

Elixinol Wellness Limited

ACN 621 479 794
(ASX code: EXL)

PROSPECTUS

2024 Share Purchase Plan Offer

For an offer to Eligible Shareholders to subscribe for up to approximately 111,111,111 New Shares at an issue price of \$0.0045 per New Share under a share purchase plan (SPP) together with 1 New Option for every 3 New Shares issued under the SPP to raise up to approximately \$500,000 before offer costs (SPP Offer) together with the offer of New Options in respect of the Placement.

The Offer is not underwritten.

Canaccord Genuity has been appointed as Lead Manager for the Offer.

IMPORTANT NOTICE

This document is important and should be read in its entirety.

If, after reading this Prospectus, you have any questions about the Offer Securities being offered under this Prospectus or any other matter relating to the Offer, then you should consult your professional adviser. An investment in the Offer Securities offered by this Prospectus should be considered speculative.

This Prospectus may not be released to US wire services or distributed in the United States except by the Company to a limited number of shareholders who are employees of the Company or "accredited investors" (as defined in Rule 501(a) under the US Securities Act).

This Prospectus has also been prepared in accordance with Section 713 of the Corporations Act.

IMPORTANT NOTICE

1. Prospectus

This Prospectus is dated **7 October 2024**. A copy of this Prospectus has been lodged with ASIC on that date. ASIC and its officers take no responsibility for the contents of this Prospectus. No Offer Securities will be issued or allotted on the basis of this Prospectus later than 13 months after the date of this Prospectus (**Expiry Date**).

This Prospectus is a transactional specific prospectus for offers of continuously quoted securities (being the New Shares under the Offer) and New Options and has been prepared in accordance with section 713 of the Corporations Act.

This Prospectus does not contain the same level of disclosure as an initial public offering prospectus prepared pursuant to Section 710 of the Corporations Act. In making representations in this Prospectus, regard has been made to the fact that Elixinol Wellness Limited (**EXL** or 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 whom potential investors may consult. Further information is provided in Section 7 of this Prospectus. 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.

The Company will apply to ASX within 7 days of the date of this Prospectus for quotation of the New Shares offered under this Prospectus. Application will be made to the ASX for the listing of all New Options as a separate class of securities tradeable on the ASX. The ASX takes no responsibility for the contents of this Prospectus. The fact that ASX may quote the New Shares is not to be taken in any way as an indication of the merits of the Company.

Applications for New Shares and New Options offered pursuant to this Prospectus can only be accepted by Eligible Shareholders and only in accordance with the applicable Application Form. If you are in any doubt about the contents of this document, you should obtain independent professional advice.

2. Applications

Applications for New Shares by Eligible Shareholders can only be made by payment via Bpay® or EFT in accordance with instructions contained in Application Form, as further described herein. Each Eligible Shareholder's Application Form confirms that Eligible Shareholder's entitlement to participate in the Offer.

3. Disclaimer

The information contained in this Prospectus is not investment advice. Before deciding to invest in the Company, you should read and understand the entire Prospectus and, in particular, in considering the Company's prospects, you should consider the risk factors that could affect the Company's performance. You should carefully consider these

risk factors in Section 6 in the light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. Investing in the Company involves risks.

None of the Company, the Directors or any other person gives any guarantee as to the success of the Company, the repayment of capital, the payment of dividends, the future value of the Offer Securities or the price at which the New Shares will trade on the ASX.

Any references to past performance of the Company is no guarantee of future performance.

4. No Representations other than this Prospectus

No person or entity is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus or has not been released to ASX with the authorisation of the Company. No person named in this Prospectus, nor any other person, guarantees the performance of the Company, the repayment of capital by the Company or the payment of a return on the New Shares. You should rely only on information contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company or the Directors.

The Application Forms accompanying this Prospectus are important. Please refer to the instructions in Section 4 of this Prospectus regarding acceptance of the Offer.

5. Forward looking information

Some of the statements appearing in this Prospectus may be in the nature of forward looking statements, including statements of current intention, statements of opinion and predictions as to possible future events. You should be aware that such statements are not statements of fact and there can be no certainty of outcome in relation to the matters to which the statements relate.

Forward looking statements are subject to many inherent risks and uncertainties before actual outcomes are achieved. Those risks and uncertainties include factors and risks specific to the industry in which the Company operates as well as general economic conditions, interest rates, exchange rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement and any variation may be materially positive or negative. Forward looking information (including forecast financial information) is subject to uncertainty and contingencies, many of which are outside the control of the Company.

6. Past performance

Investors should note that the Company's past performance, including Share price performance,

provides no guarantee or guidance as to future Share price performance.

Any past performance and pro forma financial information given in this Prospectus is provided for illustrative purposes only and should not be relied upon as (and is not) an indication of the Company's view of its future performance, including the Company's future financial position or Share price performance. Investors should note that the pro-forma financial information has not been audited and is based on management estimates and not on financial statements prepared in accordance with applicable statutory requirements. Accordingly, investors should treat this information with appropriate caution.

7. No cooling off rights apply to this Offer

Cooling off rights do not apply to an investment pursuant to the Offer. This means that, in most circumstances, you cannot withdraw your Application Form once it has been lodged.

8. Offer Restrictions on Distribution

This Prospectus does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation.

No action has been taken to lodge this Prospectus in any jurisdiction outside of Australia or to otherwise permit a public offering of New Shares or New Options in any jurisdiction outside of Australia.

In particular, the Offer Securities have not been, and will not be, registered under the US Securities Act and may only be offered and sold in the United States in accordance with an available exemption from registration under the US Securities Act and applicable US state securities laws. See Sections 2.14 - 2.15 for further information on international offer restrictions.

It is the responsibility of any Applicant to ensure compliance with any laws of a country relevant to their application. Payment of the Application Monies will be taken by the Company as a representation that the Applicant is an Eligible Shareholder.

9. Target Market Determination

In accordance with the obligations under the Corporations Act, the Company has determined the target market for the Offer of the New Shares and the New Options under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determinations (**TMD**) as set out on the Company's website (<https://elixinolwellness.com/>). By making application under the Offer, you warrant that you have read and understood the applicable TMD and that you fall within the target market set out in that TMD.

10. Prospectus availability

Those investors who receive this Prospectus electronically are advised that the issue of securities under this Prospectus is only available to persons receiving the prospectus (in hard copy form or downloaded from the ASX website) in

accordance with the distribution restrictions described in item 8 above. The information on the Company's website does not form part of this Prospectus.

A paper copy of this Prospectus may be obtained free of charge from the Company or downloaded from the ASX website. The information on the ASX website or the Company's website do not form part of this Prospectus. A personalised Application Form will be despatched to Eligible Shareholders in accordance with their recorded mailing preferences and shareholders simply need to make payment as per section 4.2 of this Prospectus to participate in the Offer. Those who access the electronic version of this Prospectus should ensure they download and read the entire Prospectus. The electronic version of the Prospectus on the Company's website will not include a personalised Application Form.

11. Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables are based on information available at the date of this Prospectus.

12. Enquiries

Before making a decision about investing in the Offer, you should seek advice from your stockbroker, accountant, financial adviser, taxation adviser or other independent professional adviser to determine whether it meets your objectives, financial situation and needs. If you have any questions on how to take up the New Shares offered to you under the Offer, please call the General Information Line between the hours of 8.30am and 7.00pm, Sydney time Monday to Friday.

13. Definitions and glossary, financial amounts and time

Definitions of certain terms used in this Prospectus are contained in Section 9. Unless otherwise indicated, all references to currency are to Australian dollars and all references to time are to Sydney, NSW, Australia time.

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Key SPP Offer details

Key details of the Offer	
SPP Offer to Eligible Shareholders	A minimum of \$2,500 and up to \$30,000 worth of New Shares per Eligible Shareholder together with 1 New Option for every 3 New Shares issued under the SPP Offer.
Issue Price per New Share	\$0.0045 per New Share payable in full on Application
Intended Maximum number of New Shares issued under the SPP Offer*	111,111,111 New Shares
Intended Maximum number of New Options issued under the SPP Offer*	37,037,037 New Options
Maximum number of New Shares issued under the Placement (approximately)	244,444,444 New Shares
Maximum number of New Options issued under the Placement (approximately)	81,481,481 New Options
Maximum proceeds from the SPP Offer (excluding costs associated with the Offer)	Approximately \$500,000 (before expenses and costs of the issue)
Maximum number of Shares* on issue following the Offer (including the Placement Shares and consideration shares for Healthy Chef acquisition*)	1,776,737,880 Shares

Important Note: The Company is intending to seek shareholder approval for proposed 1: 8 consolidation. This will be considered at the same time as shareholder approval for the SPP allotment. If approved all share and option numbers (both existing and new) will be consolidated on the same basis.

Important Dates for SPP Offer

Event	Date
Record Date for eligibility to participate in SPP	7.00pm (Sydney time) Wednesday 2 October 2024
Announcement Date	Thursday 3 October 2024
Prospectus despatched / Opening Date	Thursday 10 October 2024
Issue of Placement Shares and New Options under the Placement	Thursday 10 October 2024
Closing Date	Friday 25 October 2024
Announcement of results of SPP Offer	Tuesday 29 October 2024
Issue of the New Shares and New Options under SPP Offer*	Thursday 21 November 2024
Despatch of holding statements for New Shares and New Options issued under SPP Offer*	Friday 22 November 2024

Notes:

*Subject to Shareholder Approval (including possible consolidation)

The above dates relate to the SPP Offer, are indicative only and subject to change. All dates and times referenced are Sydney time. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend these dates without prior notice including extending the last date for receipt of Application Forms, or to delay or withdraw the Offer at any time without prior notice. If withdrawn, all Application Monies for New Shares which have not been issued will be refunded (without interest) as soon as practicable.

Letter from the Chair

Dear Shareholder

Opportunity to participate in the Company's Share Purchase Plan

On behalf of the board of directors (**Board**) of **Elixinol Wellness Limited** ACN 621 479 794 (ASX code: EXL) (**Company** or **Elixinol**), I am pleased to offer Eligible Shareholders the opportunity to participate in the Company's 2024 share purchase plan (**SPP** or **Share Purchase Plan**).

As announced on 3 October 2024, the Company has received aggregate subscription commitments from new and existing institutional and sophisticated investors to subscribe for up to approximately 244,444,444 new fully paid ordinary shares in the capital of the Company at an issue price of \$0.0045 per share to raise up to approximately \$1.1 million before costs (**Placement**), for which each subscriber will receive 1 New Option for every 3 New Shares issued under the Placement (**Placement Options**).

