, one (1) fully paid Share in the capital of the Company.
- (ii) Shares issued on the exercise of Lead Manager Options will rank equally with all existing Shares on issue, as at the exercise date, will be issued free of any encumbrances and will be subject to the provisions of the Constitution of the Company.

(b) **Exercise of Lead Manager Option**

- (i) The Lead Manager Options are exercisable at any time from the issue date.
- (ii) The Lead Manager Options expire on the date which is 2 years after the date of issue of the Lead Manager Options (**Lead Manager Option Expiry Date**).
- (iii) The exercise price per Lead Manager Option is 2.30 cents (**Lead Manager Option Exercise Price**).
- (iv) Each Lead Manager Option is exercisable by the holder signing and delivering a notice of exercise of option prior to the Lead Manager Option Expiry Date together with the Exercise Price in full for each Share to be issued upon exercise of each Lead Manager Option to the Share Registry (**Lead Manager Option Exercise Notice**). Unless a holder is exercising all of their Lead Manager Options, Lead Manager Options must be exercised in parcels of not less than \$50,000 worth of Lead Manager Options.
- (v) In order for a Lead Manager Option Exercise Notice to be valid, the Company must receive in cleared funds before the Lead Manager Option

Expiry Date, payment of an amount of money equal to the Lead Manager Option Exercise Price for the number of Lead Manager Options to which the Lead Manager Option Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Lead Manager Option Exercise Price for the number of Lead Manager Options to which the Lead Manager Option Exercise Notice relates, the Company may in its discretion elect to treat the Lead Manager Option Exercise Notice as a Lead Manager Option Exercise Notice for such lower amount of Lead Manager Options.

- (vi) Remittances must be made payable to 'Cann Limited'.
- (vii) All Lead Manager Options will lapse on the earlier of:
  - (A) the receipt by the Company of notice from the holder that the holder has elected to surrender the Lead Manager Option; and
  - (B) the Lead Manager Option Expiry Date.
- (viii) In the event of liquidation of the Company, all unexercised Lead Manager Options will lapse.
- (ix) The terms and the rights and obligations of the holders are governed by the laws of Victoria, Australia. Each holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

(c) **Issue of Shares**

Upon receipt of a valid Lead Manager Option Exercise Notice (accompanied by the applicable Lead Manager Option Exercise Price monies), the Company must issue the number of Shares equal to the number of Lead Manager Options the subject of valid Lead Manager Option Exercise Notice as soon as reasonably practicable and no later than 5 Business Days.

(d) **Constitution**

Each holder who exercises Lead Manager Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of the Company upon the issue of the new Shares and be recorded in the Company's register of members as the registered holder of the new Shares.

(e) **Quotation**

- (i) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Lead Manager Options within 10 Business Days (as defined in the ASX Listing Rules) of issue.
- (ii) The Company gives no assurance that such quotation of any Shares issued on the exercise of any Lead Manager Options will be granted.

(f) **Restrictions on transfer**

The Lead Manager Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the Lead Manager Options will lapse immediately if any such thing purports to occur.



(g) **Dividends and voting**

- (i) The Lead Manager Options do not provide the holder any entitlement to dividends or other distributions.
- (ii) The Lead Manager Options do not entitle the holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders.

(h) **Participation in securities issues**

Subject to paragraph (i) below, the holder is not entitled to participate in new issues of securities without exercising the Lead Manager Options.

(i) **Participation in a reorganisation of capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of a holder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Lead Manager Options do not result in any benefit being conferred on the holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation referred to in paragraph 5.2(i)(i) above, Lead Manager Options will be treated in the following manner:
  - (A) in the event of a consolidation of the share capital of the Company, the number of Lead Manager Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (B) in the event of a subdivision of the share capital of the Company, the number of Lead Manager Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (C) in the event of a return of the share capital of the Company, the number of Lead Manager Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each Share;
  - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Lead Manager Options and the Lead Manager Option Exercise Price will remain unaltered;
  - (E) in the event of a pro-rata cancellation of Shares in the Company, the number of Lead Manager Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Lead Manager Option will be amended in inverse proportion to that ratio; and
  - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Lead Manager Options or the Lead Manager Option Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the holder which are not conferred on Shareholders.

(j) **Application of ASX Listing Rules**

While the Company is admitted to the official list of ASX, the Lead Manager Options and any Shares issued on exercise of the Lead Manager Options are subject always to the provisions of the Constitution of the Company and the ASX Listing Rules and to the extent of any inconsistency between these terms and conditions, the Constitution of the Company and the ASX Listing Rules, the ASX Listing Rules will prevail.

**5.3 Terms of the Lender Options**

A summary of the key terms attaching to the Lender Options is set out below. The provisions of the Constitution relating to the rights attaching to the Lender Options must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Lender Options.

(a) **Entitlement**

- (i) Each Lender Option entitles the Lender Option holder to subscribe for, and be allotted, one (1) fully paid Share in the capital of the Company.
- (ii) Shares issued on the exercise of Lender Options will rank equally with all existing Shares on issue, as at the exercise date, will be issued free of any encumbrances and will be subject to the provisions of the Constitution of the Company.

