

Entry into Deed of Company Arrangement

Sydney, Australia – 26 April 2024: The Deed Administrator of BOD Science Limited (Subject to a Deed of Company Arrangement) (ASX: BOD) ('BOD' or 'Company') announce that on 8 April 2024, creditors of BOD resolved to accept a Deed of Company Arrangement ('DOCA') as proposed by Biortica Agrimed Limited ('Biortica'). The DOCA was executed on 24 April 2024.

Further information on Biortica can be found at <https://biortica.com/>.

About BOD

BOD is a cannabis focused drug development and product innovation company, with a focus on progressing R&D and a deferred clinical trial pathway to commercialise and deliver premium, scientifically proven and trusted products for the consumer and medical markets. Further information can be found at <https://bodscience.com/>.

Voluntary administration

The Board of Directors on 29 November 2023 appointed Andrew Barnden and Brent Morgan (**Administrators**) of Rodgers Reidy as Joint and Several Administrators of BOD pursuant to section 436A of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The second meeting of creditors was held on 8 April 2024, at which creditors of BOD resolved to approve the DOCA proposal from Biortica.

DOCA entered into with Biortica

The Company has now entered into a DOCA with Biortica in accordance with that DOCA proposal. Pursuant to the DOCA, Andrew Barnden has been appointed administrator of the DOCA (**Deed Administrator**). The Deed Administrator is responsible for the administration of the DOCA.

A copy of the DOCA will be made available to creditors of the Company upon request to the Deed Administrator.

BOD will remain in suspension throughout the deed administration process.

Terms of the DOCA

As described in the Company's announcement on 27 March 2024, pursuant to the terms of the DOCA, Biortica has agreed to contribute \$380,000 (**Creditors Contribution**) to a deed fund and a proposal by which ultimately (although not part of the DOCA process), BOD Science will acquire the issued share capital in Biortica in consideration for the issue of shares in BOD Science to the shareholders and noteholders of Biortica (**Backdoor Listing**).

The Backdoor Listing is subject to:

- BOD Science entering into a share purchase agreement with ordinary shareholders of Biortica (**SPA**) as a condition precedent under the DOCA;
- the ASX confirming that Biortica has a structure and operations suitable of a company to be admitted to the official list of the ASX following the application for in-principle advice lodged with the ASX on 5 March 2024 (**ASX Application for In-Principle Advice**) as a condition to effectuation of the DOCA; and
- BOD Science, following effectuation of the DOCA, satisfying the re-compliance requirements with Chapter 1 and 2 of the ASX Listing Rules, including obtaining all necessary shareholder approvals.

Further ASX announcements will be issued by BOD Science following entry into the SPA and the provision by the ASX of its response to the Application for In-Principle Advice which, in the case of the latter announcement, will contain the information required by ASX Guidance Note 12.

This announcement has been approved by Andrew Barnden (Deed Administrator)

Ends

For further information please contact:

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Legal notice

This announcement may include forward-looking statements that relate to anticipated future events, financial performance, plans, strategies or business developments. Forward-looking statements can generally be identified by the use of words such as “may”, “will”, “expect”, “intend”, “plan”, “estimate”, “anticipate”, “outlook”, “forecast” and “guidance”, or other similar words. They may include, without limitation, statements regarding plans, strategies and objectives and anticipated business developments. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, levels of activity, performance or achievements to differ materially from any future results, levels of activity, performance or achievements expressed or implied by these forward-looking statements. Forward-looking statements are based on BOD’s good-faith assumptions as to the financial, market, regulatory and other considerations that exist and affect BOD’s business and operations in the future and there can be no assurance that any of the assumptions will prove to be correct. There may be other factors that could cause actual results or events not to be as anticipated, and many events are beyond the reasonable control of BOD. BOD’s actual results, performance or achievements may be materially different from those which may be expressed or implied by such statements, and the differences may be adverse. Accordingly, you should not place undue reliance on these forward-looking statements. Any forward-looking statements in this announcement are only made as at the date of this announcement and, to the maximum extent permitted by law, BOD disclaims any obligation or undertaking to update or revise any forward-looking statements or to advise of any change in assumptions on which any such statement is based.