The Company also wishes to offer our shareholders the opportunity under the SPP (**SPP Offer**) to subscribe for Shares in the Company at the same offer price as applicable under the Placement and to receive 1 New Option for every 3 New Shares issued under the SPP, on the same terms as the Placement Options (**SPP Options** or **New Options**). The SPP Offer gives Eligible Shareholders the opportunity to subscribe for up to \$30,000 worth of new fully paid ordinary shares in the Company (**SPP Shares** or **New Shares**) at an issue price of \$0.0045 per New Share, in parcel sizes of \$2,500, \$5,000, \$10,000, \$15,000 or \$30,000, subject to the Company's allocation policy, without incurring any brokerage or transaction costs. The SPP Offer has a maximum raise of \$500,000 (**Maximum Raise**).

The Company will seek to list the Placement Options and SPP Options under the same existing class of listed options (ASX:EXLO) on the ASX. The Offer is not underwritten, but Canaccord Genuity has been appointed as Lead Manager for the SPP Offer and Placement.

There are substantial risks in investment in the Company and as such Shareholders should carefully consider in detail the summary of current investment risks contained in Section 6 of this Prospectus. The funds from the Offer and the Placement are to be applied to the Company's acquisition of the assets of The Healthy Chef Pty Ltd, Healthy Chef Stock & Research Development, and EHealth And Wellbeing Pty Ltd as announced to ASX on 3 October 2024, for general working capital and near-term growth initiatives, as further detailed in section 2.5 of this Prospectus.

As a Board, we welcome the participation of existing Shareholders in the SPP Offer set out in this Prospectus and appreciate your ongoing support. A copy this Prospectus has been lodged with ASIC and the ASX and can be accessed on the ASX website or via the Company's website: <https://elixinolwellness.com/>.

On behalf of the Board, I thank you for your continued support of the Company and invite you to consider participating in the Offer.

Yours sincerely



David Fenlon
Non-Executive Chair
Elixinol Wellness Limited

1. SPP OFFER OVERVIEW

1.1 Overview of the SPP Offer

This Section is not intended to provide full information for investors intending to apply for New Shares and New Options offered pursuant to this Prospectus. This Prospectus and all its Sections should be read and considered in their entirety.

Question	Response	Where to find more information
What is the SPP Offer?	An offer of New Shares under a share purchase plan plus at no additional cost accompanying New Options.	Section 2.1
What are the terms of the SPP Offer?	Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares (in parcel sizes of \$2,500, \$5,000, \$10,000, \$15,000 or \$30,000), at an issue price of \$0.0045 per Share, plus the issue to subscribers of 1 New Option for every 3 New Shares subscribed and issued under the SPP Offer. Any resulting fractional entitlements to a New Option will be rounded down to the nearest whole number of New Options.	Section 2.1
Impact of possible consolidation	Please note the Company is intending to seek shareholder approval for a proposed 1 new share for each existing 8 shares on issue (with corresponding consolidation of its options). Where approved the New Shares and New Options offered under this Prospectus would be consolidated in the same manner (in accordance with the shareholder approval and the ASX listing rules).	Section 2.2
Can I sell or transfer my entitlements?	No, the SPP Offer is non-renounceable and accordingly, you cannot offer to sell or transfer any of your entitlement on ASX or via an off-market transfer.	Section 2.7
Am I an Eligible Shareholder?	The SPP Offer is made to Eligible Shareholders only. Eligible Shareholders are those Shareholders who are the registered holder of Shares as at 7.00 pm Sydney time on 2 October 2024 with a registered address in Australia or New Zealand.	Section 2.2
How will the New Shares be allocated?	The Company aims to raise up to \$500,000 under this Prospectus. The Company reserves the right to scale back or refuse applications under the Offer at its absolute discretion. Any determination by the Board will be final.	Sections 2.8 and 2.9

Question	Response	Where to find more information
<p>Is there a minimum or maximum subscription amount?</p>	<p>There is no minimum aggregate subscription amount across the Offer, but there is a minimum parcel size for each Eligible Shareholder accepting the SPP Offer of \$2,500 per Offer.</p> <p>The maximum subscription amount which may be received by the Company under this Prospectus is \$500,000 (being the Maximum Raise).</p>	<p>Section 2.4</p>
<p>Is the Offer underwritten?</p>	<p>No, the Offer is not underwritten, but Canaccord Genuity has been appointed as Lead Manager to the Offer.</p>	<p>Section 2.11</p>
<p>How do the New Shares rank in comparison to existing Shares?</p>	<p>All New Shares issued under the Offer will rank equally in all respects with existing Shares from the date of their issue. Application will be made to the ASX for the listing of all New Options under the same existing class of listed options (ASX:EXLO) tradeable on the ASX.</p>	<p>Sections 2.17 and 5.1</p>
<p>Do I have to participate?</p>	<p>No. Participation in the SPP Offer is entirely voluntary. If you do not wish to participate in the SPP Offer, do nothing.</p>	<p>Sections 4.1</p>
<p>What will be the effect of the Offer on control?</p>	<p>The effect of the Offer on the control of the Company will vary with the level of New Shares taken up by Eligible Shareholders under the Offer. The Board will not allocate any New Shares such that such an allocation would result in a Shareholder having an interest in the Company exceeding 19.9% on completion of the Offer.</p>	<p>Section 3.2</p>
<p>How do I apply for New Shares under the SPP Offer?</p>	<p>Eligible Shareholders can apply for New Shares (and accompanying New Options) under the SPP Offer by simply making payment via BPAY® online or by EFT, using the payment details and instructions included on your SPP Application Form (the Application Form does not need to be returned). If New Zealand Shareholders are unable to pay via BPAY®, they must make payment via EFT in accordance with section 4.2.</p>	<p>Section 4.2(a)</p>
<p>How can I obtain further information</p>	<p>Contact the General Information Line Monday to Friday between the hours of 8.30am and 7.00pm, Sydney time. For advice, actively consult your broker, accountant or other professional adviser.</p>	
<p>Risk Factors</p>	<p>There are many risks associated with an investment</p>	<p>Section 6</p>

Question	Response	Where to find more information
	<p>in the Company, including relating to the Company's business, its regulatory environment and its financial requirements generally. These risks will in part turn upon the Company's ability to:</p> <ul style="list-style-type: none"> • completion and integration of The Health Chef business (see EXL ASX announcement of 3 October 2024) into the Company's group; • ensure distribution and growth of the Company's product range; • manage capital expenditure in producing and marketing the products; and • ensure customer acceptance of the products. <p>There may be other risks which the Directors and/or management of the Company are unaware which may impact upon the Company, its operations and/or the value and performance of the New Shares and the Company generally. Refer to Section 6 for a more detailed description of some of these Risk Factors.</p>	

1.2 Overview of the Placement Options Offer

This Section provides summary information in relation to the Placement Options which are to be issued to those that participated in the Placement. It is not intended to provide full information for investors intending to apply for Placement Options offered pursuant to this Prospectus. This Prospectus and all its Sections should be read and considered in their entirety.

Question	Response
<p>What is the Placement Options Offer?</p>	<p>The Placement Options Offer provides participants in the Placement with the opportunity to acquire 1 New Option for every 3 Shares issued to that participant under the Placement, free of brokerage or other transaction costs.</p>
<p>What is the offer price for the Placement Options Offer?</p>	<p>The Placement Options will be issued for nil consideration.</p>
<p>Am I eligible to participate in the Placement Options Offer?</p>	<p>Only participants in the Placement are entitled to participate in the Placement Options Offer.</p>
<p>How many Placement Options will I receive if I participate in the</p>	<p>You may apply for 1 Placement Option for every 3 Placement Shares issued to you under the Placement.</p>

Question	Response
Placement Options Offer?	
What are the terms of the Placement Options Offer?	Each Placement Option is offered for free and is exercisable at \$0.0075 until their expiry date of 22 March 2027. The full terms of the Placement Options are set out in Annexure A.
Can I sell or transfer my entitlements?	No, the Placement Options Offer is non-renounceable and only available to subscribers for the Placement Shares.
How do I participate in the Placement Offer?	Complete and return the Placement Options Application Form so that your form is received by the Lead Manager before 5.00pm Sydney time on 9 October 2024.
When will I receive my Placement Options?	Placement Options are expected to be issued to successful participants in the Placement Offer on 10 October 2024. Holding statements are expected to be sent to successful Applicants shortly after the issue of the Placement Options.
Can I trade my Placement Options on the ASX?	Yes, application will be made to the ASX for the listing of the Placement Options under the same existing class of listed options (ASX:EXLO) on the ASX.

2. DETAILS OF THE SPP OFFER

2.1 SPP Offer

The share purchase plan offer (**SPP Offer**) is an offer to each Eligible Shareholder to apply for up to \$30,000 worth of fully paid ordinary shares in the Company at an issue price of A\$0.0045 per New Share (being up to 6,666,666 New Shares per Eligible Shareholder), to raise up to a total of \$1 million before costs (**Maximum Raise**). Applications can only be made in parcel sizes of \$2,500, \$5,000, \$10,000, \$15,000 or \$30,000.

For every 3 New Shares subscribed and issued under the SPP Offer, at no additional cost the subscriber will also receive 1 New Option. Eligible Shareholders may apply for New Shares under the SPP Offer but are not required to do so. Any resulting fractional entitlements to a New Option will be rounded down to the nearest whole number of New Options. The Company will make application for official quotation by ASX of New Options under the same existing class of listed options (ASX:EXLO) within the time limits prescribed by the ASX Listing Rules.

In certain circumstances, a listed company may undertake a SPP in accordance with *ASIC Corporations (Share and Interest Purchase Plan) Instrument 2019/547 (Class Order)*. The Class Order allows a company to conduct a SPP without the use of a prospectus. However, due to the fact that this SPP Offer includes both New Shares and New Options, the Company is unable to rely on the disclosure relief granted by the Class Order and therefore it is undertaking the SPP Offer under this transaction specific prospectus pursuant to section 713 of the Corporations Act. The SPP Offer is subject to shareholder approval to be sought as soon as practicable after the issue of this Prospectus (**EGM Meeting**).

The Company has capacity to issue the Placement Shares and Placement Options under the ASX Listing Rules 7.1 and 7.1A, without the need to obtain prior Shareholder Approval. The Company is convening a meeting of shareholders as soon as reasonably practical to seek shareholder approval of the issue of the New Shares and New Options under the SPP Offer as described in Section 7.8 of this Prospectus.