(b) **Exercise of Lender Option**

- (i) The Lender Options are exercisable at any time from the issue date.
- (ii) The Lender Options expire on the date which is 2 years after the date of issue of the Lender Options (**Lender Option Expiry Date**).
- (iii) The exercise price per Lender Option is 1.46 cents (**Lender Option Exercise Price**).
- (iv) Each Lender Option is exercisable by the holder signing and delivering a notice of exercise of option prior to the Lender Option Expiry Date together with the Exercise Price in full for each Share to be issued upon exercise of each Lender Option to the Share Registry (**Lender Option Exercise Notice**). Unless a holder is exercising all of their Lender Options, Lender Options must be exercised in parcels of not less than 1,000.
- (v) In order for a Lender Option Exercise Notice to be valid, the Company must receive in cleared funds before the Lender Option Expiry Date, payment of an amount of money equal to the Lender Option Exercise Price for the number of Lender Options to which the Lender Option Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Lender Option Exercise Price for the number of Lender Options to which the Lender Option Exercise Notice relates, the Company may in its discretion elect to treat the Lender Option Exercise Notice as a Lender Option Exercise Notice for such lower amount of Lender Options.
- (vi) Remittances must be made payable to 'Cann Limited'.
- (vii) All Lender Options will lapse on the earlier of:

- (A) the receipt by the Company of notice from the holder that the holder has elected to surrender the Lender Option; and
  - (B) the Lender Option Expiry Date.
- (viii) In the event of liquidation of the Company, all unexercised Lender Options will lapse.
- (ix) The terms and the rights and obligations of the holders are governed by the laws of Victoria, Australia. Each holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.
- (c) **Issue of Shares**  
  
Upon receipt of a valid Lender Option Exercise Notice (accompanied by the applicable Lender Option Exercise Price monies), the Company must issue the number of Shares equal to the number of Lender Options the subject of valid Lender Option Exercise Notice as soon as reasonably practicable and no later than 5 Business Days.
- (d) **Constitution**  
  
Each holder who exercises Lender Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of the Company upon the issue of the new Shares and be recorded in the Company's register of members as the registered holder of the new Shares.
- (e) **Quotation**
  - (i) If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Lender Options within 10 Business Days (as defined in the ASX Listing Rules) of issue.
  - (ii) The Company gives no assurance that such quotation any Shares issued on the exercise of any Lender Options will be granted.
- (f) **Restrictions on transfer**  
  
The Lender Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the Lender Options will lapse immediately if any such thing purports to occur.
- (g) **Dividends and voting**
  - (i) The Lender Options do not provide the holder any entitlement to dividends or other distributions.
  - (ii) The Lender Options do not entitle the holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders.
- (h) **Participation in securities issues**  
  
Subject to paragraph (i) below, the holder is not entitled to participate in new issues of securities without exercising the Lender Options.
- (i) **Participation in a reorganisation of capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of a holder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Lender Options do not result in any benefit being conferred on the holder which is not conferred on Shareholders of the Company.
- (ii) In any reorganisation referred to in paragraph 5.3(i)(i) above, Lender Options will be treated in the following manner:
  - (A) in the event of a consolidation of the share capital of the Company, the number of Lender Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (B) in the event of a subdivision of the share capital of the Company, the number of Lender Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (C) in the event of a return of the share capital of the Company, the number of Lender Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each Share;
  - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Lender Options and the Lender Option Exercise Price will remain unaltered;
  - (E) in the event of a pro-rata cancellation of Shares in the Company, the number of Lender Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Lender Option will be amended in inverse proportion to that ratio; and
  - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Lender Options or the Lender Option Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the holder which are not conferred on Shareholders.

(j) **Application of ASX Listing Rules**

While the Company is admitted to the official list of ASX, the Lender Options and any Shares issued on exercise of the Lender Options are subject always to the provisions of the Constitution of the Company and the ASX Listing Rules and to the extent of any inconsistency between these terms and conditions, the Constitution of the Company and the ASX Listing Rules, the ASX Listing Rules will prevail.

## 5.4 Terms of Piggyback Options

A summary of the key terms attaching to the Piggyback Options is set out below. The provisions of the Constitution relating to the rights attaching to the Piggyback Options must be read subject to the Corporations Act, the ASX Listing Rules and ASX Settlement Operating Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of the rights, liabilities and restrictions attaching to the Piggyback Options.

(a) **Entitlement**

- (i) Each Piggyback Option entitles the Piggyback Option holder to subscribe for, and be allotted, one (1) fully paid Share in the capital of the Company.
- (ii) Shares issued on the exercise of Piggyback Options will rank equally with all existing Shares on issue, as at the exercise date, will be issued free of any encumbrances and will be subject to the provisions of the Constitution of the Company.