The Directors reserve the right to issue New Shares (and accompanying New Options) under the SPP Offer (once Shareholder Approval is obtained) at their absolute discretion and may issue to an applicant a scaled back, lesser number of, or no New Shares (and accompanying New Options) than the number for which the applicant applies pursuant to their Application Form. If the number of New Shares (and accompanying New Options) issued under the SPP Offer is less than the number applied for, surplus Application Monies will be refunded in full. Interest will not be paid on Application Monies refunded.

2.2 Proposed EXL issued capital consolidation

The Company on 7 October 2024 announced that it intends to seek shareholder approval for a proposed consolidation of its issued share capital on the basis of 1 new share for each existing 8 issued shares as at the record date for the consolidation. This proposed consolidation will be included in the notice for the EGM Meeting (which is to seek approval of this SPP Offer).

Where approved the New Shares and New Options offered under this Prospectus would be consolidated in the same manner (in accordance with the shareholder approval and the ASX listing rules).

2.3 Eligible Shareholders under the SPP Offer

Eligible Shareholders under the SPP Offer are those holders of Shares who:

- are registered as a holder of Shares as at the Record Date; and
- have an address on the Company's share register in Australia or New Zealand.

Shareholders who do not satisfy each of the above-mentioned criteria are Ineligible Foreign Shareholders. All Ineligible Foreign Shareholders will be sent a letter advising of their inability to participate in the SPP Offer.

The Company, in its absolute discretion, reserves the right to determine whether a Shareholder is an Eligible Shareholder and is therefore able to participate in the Offer, or an Ineligible Foreign Shareholder and is therefore unable to participate in the SPP Offer. The Company disclaims all liability to the maximum extent permitted by law in respect of any determination as to whether a Shareholder is an Eligible Shareholder or an Ineligible Foreign Shareholder.

The entitlement of Eligible Shareholders to participate in the Offer has been determined on the Record Date.

2.4 Size of the SPP Offer

As at the date of this Prospectus, the Company has on issue 1,321,182,325 Shares, 632,871,679 listed options, 134,819,446 unlisted options and 40,947,958 performance rights.

Up to 111,111,111 New Shares under the SPP Offer (plus up to 37,037,037 accompanying New Options at no extra cost) will be offered under the SPP Offer to raise up to approximately \$500,000 before the expenses of the Offer are taken into account.

There is no minimum aggregate amount of capital that must be subscribed under the Offer before the New Shares and New Options are issued - however in respect of the Offer there is an individual minimum parcel size for applications of \$2,500 and a maximum parcel size of \$30,000 under the SPP Offer.

After Shareholder Approval is obtained, the Company may use the subscription funds irrespective of the aggregate amount of capital raised under the SPP – ie there is no minimum aggregate subscription.

Up to approximately 244,444,444 New Shares and 81,481,481 New Options will be issued under the Placement. A further 100,000,000 New Shares will be issued as consideration under the Healthy Chef acquisition (subject to Shareholder approval) as announced to ASX on 3 October 2024.

On completion of the SPP Offer, the Placement and issue of the consideration shares under the Healthy Chef acquisition (if approved by Shareholders) the Company will have on issue up to approximately 1,776,737,880 Shares and 751,390,197 listed options, 134,819,446 unlisted options and 40,947,958 performance rights.

In addition, a maximum of approximately 37,037,037 further Shares would be issued upon the exercise of all New Options issued under the SPP Offer (assuming all 111,111,111 New Shares are issued under the SPP) and approximately 81,481,481 further Shares would be issued upon the exercise of all New Options issued under the Placement and payment of the applicable exercise price amounts.

2.5 Use of Funds

Where the SPP Offer is fully subscribed (before the payment of costs associated with the Offer, excluding cash from the exercise of any New Options and assuming Shareholder

Approval is obtained), and when combined with funds raised under the Placement, there will be an increase in cash in hand of the Company of up to approximately \$1,600,000. No funds will be raised by the issue of the New Options. If the Company raises approximately \$1,600,000 from the Offer and Placement, it is currently proposed that the Company will use those funds, as follows:

Description	*Maximum \$Amount (inc. \$1.1m Placement funds)
Acquisition of The Healthy Chef business As announced on 3 October 2024, the purchase price of The Healthy Chef business includes an upfront cash payment of \$600,000 at the closing of the proposed transaction	\$600,000
General working capital and near-term growth initiatives	\$815,000
Advisors/ Legal Fees	\$125,000
Costs of the Offer and the Placement	\$60,000
Funds raised under the Offer and the Placement	\$1,600,000

**Where less than the maximum amount of \$1,600,000 million (approximately) is raised under the Offer and Placement, the Company will apply the funds raised for acquisition of The Healthy Chef business, general working capital and near-term growth initiatives and costs of the Offer and the Placement as indicated in the relative proportions under the 'Maximum \$Amount' column above.*

2.6 Opening and Closing Date for SPP Offer

The SPP Offer will open for receipt of acceptances on 10 October 2024. The Closing Date for Applications to be made under the SPP Offer is 5.00pm (Sydney time) on 25 October 2024.

The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the last date for receipt of Applications Forms (or applicable payment), or to delay or withdraw the Offer at any time without prior notice. Where the Offer is withdrawn, all Application Monies will be refunded (without interest) as soon as practicable by cheque to your registered address as noted on the Company's Share Registry.

Any extension of the Closing Date will have a consequential effect on the issue date of New Shares and New Options.

2.7 No transfer of entitlements under the SPP Offer

The SPP Offer is non-renounceable and therefore Eligible Shareholders cannot offer to sell or transfer any of their entitlement to participate in the SPP Offer on ASX or via an off-market transfer (or any other exchange or privately transferred).

If New Shares are issued under the SPP Offer, Eligible Shareholders who do not take up their entitlement under the SPP Offer in full will have their percentage interest in the Company diluted as compared to that percentage as at the date the SPP Offer made.

2.8 Scale back

The Company intends to raise up to \$500,000 under the SPP Offer. If applications for more than the Maximum Raise are received before the Closing Date, the Company may scale back applications at its sole discretion and in the manner it sees fit.

Applications under the SPP Offer will be allocated at the absolute discretion of the Company and the final allocation decision will be at the sole discretion of the Board.

If the scale back produces a fractional number of New Shares when applied to your parcel, the number of New Shares you will be allocated will be rounded down to the nearest whole number of New Shares. If the Company scales back an application, the Company will promptly return to the Shareholder the relevant Application Monies, without interest, following allotment of the New Shares.

2.9 Allotment under SPP Offer

Assuming Shareholder Approval is secured, the Company expects that it will allot the New Shares and New Options under the SPP Offer (subject to Shareholder Approval) on or around 21 November 2024.

Pending the issue of the New Shares or payment of refunds pursuant to this Prospectus, all Application Monies will be held by the Company in trust for the Applicants in a separate bank account as required by the Corporations Act. The Directors reserve the right to reject any application or to allocate any Applicant fewer New Shares and New Options than the number applied for.

Where the number of New Shares / New Options issued to a particular Applicant is less than the number they applied for, or when no issue is made, surplus Application Monies will be refunded without any interest to the Applicant as soon as practicable after the close of the relevant Offer. The Company will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest.

The Company's decision on the number of New Shares and New Options to be issued to an Applicant will be final.

2.10 No cooling off rights

Cooling off rights do not apply to an investment in New Shares / New Options. You cannot withdraw your Application once it has been received.

2.11 No Underwriting

The Offer is not underwritten and therefore no guarantee of the amount which may be raised for the SPP Offer under this Prospectus. However, Canaccord Genuity has been appointed by the Company as Lead Manager to the SPP Offer.

2.12 ASX Listing

Application for official quotation by ASX of the New Shares and (in the same existing class of listed options) the New Options offered under this Prospectus will be made within seven days of the date of this Prospectus. If either of the New Shares or New Options is not quoted by ASX within 3 months after the date of this Prospectus, the Company will not issue those New Shares and or New Options (for which quotation was not obtained, as the case may be) and all Application Monies received (with respect to the unquoted securities, if any) will be refunded (without interest) in full to the Applicants.

The fact that ASX may grant official quotation to the New Shares and the New Options is not to be taken in any way as an indication of the merits of the Company or the New Shares. Neither ASX nor any of its officers accepts or takes any responsibility for the contents of this Prospectus.

Subject to obtaining Shareholder Approval, it is expected that normal trading on ASX will commence in relation to New Shares and New Options issued under the SPP Offer on or around 22 November 2024.

2.13 CHESS

The Company will apply to ASX to participate in CHESS for those Shareholders who have, or wish to have, a sponsoring stockbroker. Shareholders who do not wish to participate through CHESS 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.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, Shareholders will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares and New Options allotted to them under this Prospectus. The notice will also advise Shareholders of their Holder Identification Number (HIN) and explain, for future reference, the sale and purchase procedures for the New Shares under CHESS and issuer sponsorship.

Further monthly statements will be provided to Shareholders if there have been any changes in their interest in the Company during the preceding month.

2.14 Ineligible Foreign Shareholders

The Company has decided that it is unreasonable to make the Offer to any Shareholder with a registered address outside the Exempt Jurisdictions (**Ineligible Foreign Shareholder**), having regard to:

- a) the number of Shareholders with addresses in such other countries as a proportion of total Shareholders in the Company;
- b) the number and value of the New Shares and New Options those Shareholders would be offered under the SPP Offer; and
- c) the cost to the Company of complying with applicable legal and regulatory requirements in such other countries.

To the extent that there are any Ineligible Foreign Shareholders registered at the Record Date, the Company will send details of the SPP Offer to each Ineligible Foreign Shareholder and advise each Ineligible Shareholder that they will not be offered New Shares and New Options under the SPP Offer.

2.15 Overseas shareholders

The SPP Offer does not, and is not intended to, constitute an offer of New Shares, New Options or any other 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.

New Zealand

The New Shares are not being offered 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 these securities is being made in reliance on the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand)*. In addition, for Eligible Shareholders who subscribe for New Shares, the Company will issue New Options for no consideration.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013 (New Zealand)*. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

United States

The New Shares and the New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may only be offered, sold or resold in, or to persons in, the United States in accordance with an available exemption from registration requirements of the US Securities Act and applicable US state securities laws.

Any person in the United States or any person that is acting for the account or benefit of a U.S. person with a holding through a nominee may not participate in the SPP Offer and the nominee must not take up any Entitlement or send any materials into the United States or to any person that is, or is acting for the account or benefit of, a U.S. person.

2.16 Custodians

Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed. The SPP Offer is being made to all Eligible Shareholders. The Company is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any underlying beneficial owners / holder (**UBH**) of Shares.

The SPP Offer will be available to the UBH of custodians / nominees to the extent the UBH is (i) resident in Australia or New Zealand; or (ii) is in such other jurisdiction as the Company may determine is permissible taking into account applicable laws. Due to legal restrictions, nominees and custodians may not send this Prospectus to any person outside Australia or New Zealand who is not permitted to participate in the Offer in accordance with the preceding sentence.

Each custodian or nominee who is applying for SPP Shares on behalf of their individual UBH will need to submit a schedule showing the amount of New Shares being applied for in respect of each UBH.

In respect of nominees, trustees or custodians acting on behalf of UBHs, the foreign restrictions under the offer will be applied at the registered address of the Custodian. This will be irrespective of whether the holder is an institutional or sophisticated investor.

Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how to proceed. The Offer is being made to all Eligible Shareholders. The Company is not required to determine whether or not any Eligible Shareholder is acting as a nominee or the identity or residence of any beneficial owners of Shares.

2.17 Rights and liability attaching to New Shares / New Options

The New Shares issued under the Offer will be on a fully paid basis and will rank equally in all respects with existing Shares. Full details of the rights and liabilities attaching to

Shares are set out in the Company's constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

You may also contact the Company's Share Registry on the General Information Line between the hours of 8.30am and 7.00pm, Sydney time Monday to Friday to request a copy of the Company's constitution. A summary of the important rights attaching to the New Shares is contained in Section 5.1 of this Prospectus. The terms and conditions of the New Options are described in Annexure A to this Prospectus and are otherwise subject to the ASX Listing Rules. The Company will be making application for quotation of the New Shares and the New Options.

2.18 Brokerage and Stamp Duty Costs

No brokerage or stamp duty is payable by Eligible Shareholders on the issue of New Shares or New Options under this Prospectus.

2.19 Risks

There are a number of risks associated with an investment in New Shares and New Options in the Company. A brief overview of some of the key risks is outlined in Section 6. Failing to take up New Shares and New Options means that that Eligible Shareholders could be diluted (and significantly, depending upon their holding size) as a result of the issue of the New Shares and New Options to other Shareholders under the Offer.

An investment in the Company carries certain risks that may impact on the future profitability of the Company and the value of the Company's securities. The Offer Securities should be considered speculative. The Directors recommend that potential investors carefully consider this Prospectus and consult their professional advisors before deciding whether to apply for New Shares pursuant to this Prospectus.

Some of the key risk factors affecting an investment in the Company are discussed in Section 6 of this Prospectus.

3. EFFECT OF THE OFFER

3.1 Effect of the SPP Offer on the capital structure of the Company

The total number of New Shares that may be issued under the Offer (the exact number depends on the level of acceptances), if the Maximum Raise is achieved and if Shareholder Approval (for the SPP Shares and SPP Options) is obtained, will be up to approximately 111,111,111 New Shares.

The table below sets out, for illustrative purposes only, the existing Share capital structure (before the SPP Offer) together with the impact of the issue of the New Shares under the SPP Offer. It assumes that no existing options are exercised prior to the Record Date and that all New Shares are issued under the SPP Offer and that Shareholder Approval is obtained.

Securities	Number of Shares	Number of Options
Existing Shares as at date of the Offer	1,321,182,325	
Existing listed options as at date of the Offer		632,871,679
Existing unlisted options as at the date of the Offer		134,819,446
Maximum number of New Shares issued under the SPP Offer (approximately) (excluding any shares to issue upon the exercise of the New Options)	111,111,111	
New Options (assuming the maximum number of New Shares are issued under the Offer)		37,037,037
Maximum number of new Placement Shares (approximate)	244,444,444	
Maximum number of new Placement Options (approximate)		81,481,481
Consideration shares to be issued under Healthy Chef acquisition (subject to Shareholder approval)	100,000,000	
Total issued Shares and Options (listed and unlisted) following completion of the SPP Offer, Placement and Healthy Chef acquisition (approximate)	1,776,737,880	886,209,643

The effect of the Offer, if the Maximum Raise is achieved and Shareholder Approval (for the SPP Shares and SPP Options) is obtained, will be to increase the number of Shares on issue in the Company and increase the cash held by the Company (before taking into account the expenses of the Offer) by up to approximately \$500,000, and together with the issue of the New Placement Shares, a total increase of approximately \$1.6 million in cash. The anticipated expenses of the Offer are described in Section 7.11.

Please note that on 7 October 2024 the Company announced that it intends to seek shareholder approval for a proposed consolidation of its issued share capital on the basis of 1 new share for each existing 8 issued shares as at the record date for the consolidation. Where approved the New Shares and New Options offered under this Prospectus would be consolidated in the same manner (in accordance with the shareholder approval and the ASX listing rules).

3.2 Potential effect on control of the Company

The potential effect the Offer will have on the control of the Company, and the consequences of that effect, will depend on several factors, including Eligible Shareholder and investor demand.

The potential effect of the Offer on the control of the Company includes:

- a) If some Eligible Shareholders do not take up the SPP Offer, then the interests of those Eligible Shareholders will be diluted more than the interests of those Eligible Shareholders who do take up the SPP Offer;
- b) The proportional interests of Ineligible Foreign Shareholders may be diluted because those Ineligible Foreign Shareholders are not entitled to participate in the SPP Offer.

3.3 Market Price of Shares

The highest and lowest closing market prices of the Shares on ASX during the 3 months of trading preceding the Record Date and the respective dates of those sales, are:

Highest:	\$0.005 last recorded on 2 October 2024*
Lowest:	\$0.003 last recorded on 12 September 2024*

**The highest and lowest share prices were reached multiple times during the 3 months of trading preceding the Record Date.*

The volume weighted average sale price on ASX of the Shares during the 90 days immediately preceding the date of lodgement of this Prospectus with ASIC (**VWAP**) (which includes the effect of the announcement of the pricing of the Offer and Placement), is \$0.00376.

The Offer Price represents a discount of:

- 10.0% to the Company's closing price on Monday, 1 October 2024 of \$0.005;
- 8.7% to the Company's 5 day VWAP of \$0.00493; and
- 8.0% to the Company's 15 day VWAP of \$0.00489.

3.4 Impact of change in ASX Market price

The market price of the Company's Shares on the ASX may change between the date of this Prospectus and the date of issue of Shares under the Offer.

If there is a decrease in that market price, this will result in a corresponding proportionate decrease in the market value of Shares issued to the Applicant. If there is an increase in that market price, this will result in a corresponding proportionate increase in the market value of Shares issued to the Applicant.

However, any increase or decrease in market value will not alter the issue price per New Share, nor the number of New Shares to be issued, under the Offer.

4. ACTION REQUIRED BY ELIGIBLE SHAREHOLDERS AND INVESTORS

4.1 What Eligible Shareholders may do

As an Eligible Shareholder you may:

- take up all or part of your SPP Offer (refer to Section 4.2(a) below); or
- choose not to participate in the SPP Offer, in which case you need do nothing.

Eligible Shareholders who do not wish to accept the SPP Offer are not obliged to do anything. The number of Shares you currently hold and your rights attaching to those Shares (such as voting rights) will not be affected should you choose not to accept any part of your SPP Offer. If you do not participate in the SPP Offer your percentage holding in the Company may be reduced.

The Company is not required to determine whether or not any registered shareholder is acting as a nominee or the identity or residence of any beneficial owners of securities. Eligible Shareholders who are nominees, trustees or custodians are advised to seek independent advice as to how they should proceed.

Ineligible Foreign Shareholders may not take any of the steps set out in Section 4.2(a).

4.2 How to apply

(a) SPP Offer

If you wish to subscribe for New Shares under the SPP Offer, please pay your Application Monies in accordance with the instructions below and in the personalised SPP Application Form.

Pursuant to the SPP Offer, Eligible Shareholders may apply for a maximum of \$30,000 worth of New Shares. Eligible Shareholders may participate by selecting one of the following subscription parcel amounts (**SPP Application Amount**) to purchase New Shares under the SPP Offer:

Parcel	SPP Application Amount	Number of New Shares*	Number of New Options*
A	\$2,500	555,555	185,185
B	\$5,000	1,111,111	370,370
C	\$10,000	2,222,222	740,740
D	\$15,000	3,333,333	1,111,111
E	\$30,000	6,666,666	2,222,222

The above table details the number of New Shares and New Options that (subject to Shareholder Approval and before any consolidation) would be issued for different SPP Application Amounts (assuming there is no scale back of applications). Where the amount of subscription monies accepted by the Company from an Applicant results in a fraction of a New Share to be issued (such as where the Company scales back any Applications), the number of New Shares issued will be rounded down to the nearest whole number.

Any Application Monies received for more than an Applicant's final allocation of New Shares (only where the aggregate excess amount is A\$1.00 or greater) will be refunded, without interest. The Issue Price for each New Share accepted under your SPP Offer is payable on application.

You may take up all or part of your SPP Offer only by the following means:

- for EXL shareholders resident in Australia, by making payment by BPAY® or EFT corresponding to the component (part or all) of your SPP Offer you wish to accept and by following the instructions in the personalised application form (**the SPP Application Form does not need to be returned**); and
- for EXL shareholders resident in New Zealand, by
 - making payment by BPAY®; or
 - where BPAY® is not available to them, payment by EFT (by making contact with the Company directly at tai.phan@vistra.com for further details should they wish to draw their payment from a New Zealand bank),

by no later than 5:00pm (Sydney time) on the Closing Date.

Payment by BPAY® is to be completed using your personalised BPAY CRN specified on your personalised SPP Application Form. If paying via BPAY®:

- Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment and it is the responsibility of the Applicant to ensure that funds are submitted through BPAY® by the date and time mentioned above;
- you must follow the instructions for BPAY® set out in the Application Form;
- you do not need to return the Application Form but are taken to make each of the statements and representations on that form referred to in this Prospectus; and
- if you subscribe for less than a parcel of New Shares as specified in the table above, you are taken to have accepted the SPP Offer in respect of such parcel of New Shares which is covered in full by your Application Monies.

You do not need to return the Application Form, but by making payment under the SPP Offer you are taken to make each of the statements and representations in the Application Form and as referred to in this Prospectus.

(b) SPP Offer not Taken up

If you do not wish to accept any of your entitlement under the Offer, you are not obliged to do anything. The number of Shares you currently hold and your rights attaching to those Shares (such as the number of votes) will not be affected should you choose not to accept any part of the Offer.