(b) **Exercise of Piggyback Option**

- (i) The Piggyback Options are exercisable at any time from the issue date.
- (ii) The Piggyback Options expire on 15 June 2028 (**Piggyback Option Expiry Date**).
- (iii) The exercise price per Piggyback Option is 2.85 cents (**Piggyback Option Exercise Price**).
- (iv) Each Piggyback Option is exercisable by the holder signing and delivering a notice of exercise of option prior to the Piggyback Option Expiry Date together with the Exercise Price in full for each Share to be issued upon exercise of each Piggyback Option to the Share Registry (**Piggyback Option Exercise Notice**). Unless a holder is exercising all of their Piggyback Options, Piggyback Options must be exercised in parcels of not less than \$1,000 worth of Piggyback Options.
- (v) In order for a Piggyback Option Exercise Notice to be valid, the Company must receive in cleared funds before the Piggyback Option Expiry Date, payment of an amount of money equal to the Piggyback Option Exercise Price for the number of Piggyback Options to which the Piggyback Option Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Piggyback Option Exercise Price for the number of Piggyback Options to which the Piggyback Option Exercise Notice relates, the Company may in its discretion elect to treat the Piggyback Option Exercise Notice as a Piggyback Option Exercise Notice for such lower amount of Piggyback Options.
- (vi) Remittances must be made payable to 'Cann Limited'.
- (vii) All Piggyback Options will lapse on the earlier of:
  - (A) the receipt by the Company of notice from the holder that the holder has elected to surrender the Piggyback Option; and
  - (B) the Piggyback Option Expiry Date.
- (viii) In the event of liquidation of the Company, all unexercised Piggyback Options will lapse.
- (ix) The terms and the rights and obligations of the holders are governed by the laws of Victoria, Australia. Each holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.

(c) **Issue of Shares**

Upon receipt of a valid Piggyback Option Exercise Notice (accompanied by the applicable Piggyback Option Exercise Price monies), the Company must issue the number of Shares equal to the number of Piggyback Options the subject of valid Piggyback Option Exercise Notice as soon as reasonably practicable and no later than 5 Business Days.

(d) **Constitution**

Each holder who exercises Piggyback Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of the Company upon the issue of the new Shares and be recorded in the Company's register of members as the registered holder of the new Shares.

(e) **Quotation**

- (i) If the Shares of the Company are quoted on the ASX:
  - (A) subject to meeting the requirements of the ASX Listing Rules for Quotation (as defined in the ASX Listing Rules) of a new class of securities, the Company will apply to the ASX for, and will use its best endeavours to obtain Quotation on the ASX of all Piggyback Options; and
  - (B) the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Piggyback Options within 10 Business Days (as defined in the ASX Listing Rules) of issue.
- (ii) The Company gives no assurance that such quotation of Piggyback Options or any Shares issued on the exercise of any Piggyback Options will be granted.

(f) **Restrictions on transfer**

Until such time as Official Quotation of the Piggyback Options is granted (if at all), the Piggyback Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the Piggyback Options will lapse immediately if any such thing purports to occur.

(g) **Dividends and voting**

- (i) The Piggyback Options do not provide the holder any entitlement to dividends or other distributions.
- (ii) The Piggyback Options do not entitle the holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders.

(h) **Participation in securities issues**

Subject to paragraph (i) below, the holder is not entitled to participate in new issues of securities without exercising the Piggyback Options.

(i) **Participation in a reorganisation of capital**

- (i) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of

a holder will be changed in accordance with the ASX Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Piggyback Options do not result in any benefit being conferred on the holder which is not conferred on Shareholders of the Company.

- (ii) In any reorganisation referred to in paragraph 5.4(i)(i) above, Piggyback Options will be treated in the following manner:
- (A) in the event of a consolidation of the share capital of the Company, the number of Piggyback Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (B) in the event of a subdivision of the share capital of the Company, the number of Piggyback Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
  - (C) in the event of a return of the share capital of the Company, the number of Piggyback Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each Share;
  - (D) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Piggyback Options and the Piggyback Option Exercise Price will remain unaltered;
  - (E) in the event of a pro-rata cancellation of Shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Piggyback Option will be amended in inverse proportion to that ratio; and
  - (F) in the event of any other reorganisation of the issued capital of the Company, the number of Piggyback Options or the Piggyback Option Exercise Price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the holder which are not conferred on Shareholders.

(j) **Application of ASX Listing Rules**

While the Company is admitted to the official list of ASX, the Piggyback Options and any Shares issued on exercise of the Piggyback Options are subject always to the provisions of the Constitution of the Company and the ASX Listing Rules and to the extent of any inconsistency between these terms and conditions, the Constitution of the Company and the ASX Listing Rules, the ASX Listing Rules will prevail.



## 6. Risks

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The Offer Securities are considered highly speculative and carry no guarantee with respect to the payment of dividends or returns of capital. An investment in the Company is not risk free and the Directors strongly recommend that potential investors consult their professional advisers and consider the risks described below, together with information contained elsewhere in this Prospectus, before deciding whether to apply for the Offer Securities.

The following list of risks ought not to be taken as exhaustive of all the risks faced by the Company or by Shareholders. The proposed future activities of the Company are subject to a number of risks and other factors which may impact its future performance. These risks may be outside the control of the Company or the Directors and may not be able to be mitigated.

### 6.1 Risks specific to the Company

The current and future operations of the Company, may be affected by a range of factors, including:

#### (a) Requirements for additional capital

Depending on the Company's ability to generate income from its operations, the Company may require further financing to develop its business. 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 operations and its other longer-term objectives as the case may be.