(c) Placement Options Offer

If you wish to apply for Placement Options under the Placement Options Offer, you need to complete your application for Placement Options on your Placement Options Application Form and submit it to the Lead Managers in accordance with the timetable set out in section 4.5. There is no payment required to apply for the Placement Options, but you will only be issued 1 Placement Option for every 3 Placement Shares subscribed and issued to you.

4.3 Payment of the Application Monies is binding

Payment of the Application Monies constitutes a binding offer to acquire New Shares and associated New Options on the terms and conditions set out in this Prospectus and, once provided to the Company, cannot be withdrawn.

If the Application Form is not completed correctly or if the Application Form is not returned, the Application can still be treated as a valid application for New Shares. The Directors' decision whether to treat an acceptance as valid and how to construe, amend or complete the Application Form is final.

4.4 Representations you will be taken to have made by accepting an Offer

By making a payment of the Application Monies, you will be deemed to have:

- a) fully read and understood this Prospectus and the Application Form in their entirety;
- b) agreed to be bound by the terms of the Offer, the provisions of this Prospectus and the Company's Constitution;
- c) declared that you are over 18 years of age and have the legal capacity and power to perform all your rights and obligations under the Offer and Application Form;
- d) authorised the Company to register you as the holder of the New Shares and New Options;
- e) acknowledged that once the Company receives any payment of Application Monies, you may not withdraw your application or funds provided except as allowed by law;
- f) confirmed that you are an Eligible Shareholder as at the Record Date and that you were the registered holder at the Record Date of the Shares;
- g) if making an Application under the SPP Offer, confirmed that you have a registered address in Australia or New Zealand, and that you are the registered holder of Shares, as at the Record Date;
- h) agreed to apply for and be issued up to the number of New Shares and New Options for which you have submitted payment of any Application Monies, at the Issue Price per New Share;
- i) authorised the Company, the Share Registry and their respective officers, employees or agents to carry out on your behalf all necessary actions for the New Shares and New Options to be issued to you;
- j) understood and acknowledged that the information contained in this Prospectus and Application Form is not investment advice nor a recommendation that the New Shares or New Options are suitable for you given your investment objectives, financial situation or circumstances and acknowledged that you have not been provided with investment advice or financial product advice by the Company or its Directors;
- k) acknowledged that investment in the Company is subject to the risk factors outlined in Section 6 of this Prospectus;
- l) acknowledged that the Company or its related bodies corporate, affiliates and their respective directors, officers, partners, employees, representatives, agents, consultants or advisers do not guarantee the performance of the Company or the Share price, nor do they guarantee the repayment of capital;
- m) authorised the Company to correct any errors in your Application Form or any other document provided to you;

- n) agreed to provide any requested substantiation of your eligibility to participate in the Offer if and, if making an Application under the SPP Offer, your holding of Shares on the Record Date;
- o) acknowledged that the Company is not liable for any exercise of its discretions referred to in this Prospectus; and
- p) are in compliance with all relevant laws and regulations and
- q) represented and warranted that:
 - i. you are not in the United States and are not acting for the account or benefit of a person in the United States;
 - ii. the New Shares or New Options have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and accordingly, the New Shares, New Options and the Shares underlying the New Options may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
 - iii. you have not and will not send any materials relating to the Offer to any person in the United States.

4.5 Placement Shares and Placement Options

Subscribers for the Placement Shares and Placement Options will need to make application for their Placement Shares and Placement Options using the space provided for such application on the Placement Application Form. Further details relating to the Placement Options are contained in section 1.2.

The Placement Options Offer opens on 7 October 2024 and is scheduled to close at 5.00pm (Sydney time) on 9 October 2024, by which time you must have provided your completed Placement Application Form and subscription for the Placement Shares. The Company reserves the right to

- a) extend the Placement Offer; or
- b) withdraw the Placement Offer, at any time by making an announcement to the ASX.

Participants in the Placement who wish to apply for Placement Options under the Placement Offer are encouraged to complete and provide their Placement Application Form as soon as possible.

The Placement Options Offer is non-renounceable, which means that eligible participants may not transfer their rights to apply for any Placement Options offered under this Prospectus.

If you accept you Placement Options under the Placement Options Offer, you are taken to have made the representations to the Company as contained in section 4.4 above (subject to necessary amendments so as to reflect an acceptance of an offer of Placement Options in place of New Share and New Options), including that:

- a) you agree that your application is made on the terms and conditions of the Placement Options Offer set out in this Prospectus and the Company's Constitution, and

- b) You cannot withdraw or revoke your Application for Placement Options once you have sent in a Placement Application Form.

4.6 Privacy Act

If you make an Application for New Shares (including making payment pursuant to this Prospectus), you will be providing personal information to the Company (directly or by the Company's Share Registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder or investor, facilitate distribution payments and corporate communications to you as a Shareholder or investor and carry out administration.

The information may also be used from time to time and disclosed for purposes related to Shareholders' investments to the Company's agents and service providers, such as:

- a) to persons inspecting the register, bidders for your securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Company's Share Registry;
- b) the Share Registry for ongoing administration of the shareholder register;
- c) printers and other companies for the purpose of preparation and distribution of statements and for handling mail; and
- d) legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering and advising on the New Shares and or New Options and for associated actions.

The Company complies with its legal obligations under the *Privacy Act 1988* (Cth). You can access, correct and update the personal information that we hold about you. Please contact the Company or its Share Registry if you wish to do so at the relevant contact details set out in this Prospectus. Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for New Shares, the Company may not be able to accept or process your application.

4.7 Brokerage

No brokerage is payable by Shareholders who participate in the SPP Offer. No stamp duty is payable for subscribing for New Shares and New Options under the SPP Offer.

4.8 Queries concerning the Offer

If you have any queries concerning the Offer, please contact the Company directly at tai.phan@vistra.com or the Company's Share Registry on the General Information Line between the hours of 8.30am and 7.00pm, Sydney time Monday to Friday.

5. RIGHTS AND LIABILITIES ATTACHING TO THE NEW SHARES AND NEW OPTIONS

5.1 Rights attaching to the New Shares

The table below summarises some of the key rules in the Company's Constitution in relation to the rights and liabilities currently attaching to Shares. This summary does not purport to be exhaustive and must be read subject to the full text of the Company's Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

You may also contact the Company's Share Registry on the General Information Line between the hours of 8.30am and 7.00pm, Sydney time Monday to Friday to request a copy of the Company's constitution.

Shareholders should obtain their own independent advice in relation to their rights and liabilities as holders of Shares in specific circumstances. Eligible Shareholders should note that the number of Shares and Options under the SPP Offer may change where Shareholders approve the proposed consolidation.

Item	Description
Issue of further Shares	Subject to the Corporations Act and the ASX Listing Rules, the Elixinol Board has full discretion to issue new Shares and grant options over unissued Shares.
Variation of class rights	At present, Elixinol's only class of shares on issue is fully paid ordinary shares. The rights attached to any class of shares may be varied in accordance with the Elixinol Constitution and the Corporations Act.
Share transfers	Subject to the ASX Listing Rules, the Corporations Act and any escrow restrictions, the Shares are freely transferable. The Elixinol Board may decline to register, or prevent registration of, that transfer of shares or apply a holding lock to prevent a transfer in accordance with the Elixinol Constitution, the Corporations Act or the ASX Listing Rules.
Meetings of members	Each holder of Shares is entitled to receive notice of, attend and vote at general meetings of Elixinol and receive all notices, accounts and other documents required to be sent to shareholders of Elixinol under the Elixinol Constitution, the Corporations Act and the ASX Listing Rules. Elixinol must give holders of Shares at least 28 days written notice of a general meeting.
Voting	At a general meeting of Elixinol, every holder of Shares present in person or by proxy, attorney or representative has one vote on a show of hands and, on a poll, one vote for each Share held. If the votes are equal on a proposed resolution, the chairperson of the meeting has a casting vote, except where the chairperson is also a member of Elixinol, in which case they do not have a casting vote in addition to their deliberative vote.
Dividends	The Elixinol Board may pay interim and final dividends that, in its judgement, the financial position of Elixinol justifies. The Elixinol Board may also pay any dividend required to be paid under the terms

Item	Description
	of issue of a Share, and fix a record date for a dividend and the timing and method of payment.
Rights on winding up	<p>If Elixinol is wound up, then subject to the Elixinol Constitution, the Corporations Act and the rights or restrictions attached to any shares or classes of shares, holders of Shares will be entitled to any surplus property of Elixinol in proportions of the number of Shares held by them.</p> <p>If Elixinol is wound up, the liquidator may, with the sanction of a special resolution of holders of Shares, divide the property of Elixinol amongst the holders of Shares and decide how the property will be divided between the holders of Shares.</p>
Sale of non-marketable parcels	Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Elixinol Board may sell the Shares of a holder who holds less than a marketable parcel by following the procedures set out in the Elixinol Constitution.

5.2 Terms and Conditions of the New Options

The terms and conditions of the New Options are described in Annexure A to this Prospectus. Application will be made to the ASX for the listing of all New Options under the same existing class of listed options (ASX:EXLO) on the ASX.

5.3 Lead Manager Mandate

The Company has appointed Canaccord Genuity as its Lead Manager to the Placement and the Offer. The Company has agreed to pay the Lead Manager a cash commission of 6% of the amount raised under the Placement and the Offer.

6. RISKS

Shareholders should consider the investment in the context of their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Shareholder should consult their own stockbroker, solicitor, accountant or other professional adviser before deciding whether or not to invest in the New Shares.

An investment in Offer Securities should be regarded as very speculative and involves many risks. The Offer Securities carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

If any of the following risks actually occurs, our business, prospects, financial condition and results of operations could be materially and adversely affected, the trading price of the Shares could decline and you could lose all or part of your investment.

6.1 Speculative nature of investment

This section 6 identifies some (but not all) of the major risks associated with an investment in the Company. There may be other risks which the Directors and/or management of the Company are unaware which may impact upon the Company, its operations and/or the value and performance of the Offer Securities and the Company generally. This is not an exhaustive list of the relevant risks and the risks set out below are not in order of importance. Many of the risks below are outside the control of the Company and its directors. These risks and other risks not specifically referred to below, may in the future materially adversely affect the value of the Company's shares and their performance.

An investment in Offer Securities should be regarded as very speculative and involves many risks. The Offer Securities carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Intending Applicants should carefully consider and evaluate the Company, its assets and its business and whether the Company's Shares are suitable to acquire having regard to their own investment objectives and financial circumstances and taking into consideration the material risk factors, as set out below. Applicants should also read the Company's prior continuous disclosure announcement to the ASX market in order to fully appreciate the risks particular to an investment in the Company and in particular the risks faced by the Company in the continued development and proposed commercialisation of its intellectual property rights.