Cann may also enter into transactions to acquire medicinal cannabis or related or synergistic businesses or companies. However, any future expansion of Cann's business may well require additional capital, depending on the nature of the development or expansion. The failure to raise the necessary funding, whether as debt or equity, could result in the delay or indefinite postponement of Cann's business expansion. There can be no assurance that additional funding or other types of financing will be available if needed or that, if available, the terms of such funding will be available on favourable terms.

If additional funds are raised through issuances of equity or convertible debt securities, existing shareholders could suffer significant dilution.

In addition, debt funding may materially increase Cann's debt levels and gearing. This may increase Cann's funding costs, reduce its financial performance and increase the risk of Cann being in default or being unable to pay its debts when due in the future.

#### (b) R&D funding risk

An important source of funding for Cann is the cash refund that it can apply for annually under the Australian government's Research and Development Tax Incentive scheme ("R&D Tax Refund"). There can be no assurance that the R&D Tax Refund scheme will remain in place, or that Cann will continue to be entitled to access it in the future. Therefore, if Cann were to not receive an R&D Tax Refund, this is highly likely to negatively impact Cann's financial performance as well as increase its working capital requirements, potentially causing it to seek additional funding.

#### (c) Going concern

The Company notes the material uncertainty related to going concern in the auditor's report to the members regarding the financial statements for the year ended 30 June 2025. Specifically, the auditors drew attention to Note 2 of the

financial statements. As stated in Note 2, these events or conditions, along with other matters as set forth in Note 2, indicate that a material uncertainty exists that may cast significant doubt on Cann's ability to continue as a going concern. There is therefore the risk that Company may need to source additional funding to continue as a going concern and pay its debts as and when they are due. To the extent that funding is equity or equity type funding it may be dilutive, or on onerous terms, if available at all. In addition, any debt funding would increase the Company's debt levels, increase its funding costs and adversely impact the Company's financial results, again if available. If the Company is unable to obtain such additional funding, it may not be able to meet its future obligations as and when they fall due.

(d) **Operating losses**

Cann continues to incur operating losses. Cann may not be able to achieve profitability and may continue to incur significant losses in the future. In addition, Cann will increase its operating expenses as it grows its business. If Cann's revenues do not increase to offset these expected increases in expenditures and operating expenses, it will not be profitable. Anticipated or expected sales may not be achieved, and even if achieved, may not result in Cann being profitable. There is no assurance that Cann will be successful in achieving a return on shareholders' investments and the chances of success must be considered in light of the proposed expansion of its operations. Also, Cann may require additional funding to meet those losses or bridge the period of time until it becomes profitable, with the associated risks of funding noted above.

(e) **Agricultural risks**

Cann's business involves the cultivation and processing of cannabis, an agricultural product. Risks inherent with agricultural businesses apply to Cann's business, including lower than expected yields, disease, mould and insects and other pests. Although Cann currently grows and expects to grow the significant majority of its product in climate controlled, monitored, indoor locations, there is no guarantee that changes in outside weather and climate, as well as catastrophic weather events such as fires, earthquakes, high winds or storms, will not adversely affect production or that inherent agricultural risks will not arise anyway. Losses in production may increase Cann's costs of goods sold, reducing margin, as well as limiting revenue due to lower amounts of product being available to sell. This would have an adverse effect on Cann's financial performance.

(f) **Production risks**

Cann's ability to produce cannabis and manufacture cannabis products, and to increase its production in the future, may be adversely impacted by a number of production factors. These include plant design errors, non-performance by third party contractors, increases in materials or labour costs and /or limits on availability of materials or labour, production performance falling below expected levels of output or efficiency, human error, the agricultural factors described above, contractor or operator errors, breakdowns, aging or failure of equipment or processes, labour disputes, any rise in energy and utilities costs and limits on availability of such utilities. Further power or water failures could lead to the Mildura Facility not functioning as it is designed with resultant damage to crops.

Any significant interruption or diminution in the availability of the supply chain for key inputs could materially impact Cann's ability to produce cannabis and manufacture cannabis products, which would negatively impact its business, financial performance and/or prospects.

(g) **Import risks**

Some of Cann's operations depends on its ability to import cannabis products, particularly flower, from foreign jurisdictions. If overseas suppliers are unable to meet the requirements to enable Cann to import the necessary volumes of flower e.g. by not providing the required documentation, by not providing flower of the necessary standard, or by not complying with shipping and customs requirements, this would impact Cann's ability to import the products and meet customer demands, which would ultimately have a negative impact on Cann's revenues and prospects.

In addition, there is no guarantee that Australian legislation and regulations will not change in the future and prohibit the importation of cannabis or cannabis products from all or specific overseas jurisdictions which Cann imports from. This may have a material adverse impact on the financial position, financial performance and / or prospects of Cann.

(h) **Regulatory approvals**

Cann's ability to continue its business is dependent on holding certain authorisations, licences and permits and adherence to all regulatory requirements related to such activities. Any failure to comply with the conditions of those approvals and licences, or to renew the approvals and licences after their expiry dates, would have a material adverse impact on the financial position, financial performance and / or prospects of Cann.

(i) **Product approvals**

Cannabis products are currently regulated as medicines in Australia. Generally, medicines imported into, supplied in, and exported from Australia must be entered in the Australian Register of Therapeutic Goods (ARTG), which is administered by the Therapeutic Goods Administration (TGA) or through the Special Access Scheme (SAS), Authorised Prescriber (AP) scheme or clinical trial exemptions. Cann cannot guarantee that any or all of its medicinal cannabis products will be approved for supply to patient under these pathways or that these pathways will remain available. Any failure to continue to be able to access these pathways would have a material adverse impact on the financial position, financial performance or prospects of Cann.

(j) **Compliance with licence conditions**

A licence to cultivate, produce and/or manufacture under the *Narcotic Drugs Act 1967* (Cth) is subject to a number of conditions, which if not maintained may result in a suspension or revocation of the licence or permit. Such conditions include ensuring that all staff engaged are suitable, that directors and officers (and the business itself) is a fit-and-proper person and that certain security and reporting measures are maintained. Any failure to maintain these licenses would have a material adverse impact on the financial position, financial performance and / or prospects of Cann.

(k) **Product development**

Cann may not be successful in developing effective and safe new products to market in time to be effectively commercialised, or in obtaining any required regulatory approvals or funding, which may impact its growth initiatives relating to product development with an associated material adverse effect on its prospects.

(l) **Diversification risk and theft**

Given the nature of Cann's cannabis products and despite meeting or even exceeding the TGA and ODC security requirements, there remains a risk of

shrinkage as well as theft. A security breach at one of Cann's facilities could expose Cann to additional liability and to potentially costly fines, penalties and litigation, increased expenses relating to the resolution and future prevention of these breaches and may result in the possible suspension or revocation of licences and permits, and may also deter existing or potential customers from purchasing Cann's products. Any such event may have a material adverse effect on Cann's prospects.

(m) **Industry confidence**

There is a risk that incidents beyond the control of Cann could occur which would have the effect of reducing patient, medical/scientific or regulatory confidence or preferences for cannabis or medicinal cannabis products, including serious adverse effect incidents involving medicinal cannabis, negative medical or scientific findings, material breaches of a law or regulation by Cann or a competitor. Any such event may have a material adverse effect on Cann's prospects.

(n) **Competition risks**

Should the size of the Australian medicinal cannabis market increase, the overall demand for products and number of competitors will, or is likely to, increase as well, and in order for Cann to be competitive, Cann will need to invest significantly in research and development, new product and market development, marketing, new client identification, distribution channels and client support. If Cann is not successful in obtaining sufficient resources to invest in these areas, Cann's ability to compete in the market could be adversely affected and this could have a material adverse effect on its business, financial position, financial performance and/or prospects.

(o) **Third party manufacture risks**

Cann is currently reliant on limited sources of manufacturing to manufacture certain of Cann's products. There are other potential commercial manufacturers that Cann could use to meet its manufacturing requirements. However, if Cann needed to engage a new manufacturer, the process of transitioning to a new manufacturer would likely take several months, so there would be a risk that Cann's manufacturing abilities would be adversely impacted during the transition period, with a negative associated impact on Cann's financial performance.

## 6.2 **Industry risks**

(a) **General regulatory risk**

Companies which operate in the medicinal cannabis industry are subject to a highly regulated environment and numerous laws and regulations. Changes to such laws, regulations and directives may cause adverse effects on a business operating in this industry, its financial position, financial performance and/or prospects.

(b) **Market risks**

There is a risk that the demand for the supply of medicinal cannabis products may decrease due to various market factors, which could have an associated adverse effect on a business operating in this industry, its financial position, financial performance and/or prospects.

(c) **Clinical trial outcomes**

There are various clinical trials being conducted in Australia and internationally in relation to medicinal cannabis. An adverse finding from an approved or recognised clinical trial is likely to or may have a material adverse effect on a company's prospects of conducting clinical trials in the medicinal cannabis sector, which could

have an associated adverse effect on the financial position, financial performance and/or prospects of a company and the medicinal cannabis industry generally.

### 6.3 General risks

(a) **Nature of investment**

There are inherent risks associated with investment in any listed company. The Offer Securities under the Offer do not guarantee payment of dividends, return on capital or maintenance of capital or value. No assurances can be given that the new Shares issued on the conversion of the Offer Securities will trade at or above a certain price at any time, or that they may be sold at any price. The value of the Offer Securities may vary depending on the financial and operating performance of Cann and external factors over which Cann and its directors have no control, including changes to market sentiment.

(b) **Dilution risk**

If Cann needs to raise additional equity in the future, this may dilute the shareholdings of existing shareholders, who may not have the opportunity to participate in that raising.

(c) **General economic conditions**

Adverse changes in economic conditions such as to interest rates, exchange rates, inflation, government policy, taxation law, investor sentiment towards particular market sectors, demand for and supply of capital, national and international economic conditions (including any trade conflicts between major countries, terrorism, war, social upheaval or other hostilities) amongst others are outside Cann's control and have the potential to have an adverse impact on Cann (including Cann's financial performance and/or financial position) and its operations.