Any potential investor should be aware that subscribing for Offer Securities involves various risks. The Offer Securities to be issued carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

6.2 Business risks associated with the Company

Sufficiency of funding: The Company has limited financial resources and will need to raise additional funds from time to time to finance the continued development, sale and distribution of its products. The directors of EXL regularly monitor the EXL Group's cash position on an ongoing basis and continue to explore debt and capital markets funding to support the going concern and working capital requirements associated with EXL's revenue base.

Acquisition / integration risks: Completion of The Healthy Chef business acquisition is conditional on the satisfaction of a number of customary conditions. There are risks in that this acquisition may not proceed and, if it does proceed, substantial effort and cost will be required to integrate the Company's businesses (including The Healthy Chef). Further the

anticipated benefits arising from this acquisition may not being achieved or achievement may be delayed.

Agricultural risk and climate change risk: EXL is exposed to agricultural risk as the business is reliant on agricultural products. As such, the business is subject to the risks inherent in the agriculture industry. These risks include insects, plant diseases, storm, fire, frost, flood, water availability, water salinity, pests, bird damage and force majeure events. These risks may impact the financial performance through increased costs (from low yields or increased prices from low supply) or lack of supply to address customer demands.

Supplier arrangements: EXL has arrangements with a number of key suppliers. To the extent that EXL Group entities cannot secure and retain key suppliers, their respective abilities to maintain consistent production levels may be compromised, which in turn may have an adverse impact on the financial performance and position of EXL.

Risk of adverse events, product liability or other safety issues: As with all food or nutraceutical products, there is a risk that the products sold by EXL could cause serious or unexpected side effects, including risk or injury to consumers. Should any of EXL's products be associated with safety risks such as misuse or abuse, inadvertent mislabelling, tampering by unauthorised third parties, or product contamination or spoilage, several materially adverse outcomes could occur, including:

- » Regulatory authorities may revoke any approvals that have been granted, impose more onerous facility standards or product labelling requirements, or force EXL to conduct a product recall;
- » EXL could be subject to regulatory action or be sued and held liable for any harm caused to customers; or
- » EXL's brands and reputation could be damaged.

These may all impact the financial performance of the EXL Group.

Systems, security and data privacy: While EXL has policies and procedures in place to address system security and data risks, there is a risk that these may not be adequate, which could adversely affect EXL's reputation and financial position. There is also a risk that systems are not scalable or have the ability to leverage the synergies of the different businesses across the EXL Group. This may lead to a financial impact and loss in revenue and profitability.

Key management personnel and employees: EXL relies upon its ability to attract and retain experienced and high performing executives and other employees. The failure to achieve this may impact upon EXL's ability to develop and meet its strategies, and may lead to a loss in revenue and profitability.

Change to laws or regulations: EXL Group's operations are highly regulated and could be adversely affected by changes in laws, regulations or regulatory policy in the jurisdictions in which it operates. The operations and proposed operations of EXL Group are subject to a variety of laws, regulations and guidelines related to the retail sale of hemp-derived products. The hemp-derived CBD industry is evolving globally, including in the USA and in Europe and the United Kingdom. It is likely that governments worldwide will continue to explore the benefits, risks and operations of companies involved in the hemp sector. EXL Group's business, prospects, reputation, performance and financial condition could all be affected by changes to law and regulation, changes to policies, and changes in the supervisory activities and expectations of its regulators across all of the jurisdictions in which it operates. In particular, the regulation of hemp is developing and,

as a result, a change in government or increase in political lobbying may result in a change in government policy and an amendment of legislation and/or regulation. For example, there is a risk that the allowable levels of THC in hemp products sold in the US may change. This could potentially result in additional processing costs and impact the overall financial performance of EXL Group. There is a further risk that the US Food and Drug Administration (FDA), the regulator which regulates ingestible and topical products including CBD products, may seek to change the laws and regulations governing the manufacturing and marketing of CBD products in the US. This could include current 'good manufacturing practice' regulation, nutrition and allergen labelling, and label claim regulations and safety requirements including, as applicable, 'new dietary ingredient' and 'generally recognised as safe' regulations. In the US, given that many of the applicable laws and regulations are determined at the State level, there is also a risk that the regulatory regime governing the EXL Group's US operations and distribution network becomes further fragmented and difficult to comply with. The introduction of new legislation or amendments to existing legislation by governments, or the respective interpretation of the legal requirements, in any of the legal jurisdictions which governs the operations or contractual obligations of EXL Group, could impact adversely on the assets, operations, and the financial performance of the EXL group and the industry in general. Regulatory compliance and the management of regulatory change are an important part of EXL's planning processes. EXL intends to continue to invest in compliance and the management and implementation of regulatory change and, at the same time, significant management attention and resources will be required to update existing or implement new processes to comply with new regulations (such as obligations to provide certain data and information to regulators) or new interpretations of existing laws or regulations. The failure of EXL to appropriately manage and implement regulatory change, including failing to implement effective processes to comply with new regulations, could in the future result in EXL failing to meet a compliance obligation, and this could in turn lead to a financial impact and loss in revenue and profitability.

Loss of key relationships: The hemp-derived CBD industry is undergoing rapid growth and change, which has resulted in increasing consolidation and formation of strategic relationships. It is expected that this consolidation and strategic partnering will continue. Acquisitions or other consolidating transactions could harm EXL in a number of ways. EXL may lose strategic relationships if third parties with whom EXL has arrangements with are acquired by or enter into relationships with a competitor (which could cause EXL to lose access to necessary resources). EXL's current competitors could become stronger, or new competitors could form from consolidations. This could cause EXL to lose access to markets or expend greater resources in order to stay competitive. Separately, the relationship between EXL and third parties may deteriorate organically, which may have an adverse impact on the business of EXL Group.

Production risk: The ability for EXL Group entities to cultivate and produce products is dependent on a number of key inputs and their related costs. These key inputs include raw materials, electricity, water, other utilities and skilled labour. Any significant interruption or negative change in the availability or cost of these inputs could materially impact the production of the business and subsequently, the operating results of EXL. In particular, given the nature of the raw materials used by each of the EXL Group entities, supply may be limited to a single or limited number of suppliers, with access to these raw materials more competitive than conventional ingredients. As a result, there is an enhanced risk of difficulties in securing the required supplies, or to do so on appropriate terms.

Reputational risk: There is a risk that incidents beyond the control of EXL Group entities could occur which would have the effect of reducing patient, medical/scientific or regulatory confidence, or preferences for cannabis or medicinal cannabis products generally. This reputational risk could result from incidents involving members of EXL Group or other non-related industry participants.

Protection of intellectual property: EXL's success will depend on, in part, its ability to protect its intellectual property, including its trademarks, copyright, trade secrets and know-how. To the extent EXL fails to protect its intellectual property or infringes a third party's intellectual property, EXL may face increased competition from similar products, have to cease using certain intellectual property or be liable for damages. In the event that this occurs, there is a risk that it has a materially adverse impact on EXL's operations, financial performance and future prospects.

Competition risk: The industries in which the current EXL Group entities are involved is subject to domestic and international competition. While the entities will undertake all reasonable due diligence in their business decisions and operations, they will have no influence or control over the activities or actions of their competitors, which activities or actions may, positively or negatively, affect the operating and financial performance of EXL. Some of EXL's competitors and potential competitors may have significantly more financial resources and marketing experience than EXL which may lead to reduced margins and loss of revenue or loss of market share for EXL. Further, EXL revenues in the future may be reduced as the industry consolidates and seeks revenue accretion at the expense of profit margin.

Uncontracted sales: A material proportion of EXL's revenue is derived from uncontracted customer relationships, with sales made under standard terms and conditions. There is a risk that these customer relationships may not be able to be maintained, or new relationships may not be formed, on terms acceptable to EXL. Additionally, given the uncontracted nature of these relationships, it is not possible to guarantee consistency of sales volumes, price or terms going forward. EXL's financial performance could be materially and adversely impacted by wholesale customers:

- » materially changing their trading terms;
- » promoting the products of one or more of EXL's competitors; or
- » refusing to promote or stock EXL's products or significantly reducing orders for its products.

Contracts and agreements: There are a number of risks associated with EXL's existing contracts and agreements, including those related to previous supply arrangements and property leases. There is a risk that EXL's existing contracts may be terminated, lost or impaired, or renewed on less favourable terms. Some of EXL's contracts can be terminated without cause or on short notice periods (depending on events and circumstances), and although the relevant parties may continue to operate on existing commercial terms, a number of its existing contracts have expired or will shortly expire. A loss of any of EXL's contracts could have an adverse effect on its business, operating and financial performance. Similarly, there is a risk that EXL may not meet its existing obligations under current contracts and agreements. Should this be the case, EXL may be liable (to varying extents) under indemnity provisions in a number of contract and agreements. Any failure to meet these obligations could adversely impact the financial position of EXL.

Counterparty risks: EXL has entered, and may enter, into several commercial agreements and arrangements (including licences) with third parties that are, or could be, material to the financial performance and prospects of its business. There is a risk that counterparties may not execute such agreements or, in respect of agreements that have been executed or are executed in the future, the counterparty may fail to meet their obligations under those agreements and arrangements. Negative commercial consequences will, or are likely to, result from the non-execution of such an agreement or any non-observance of obligations under such agreements. These consequences may

include preventing the relevant EXL Group entity from executing a part, or parts, of its business plan. This in turn may result in an adverse effect on EXL's proposed activities and operations, financial performance and prospects.

Stock Market Volatility: The price of New Shares or the New Options may rise or fall depending upon a range of factors beyond the Company's control and which are unrelated to the Company's operational performance. No assurances can be made that the Company's market performance will not be adversely affected by any such market fluctuations or factors. Investors who decide to sell their New Shares or New Options after the Company's capital raising may not receive the entire amount of their original investment. The price of Shares or New Options listed on ASX may also be affected by multiple factors including the Company's financial performance and by changes in the business environment. The New Shares and the New Options carry no guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX. No guarantee can be given that the Company's share price will be greater than the issue price.

Value of the New Options and Placement Options: The New Options that are being issued as part of the Offer and the Placement Options are issued for no additional consideration but require the exercise price for each Option to be paid at the time of exercise. If the prevailing trading price of the Company's shares during the Option's exercise period is lower than the exercise price for the New Options and Placement Options, then it is likely that the New Options and Placement Options will not be exercised. In this case, for investors, the unexercised New Options and Placement Options will not have a value and will lapse on the expiry date of the New Options and Placement Options. If the New Options or Placement Options are not exercised, or only some are exercised, then the Company may not receive the proceeds that would otherwise be generated if Option holders pay the Option exercise price. This possibility may reduce the amount of capital that the Company would receive if all of the New Options or Placement Options are exercised on or before the Option expiry dates.