(d) **Tax legislation & accounting standards**

Changes in tax laws or accounting standard from time to time can have an adverse impact on the financial performance, financial position and / or prospects of a company.

(e) **Cyber security**

A company may suffer material losses from cyber-attacks or other information security breaches. As cyber threats continue to evolve, a company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities, with an adverse impact on its financial performance.

(f) **Privacy**

A company may collect or be provided with information which is considered personal or sensitive, and the company is responsible for protecting that information from privacy breaches and mandatory reporting obligations under the Notifiable Data Breaches scheme contained within the *Privacy Act 1988* (Cth) (**Privacy Act**). A breach of its obligations under the Privacy Act may have an adverse effect on the company's business, reputation, financial position, financial performance and/or prospects.

### 6.4 Investment highly speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically

referred to above, may in the future materially affect the financial performance of the Company and the value of the Offer Securities offered under this Prospectus. Therefore, the Offer Securities to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Offer Securities. Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for Offer Securities pursuant to this Prospectus.

## 7. Additional information

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### 7.1 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 Company's securities.

This Prospectus is a 'transaction specific prospectus'. In general terms a 'transaction specific prospectus' 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. 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. Shareholders should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

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 of the Offer:
  - (i) the annual financial report of the Company for the financial year ended 30 June 2025 being the most recent annual financial report of the Company lodged with the ASIC before the issue of this Prospectus; and
  - (ii) any documents used to notify ASX of information relating to the Company in the period from lodgement of the annual financial report referred to in paragraph (i) above until the issue of this Prospectus in accordance with the Listing Rules as referred to in section 674(1) of the Corporations Act.

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.

The Company has lodged the announcements set out in Table 7.1.1 below with ASX since the lodgement of its annual report on 26 September 2025 and prior to the lodgement of this Prospectus with ASIC.

**Table 7.1.1 - ASX Announcements following last annual report**

Date	Description of Announcement
26 September 2025	Appendix 4G and Corporate Governance Statement
26 September 2025	Application for quotation of securities - CAN
1 October 2025	Debt Facility Extension
15 October 2025	Further Debt Facility Extension
23 October 2025	Trading Halt
27 October 2025	Major Debt Restructure and Capital Raise
27 October 2025	Proposed issue of securities - CAN
27 October 2025	Capital Raising Presentation
29 October 2025	Notice of Annual General Meeting and Proxy Form
29 October 2025	Quarterly Activities/Appendix 4C Cash Flow Report
30 October 2025	Cleansing Notice
30 October 2025	Application for quotation of securities - CAN
30 October 2025	Share Purchase Plan Offer Booklet
30 October 2025	Share Purchase Plan Offer Opens
31 October 2025	Further Debt Facility Extension
31 October 2025	Cleansing Notice
31 October 2025	Shareholder update webinar
11 November 2025	NAB Forbearance and Settlement Deed & SPP Update
14 November 2025	Application for quotation of securities - CAN
17 November 2025	SPP Offer - Closing Today
20 November 2025	Cann Group Raises \$2.5M via SPP
21 November 2025	Notice of Extraordinary General Meeting / Proxy Form
24 November 2025	Application for quotation of securities - CAN
28 November 2025	Chair's Address to Shareholders
28 November 2025	CEO and Managing Director AGM Presentation
28 November 2025	Results of Annual General Meeting
1 December 2025	Mike Ryan Appointed to the Board as Chairman
1 December 2025	Initial Director's Interest Notice
1 December 2025	Correction to Initial Director's Interest Notice
1 December 2025	Application for quotation of securities - CAN
4 December 2025	Application for quotation of securities - CAN
4 December 2025	Cleansing Notice
4 December 2025	Update - Application for quotation of securities - CAN
4 December 2025	Application for quotation of securities - CAN
5 December 2025	Cleansing Notice
8 December 2025	Becoming a substantial holder
10 December 2025	Application for quotation of securities - CAN
10 December 2025	Notification regarding unquoted securities - CAN
10 December 2025	Notification regarding unquoted securities - CAN
10 December 2025	Change of Director's Interest Notice x 3
15 December 2025	Cann Successfully Completes Debt Restructure

The announcements are also available through the Company's website:  
<https://www.canngrouponlimited.com/investor-overview>.



## 7.2 Interests of Directors

Except as disclosed in this Prospectus, no Director (or entity in which they are a partner or director) has, or has had in the two years before the Prospectus Date, any interests in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to:

- (a) any Director to induce him or her to become, or to qualify as, a Director; or
- (b) any Director for services which he or she (or entity in which they are a partner or director) has provided in connection with the formation or promotion of the Company or the Offer.

### ***Interest in Securities***

As at the Prospectus Date, the relevant interests of the Directors and their related entities in securities in the Company, are detailed in Table 7.2.1 below.

**Table 7.2.1 - Related party interests in securities**

Director	Shares held	Options held
Jennifer Pilcher	4,788,493	13,500,000
Douglas Rathbone	3,656,185	982,758
Peter Kopanidis	Nil	600,000
Mike Ryan <sup>1</sup>	2,608,696	Nil

1. Appointed 1 December 2025

### ***Directors' Remuneration***

The remuneration (including superannuation and share based payments) of existing Directors for the past two financial years (30 June year-end) are as set out in Table 7.3.2 below.

**Table 7.3.2 - Directors' Remuneration**

Director	Title	Financial Year to 30 June 2024	Financial Year to 30 June 2025
Jennifer Pilcher	CEO and Managing Director <sup>1</sup>	\$186,737	\$451,761
Douglas Rathbone	Non-executive Director and interim Chair <sup>2</sup>	\$65,000	\$59,591
Peter Kopanidis <sup>3</sup>	Non-executive Director	Nil	\$12,500

1. Appointed as CEO and Managing Director effective 1 April 2024, previously a non-executive Director.

2. Appointed as Interim Chairman effective 10 February 2025.

3. Appointed 31 March 2025.

Further information relating to the remuneration of Directors can be found in the Company's annual financial report for the financial year ended 30 June 2025, which was announced to ASX on 29 August 2025.

### **7.3 Interests of Other Persons**

No promoter or other person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director) holds, has, and has not had in the two years before the Prospectus Date, any interest in:

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

and no amounts have been paid or agreed to be paid and no value or other benefit has been given or agreed to be given to a promoter or any person named in this Prospectus as having performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus (or entity in which they are a partner or director), provided in connection with the formation or promotion of the Company or the Offer, except as disclosed in this Prospectus and as follows:

- (a) MUFG Corporate Markets conducts the Company's share registry functions and will provide administrative services in respect to the proposed Share applications pursuant to this Prospectus. MUFG Corporate Markets will be paid for these services on standard industry terms and conditions.

### **7.4 Related party transactions**

At the Prospectus Date, no Director interests or material transactions with related parties exist that the Directors are aware of, other than those disclosed in this Prospectus.

### **7.5 Market price of Shares**

The highest and lowest 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 respective dates of those sales were:

Highest: \$0.019 (26 September 2025)

Lowest: \$0.007 (10 December 2025)

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$0.009 per Share on Friday, 19 December 2025.

### **7.6 Costs**

The estimated costs of the Placement and the Offer are estimated to be approximately \$715,000 (excluding GST) and are expected to comprise broker fees, legal fees and administrative expenses, including ASIC and ASX fees. The estimated expenses will be paid out of the proceeds from the Placement.

### **7.7 Taxation implications**

The acquisition and disposal of Offer Securities will have taxation consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in

the Company are urged to take independent financial advice about the taxation and any other consequences of acquiring and selling the Offer Securities.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability or responsibility with respect to the taxation consequences of acquiring and selling the Offer Securities.

## **7.8 Litigation and claims**

So far as the Directors are aware, other than as disclosed by the Company to ASX, there is no current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or governmental prosecutions of a material nature in which the Company is directly or indirectly concerned which is likely to have a material adverse effect on the business or financial position of the Company.

## **7.9 Consents**

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Offer Securities), the Directors, persons named in this Prospectus with their consent as proposed Directors of the Company, persons named in this Prospectus with their consent as having made a statement in this Prospectus and persons involved in a contravention in relation to this Prospectus, with regard to misleading or deceptive statements made in this Prospectus.

Each of the Directors has given their written consent to being named in this Prospectus in the context in which they are named and have not withdrawn their consent prior to lodgement of this Prospectus with ASIC.

## **7.10 Documents available for inspection**

The following documents are available for inspection during normal business hours at the registered office of the Company:

- (a) this Prospectus; and
- (b) the Constitution.

## **7.11 Determination by ASIC**

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Offer Securities.

## **7.12 Electronic Prospectus**

Pursuant to Regulatory Guide 107, electronic copies of disclosure documents are permitted where the electronic version is identical in format and content to the disclosure document lodged with ASIC, and contains the same information in the same sequence and with the same prominence, as the lodged disclosure document. If you have received an electronic copy of this Prospectus, please ensure that you have received the entire Prospectus accompanied by the Application. If you have not, please contact the Company and the Company will send to you, free of charge to you, either a hard copy or a further electronic copy of this Prospectus or both.

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

## 8. Authorisation

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This Prospectus is authorised by each of the Directors.

This Prospectus is signed for and on behalf of the Company, pursuant to a resolution of the Board, by:

A handwritten signature in blue ink, appearing to read 'Mike Ryan', with a stylized flourish at the end.

**Mike Ryan**, Chairman  
Dated: 22 December 2025

## 9. Glossary

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In this Prospectus, unless the context otherwise requires:

**\$** means Australian dollar.

**AEDT** means Australian Eastern Daylight Time.

**AGM** means the Company's annual general meeting on Friday, 28 November 2025.

**Applicant** means a person that is eligible to participate in an Offer and has not opted-out of the Offers.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited ABN 98 008 624 691 and where the context permits, the market operated by it.