Dilution Risk: Eligible shareholders that do not make an accepted application for sufficient New Shares will have their interest in the Company diluted.

Economic Risks: The Company is exposed to economic factors in the ordinary course of business. A number of economic factors / conditions, both domestic and global, affect the performance of financial markets generally, which could affect the price at which the Company's Shares trade on ASX. . Trading prices can be volatile and volatility can be caused by general market risks such as those that have been mentioned. Shares in the Company may trade at or below the price at which they are currently trading on ASX including as a result of any of the factors that have been mentioned, and factors such as those mentioned may also affect the income, expenses and liquidity of the Company. Additionally, the stock market can experience price and volume fluctuations that may be unrelated or disproportionate to the operating performance of the Company.

Forward-Looking Statements: There can be no guarantee that the assumptions and contingencies on which any forward-looking statements, opinions and estimates contained in materials published by the Company are based will ultimately prove to be valid or accurate. The forward-looking statements, opinions and estimates depend on various factors, including known and unknown risks, many of which are outside the control of the Company. Actual performance of the Company may materially differ from forecast performance.

7. ADDITIONAL INFORMATION

7.1 Nature of the Prospectus

This Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act which allows the issue of a transaction specific prospectus in relation to Offer of securities (or options to acquire such securities) where those securities are of a class which have been quoted for 12 months before the date of that prospectus.

7.2 Indemnification of Directors

To the extent permitted by law, the Company indemnifies every person who is or has been a Director or officer of the Company against reasonable legal costs incurred in defending an action for a liability incurred or allegedly incurred by the person as an officer of the Company.

7.3 Taxation

The acquisition of Offer Securities and disposal of Offer Securities by investors or Shareholders will have tax consequences, which will differ depending on the individual financial affairs of each Shareholder or investor. All potential investors in the Company are urged to take independent financial advice about the consequences of acquiring Offer Securities from a taxation viewpoint and generally.

The Directors consider that it is not appropriate to give advice regarding the taxation consequences associated with a purchase or subsequent disposal of any Offer Securities subscribed for under this Prospectus as it is not possible to provide a comprehensive summary of the possible taxation positions of Shareholders. The Directors recommend that all Eligible Shareholders consult their own professional tax advisers.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisors accept no liability or responsibility with respect to the taxation consequences of subscribing for Offer Securities under this Prospectus.

7.4 Continuous Disclosure and Documents Available for Inspection

This Prospectus is issued pursuant to section 713 of the Corporations Act.

Section 713 of the Corporations Act enables companies to issue transaction specific prospectuses where those companies are, and have been for a period of 12 months, disclosing entities.

The Company is a "disclosing entity" for the purposes of section 713 of the Corporations Act. As such, it is subject to regular reporting and disclosure obligations which requires it to disclose to ASX any information of which it is, or becomes, aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of securities of the Company.

Eligible Shareholders or investors intending to participate in an Offer should refer to the announcements made by the Company to the ASX. This information is available from the ASX website, www.asx.com.au (ASX Code: EXL), and the Company's website, <https://elixinolwellness.com/>.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

Additionally, the Company is also required to prepare and lodge with ASX yearly and half yearly financial statements accompanied by a directors' statement and report and an audit

review or report. These reports are released to ASX and published on the Company's and ASX's websites.

The Company will provide a copy of each of the following documents, free of charge, to any person who asks for it prior to the Closing Date:

- a) the Annual Report for the financial year ended on 31 December 2023, being the annual financial report most recently lodged with ASIC by the Company;
- b) the financial report for the half year ended on 30 June 2024; and
- c) any continuous disclosure notices given by the Company after the lodgement of the Annual Report referred to in paragraph a) above and before the lodgement of this Prospectus with ASIC. Such notices are listed below under the heading "ASX Releases" in Section 7.6.

Copies of documents lodged with ASIC in relation to the Company may be obtained from, or inspected at, an office of ASIC.

7.5 Details of Substantial Shareholders

Based on publicly available information the following shareholders are substantial shareholders who have a relevant interest in 5% or more of the Shares on issue as at 3 October 2024.

Shareholder	No of Shares
Freedom Trader Pty Ltd	103,463,552
Mr Stuart Reseck & Mrs Nicole Deanne Reseck	100,000,000

7.6 ASX Releases

ASX releases of the Company since the date of lodgement of the Company's latest annual report and prior to the date of lodgement of this Prospectus are listed below:

Date	ASX Announcement title
03/10/24	Reinstatement to Quotation
03/10/24	Proposed issue of securities - EXL
03/10/24	Proposed issue of securities - EXL
03/10/24	Proposed issue of securities - EXL
03/01/24	Investor Presentation
03/01/24	Strategic Acquisition of The Healthy Chef & Capital Raise
03/10/24	Suspension from Quotation
01/10/24	Trading Halt
01/10/24	Pause in Trading
04/09/24	Hemp Foods Australia Expands Product Range in Coles
29/08/24	H1 FY24 Results Presentation
29/08/24	Exceptional Revenue Growth in H1 FY24
29/08/24	Half Yearly Report and Accounts
21/08/24	Change of Registered Office Address
30/07/24	Quarterly Activities/Appendix 4C Cash Flow Report
12/07/24	Notification of cessation of securities - EXL
01/07/24	Company Secretary Appointment/Resignation
03/06/24	Cleansing Notice

31/05/24	Appendix 3Y - Natalie Butler
31/05/24	Appendix 3Y - Pauline Gately
31/05/24	Appendix 3Y - David Fenlon
31/05/24	Application for quotation of securities - EXL
31/05/24	Application for quotation of securities - EXL
31/05/24	Notification regarding unquoted securities - EXL
30/05/24	Results of Meeting
30/05/24	2024 AGM - Chairman's Presentation
30/05/24	Elixinol Launches Interactive Investor Hub
13/05/24	FY24 Q1 Appendix 4C re-issue
13/05/24	\$2.3m Received from Pet Releaf Sale
10/05/24	Becoming a substantial holder
30/04/24	Quarterly Activities/Appendix 4C Cash Flow Report
29/04/24	Notice of Annual General Meeting/Proxy Form
19/04/24	Application for quotation of securities - EXL
18/04/24	Results of Meeting
08/04/24	Application for quotation of securities - EXL
04/04/24	Becoming a substantial holder
03/04/24	Appendix 3Z - Ronald Dufficy
03/04/24	Appendix 3X - Natalie Butler
03/04/24	Appendix 3Y - David Fenlon
03/04/24	Appendix 3Y - Ronald Dufficy
03/04/24	Notification of cessation of securities - EXL
03/04/24	Date of Annual General Meeting
28/03/24	EOF: Sale of Ananda Food
28/03/24	Completion of Ananda Food acquisition and Executive Changes
25/03/24	Application for quotation of securities - EXL
22/03/24	Security Class Reinstatement to Quotation
22/03/24	Top 20 securityholders - Listed Options
22/03/24	Application for quotation of securities - EXL
20/03/24	Results of Fully Underwritten Rights Issue Offer
20/03/24	Notice of Extraordinary General Meeting
18/03/24	Security Class Suspension from Quotation
13/03/24	Non-Renounceable Rights Issue Offer Closing Date Reminder
12/03/24	Corporate Governance Statement and Appendix 4G

The Company may make further ASX announcements after the date of this Prospectus. Copies of the abovementioned announcements (as well as any further announcements) will be available on the ASX website, www.asx.com.au under the Company's code "EXL". You are advised to refer to the ASX's website and the Company's website for announcements or updates relating to the Company.

7.7 Information excluded from continuous disclosure notices

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

position and prospects and the rights and liabilities attaching to New Shares and New Options in the Company.

7.8 Interests of Directors

Other than as set out below or elsewhere in this Prospectus, no Director has or had within 2 years before the lodgement of this Prospectus with ASIC, any interest in:

- a) the formation or promotion of the Company;
- b) any property acquired or proposed to be acquired by the Company in connection with its promotion or formation or in connection with the offer of New Shares or New Options; or
- c) the offer of New Shares or New Options, other than as ordinary Shareholders, and no amounts or benefits have been paid or agreed to be paid (in cash or Shares or otherwise) to any Director:
- d) to induce them to become, or to qualify them, as a Director; or
- e) for services rendered by them in connection with the promotion or formation of the Company or the offer of New Shares.

The directors are not subscribing under the Placement or taking up any New Shares as shareholders under the SPP Offer.

The current Directors and their nominees current shareholdings and interests in Shares and options (prior to the capital raising the subject of this Prospectus) are shown in the table below.

	David Fenlon	Natalie Butler	Pauline Gately
Current Number of Shares	5,002,345	1,154,625	12,744,841
Current number of options	1,250,000	Nil	Nil
Current number of performance rights	7,970,443	874,000	5,628,518
Placement Shares	Nil	Nil	Nil
SPP Offer Taken Up - New Shares	Nil	Nil	Nil
Maximum number of Shares following Placement and Offer*	5,002,345	1,154,625	12,744,841
Maximum percentage of Shares following the completion of the Offer and the Placement*	0.30%	0.07%	0.76%

The remuneration paid (including superannuation, excluding non-cash-based share payments) to current Directors or their nominees during the past two financial years preceding the lodgement of this Prospectus with ASIC is set out below:

Director	Financial Year to 31 December 2023	Financial Year to 31 December 2022
David Fenlon – Independent Non-Executive Chair	\$118,275	\$72,197
Natalie Butler – Executive Director (<i>appointed 28 March 2024</i>)	N/A	N/A
Pauline Gately – Non-Executive Director (<i>appointed 17 August 2023</i>)	\$32,631	N/A

7.9 Related Party Transactions

There are no related party transactions entered into that have not otherwise been disclosed in this Prospectus.

7.10 Restricted securities

The Company as at the date of this Prospectus does not have any of its issued securities classified as 'restricted securities' (as defined in the Listing Rules).

7.11 Estimated Costs of the Offer

If the Offer is fully subscribed, the expenses of the Offer and the Placement (exclusive of GST) are estimated to be approximately as follows:

Expenses	\$
Lead Manager commission (assuming maximum raising – refer section 5.3)	64,500
Professional services (legal, advisor fees company secretarial, accounting, registry, printing and postage in the preparation of this Prospectus)	109,500
ASX listing fees & ASIC lodgement fee	11,000
Total	185,000

7.12 Consents and Interests of Parties

Each of the parties referred to in this Section does not make, or purport to make, any statement in this Prospectus other than as specified in this Section and to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than the reference to its name or a statement included in this Prospectus with the consent of that party as specified in this Section.