**ASX Listing Rules** means the listing rules of the ASX.

**Attaching Option** means the Options issued on the terms outlined in Section 5.1 of this Prospectus.

**Attaching Option Exercise Notice** has the meaning given under Section 5.1(b)(iv) of this Prospectus.

**Attaching Option Exercise Price** has the meaning given under Section 5.1(b)(iii) of this Prospectus.

**Attaching Option Expiry Date** has the meaning given under Section 5.1(b)(ii) of this Prospectus.

**Bell Potter** means Bell Potter Securities Limited (ACN 006 390 772, AFSL 243480).

**Board** means the board of Directors.

**Business Day** means Monday to Friday inclusive, excluding public holidays in Victoria and any other day that ASX declares is not a trading day.

**Cann Group** means the Company and its subsidiaries.

**CHES** means ASX Clearing House Electronic Subregistry System.

**Closing Date** means the date referred to as such in the Indicative Timetable or such later date as determined by the Company.

**Company** or **Cann** means Cann Group Limited ACN 603 949 739.

**Constitution** means the constitution of the Company as at the Prospectus Date.

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

**Director** means a director of the Company.

**Eligible Optionholder** means a holder of an Attaching Option.

**Indicative Timetable** means the indicative timetable in Section 2 of this Prospectus.

**Lead Manager** means Bell Potter.

**Lead Manager Option** means the Options issued on the terms outlined in Section 5.2.

**Lead Manager Option Exercise Notice** has the meaning given under Section 5.2(b)(iv) of this Prospectus.

**Lead Manager Option Exercise Price** has the meaning given under Section 5.2(b)(iii) of this Prospectus.

**Lead Manager Option Expiry Date** has the meaning given under Section 5.2(b)(ii) of this Prospectus.

**Lead Manager Option Offer** means the offer to the Lead Manager to receive 29,723,666 Lead Manager Options.

**Lender** means the prominent Australian Private Credit Fund as described in the Company's ASX Announcement dated 27 October 2025.

**Lender Option** means the Options issued on the terms outlined in Section 5.3.

**Lender Option Exercise Notice** has the meaning given under Section 5.3(b)(iv) of this Prospectus.

**Lender Option Exercise Price** has the meaning given under Section 5.3(b)(iii) of this Prospectus.

**Lender Option Expiry Date** has the meaning given under Section 5.3(b)(ii) of this Prospectus

**Lender Option Offer** means the offer to the Lender to receive 63,439,600 Lender Options.

**Meeting** means the extraordinary general meeting of the Company to be convened on or around 23 December 2025.

**New Loan** means the loan to be established on or about Friday, 12 December 2025 with the Lender as originally described in the Company's ASX Announcement dated 27 October 2025 and within subsequent announcements by the Company.

**New Option** means the Lead Manager Options and Lender Options.

**Offers** means the SPP Options Offer, the Placement Options Offer, the SPP Shortfall Options Offer and the Piggyback Options Offer (or any of them, as the case requires).

**Offer Securities** means the Attaching Options, New Options and Piggyback Options.

**Opening Date** means the date referred to as such in the Indicative Timetable.

**Official Quotation** means official quotation on the ASX.

**Option** means an option to acquire a Share.

**Participant** or **Investor** means a person issued Shares under the Placement or the Offer, who satisfies the requirements of a sophisticated investor within the meaning of sections 708(8) of the Corporations Act.

**Piggyback Option** means the Options issued on the terms outlined in Section 5.2 of this Prospectus.

**Piggyback Option Exercise Notice** has the meaning given under Section 5.4(b)(iv) of this Prospectus.

**Piggyback Option Exercise Price** has the meaning given under Section 5.4(b)(iii) of this Prospectus.

**Piggyback Option Expiry Date** has the meaning given under Section 5.4(b)(ii) of this Prospectus.

**Piggyback Options Offer** means the offer to Eligible Optionholders to receive 1 Piggyback Option for nil consideration for every one (1) Attaching Option validly exercised.

**Placement** means the placement of approximately 565,217,391 Shares at 1.15 cents per Share to be issued to sophisticated and professional investors announced on 27 October 2025.

**Placement Options Offer** means the offer to Placement Participants to receive one (1) Attaching Option for every one (1) Share issued under the Placement.

**Placement Participants** means participants in the Placement.

**Prospectus** means this prospectus.

**Prospectus Date** means the date of this Prospectus.

**Quotation** means quotation of securities on the official list of ASX.

**Quotation Condition** means the condition contained in ASX Listing Rule 2.5, condition 6, which requires that there are at least 100,000 securities of a particular class and 50 holders of that class of securities with a marketable parcel (excluding restricted securities).

**Section** means a section of this Prospectus.

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

**Share Registry** means MUFG Corporate Markets (AU) Limited.

**Shareholder** means a registered holder of Shares.

**SPP Offer** means the share purchase plan undertaken by the Company and announced to the market on 27 October 2025.

**SPP Options Offer** means the offer to SPP Participants to receive one (1) Attaching Option for every one (1) Share issued under the SPP Offer.

**SPP Participant** means participants in the SPP Offer which includes SPP Shortfall Participants.

**SPP Share** means a new Share offered under the SPP Offer.

**SPP Shortfall Options Offer** means the offer of 15,000,000 Attaching Options to the SPP Shortfall Participants on the terms outlined in Section 3.4 of this Prospectus.

**SPP Shortfall Participants** means the participants engaged by Lead Manager.