Automic has given and not withdrawn its written consent to be named herein as the Share Registry to the Company in the form and context in which it is so named. Automic does not make, or purport to make, any statement in this Prospectus and is not aware of any statement in this Prospectus which purports to be based on a statement made by it and makes no representation, expressed or implied, regarding and takes no responsibility for, any statements in or omissions from this Prospectus.

Canaccord Genuity has given and not withdrawn its written consent to be named herein as Lead Manager of the Offer in the form and context in which each is so named. Canaccord Genuity does not make, or purports to make, any statement in this Prospectus and is not aware of any statement in this Prospectus which purports to be based on a statement made by it and makes no representation, expressed or implied, regarding and takes no responsibility for, any statements in or omissions from this Prospectus.

Other than as set out below or elsewhere in this Prospectus, all persons named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation of or distribution of this Prospectus do not have, and have not had in the 2 years before the date of this Prospectus, any interest in:

- » the formation or promotion of the Company;
- » property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the offer of New Shares and New Options pursuant to this Prospectus; or
- » the offer of New Shares and New Options pursuant to this Prospectus,

and no amounts have been paid or agreed to be paid (in cash or Shares or otherwise) and no other benefit has been given or agreed to be given to any of those persons for services provided by those persons in connection with the formation or promotion of the Company or the offer of New Shares or New Options issued pursuant to this Prospectus.

7.13 Electronic Prospectus

A copy of the Prospectus can be downloaded from the website of the Company at . You may obtain a hard copy of this Prospectus free of charge by contacting the Company by email at tai.phan@vistra.com. Applications for New Shares must be made pursuant to Section 4.2 above.

7.14 Financial Forecasts

The Directors have considered the applicable laws and do not believe that they have a reasonable basis to forecast future earnings, on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast.

7.15 Directors' authorisation

Each Director of the Company has given, and has not withdrawn, their consent to the lodgement of this Prospectus with ASIC.

8. DIRECTORS' STATEMENT

The Directors have made all reasonable enquiries in the preparation of this Prospectus and on that basis have reasonable grounds to believe that:

- any statements made by the Directors in this Prospectus are not misleading or deceptive and that in respect to any other statements made in this Prospectus by persons other than Directors;
- other persons making the statement or statements in this Prospectus were competent to make such statements and that those persons have given their consent to the statements being included in this Prospectus in the form and context in which they are included and have not withdrawn that consent before lodgement of this Prospectus with the ASIC, or to the Directors knowledge, before any issue of New Shares or New Options pursuant to this Prospectus.

This Prospectus is prepared on the basis that certain matters may reasonably be expected to be known to likely investors or their professional advisors. Each of the Directors of the Company has consented to the lodgement of this Prospectus in accordance with Section 720 of the Corporations Act and has not withdrawn that consent.

David Fenlon

David Fenlon
Independent Non-Executive Chair
Elixinol Wellness Limited

9. DEFINITIONS

In this Prospectus the following terms and abbreviations have the following meanings, unless otherwise stated or unless the context otherwise requires:

\$ or AUD means Australian dollar;

AFSL Holders means a holder of an Australian Financial Services Licence;

Applicant refers to a person who makes payment of Application Monies;

Application refers to the making payment of Application Monies for Offer Securities;

Application Form means the SPP Application Form;

Application Monies means monies payable by Applicants in respect of their Applications;

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context may require;

ASX Settlement Operating Rules means ASX Settlement Pty Limited's operating rules;

Automatic means Automatic Registry Services;

Board means the board of Directors;

Business Day has the meaning ascribed to it in the Listing Rules;

Canaccord Genuity means Canaccord Genuity (Australia) Limited ACN 075 071 466;

CHESS means Clearing House Electronic Subregister System;

Closing Date means the closing date of the SPP Offer being 5.00pm Sydney time on 25 October 2024 (subject to the right of the Company to vary the date without notice);

Company or **Elixinol** means Elixinol Wellness Limited ACN 621 479 794 ;

Constitution means the constitution of the Company;

Corporations Act means Corporations Act 2001 (Cth);

Directors means the directors of the Company;

EFT means electronic funds transfer, and if applicable, includes funds transfer using required SWIFT codes;

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia or New Zealand;

FMC Act means *Financial Markets Conduct Act 2013 (New Zealand)*;

General Information Line means 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia);

Ineligible Foreign Shareholder has the meaning as provided in Section 2.13;

Issue Price means \$0.0045 per New Share;

Listing Rules means the listing rules of the ASX;

Maximum Raise means the aggregate maximum amount of \$500,000 to be raised under the Offer;

New Option or **Options** means an option, subject to the Option Terms, to purchase a Share with an exercise price of \$0.0075 and an Expiry Date of 22 March 2027;

New Shares means the Shares proposed to be issued pursuant to the Offer;

Offer means the SPP Offer;

Offer Securities means collectively the New Shares and the New Options under this Prospectus;

Opening Date means the opening date of the SPP Offer being 10 October 2024 (subject to the right of the Company to vary the date without notice);

Option Terms means the terms applicable to the New Options, a copy of which terms is attached as Annexure A to this Prospectus;

Placement means the Share placement of up to approximately 244,444,444 Shares to sophisticated investors to raise approximately \$1.1 million, as announced by the Company on 3 October 2024, to be accompanied by 1 Placement Options for every 3 Placement Shares issued under this Placement making a total of up to 81,481,481 Placement Options;

Placement Application Form means the application form for Placement Shares and Placement Options, which form accompanies this Prospectus;

Placement Options means New Options to be issued to the subscribers for Placement Shares under the Placement;

Placement Options Offer means the offer of Placement Options as described in this Prospectus;

Placement Shares means Shares issued or agreed to be issued by the Company under the Placement, as announced on the ASX on 3 October 2024;

Record Date means 7.00 pm Sydney time on 2 October 2024;

Related Bodies Corporate has the meaning as provided in the Corporations Act 2001;

Relevant Interest has the same meaning as provided in the Corporations Act;

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

Shareholder means a holder of Shares;

Shareholder Approval means the approval by the Shareholders in general meeting of the proposed issue of the New Shares and New Options under the SPP Offer;

Share Registry means Automic Registry Services;

SPP Application Form means the application form to make an application under the SPP Offer accompanying this Prospectus;

SPP Offer means the offer to each Eligible Shareholder of up to \$30,000 worth of New Shares at the Issue Price together with 1 New Option for every 3 New Shares issued under the SPP Offer (where any resulting fractional entitlements to a New Option will be rounded down to the nearest whole number of New Options); and

US Securities Act means the US Securities Act of 1933, as amended.

Please note that references in this Prospectus to "Sections" are to sections of this Prospectus.

10. CORPORATE DIRECTORY

Directors

David Fenlon	Independent Non-Executive Chair
Natalie Butler	Executive Director
Pauline Gately	Non-Executive Director

Company Secretaries

Tai Phan
Melanie Leydin

Chief Financial Officer

Josephine Lorenz

Registered office

Level 4, 96-100 Albert Road
South Melbourne VIC 3205

Share Registry

Automic Registry Services

Address:
Level 5
126 Phillip Street,
Sydney, NSW, 2000

Phone within Australia: 1300 288 664
Outside Australia: +61 2 9698 5414

Email: corporate.actions@automicgroup.com.au

Annexure A - Terms and Conditions for New Options

THE SECURITIES REPRESENTED HEREBY HAVE NOT BEEN REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED ("U.S. SECURITIES ACT"), OR ANY U.S. STATE SECURITIES LAWS. THE HOLDER HEREOF, BY PURCHASING SUCH SECURITIES, AGREES FOR THE BENEFIT OF ELIXINOL WELLNESS LIMITED ("COMPANY") THAT THESE SECURITIES MAY BE OFFERED, SOLD, PLEDGED OR OTHERWISE TRANSFERRED ONLY (A) TO THE COMPANY, (B) OUTSIDE THE UNITED STATES IN COMPLIANCE WITH REGULATIONS UNDER THE U.S. SECURITIES ACT AND LOCAL LAWS AND REGULATIONS, (C) IN A TRANSACTION THAT DOES NOT REQUIRE REGISTRATION UNDER THE U.S. SECURITIES ACT AND IN COMPLIANCE WITH APPLICABLE U.S. STATE SECURITIES LAWS, OR (D) PURSUANT TO AN EFFECTIVE REGISTRATION STATEMENT UNDER THE U.S. SECURITIES ACT.

Each option specified in this certificate (**New Options**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **Elixinol Wellness Limited** ACN 621 479 794 (**Company**) on the following terms:

1. Subject to clause 2 below and also any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time until and including their expiry date, namely 5pm on 22 March 2027 (**Expiry Date**). Any New Options not exercised by the Expiry Date will automatically lapse at 5pm (Sydney time) on the Expiry Date.
2. The New Options may be exercised for part or all of the New Options by the Option Holder giving written notice (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date together with payment in full of the exercise price of \$0.0075 per Share (**Exercise Price**).
3. A Notice of Exercise with payment of the Exercise Price may be given at any time prior to the Expiry Date.
4. On issue of the Shares from exercise of an Option, the Company must seek quotation on or before the date of issue, quotation of the resulting Shares under the ASX Listing Rules (**ASX Listing Rules**) and:
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the New Options that remain unexercised.
5. Shares allotted on the exercise of New Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
6. The New Options are transferable by an Option Holder on market in accordance with the ASX Listing Rules (if and for so long as the New Options are quoted on the ASX), and if not quoted on the ASX, by written notice to the Company.
7. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any New Options, the number of New Options to which each Option Holder is entitled or the Exercise Price of his or her New Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
8. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the New Options without exercising the New Options. However, the Company will use reasonable endeavours to procure that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the New Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.

9. In the event of the liquidation of the Company, all unvested or unexercised New Options will lapse upon the occurrence of that liquidation.
10. The New Options do not provide any entitlement to dividends paid to ordinary shareholders.
11. The New Options do not entitle the Option Holder to vote at any meeting of shareholders.
12. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.
13. The New Options may not be exercised by or on behalf of a person in the United States unless the New Options and the underlying Shares have been registered under the US Securities Act of 1933 and applicable state securities laws or exemptions from such registration requirements are available.
14. These Terms and Conditions are governed by the laws of New South Wales. The parties submit to the non-exclusive jurisdiction of the courts of New South Wales.