



**Pure Foods Tasmania Limited
(ACN 112 682 158)**

Prospectus

This Prospectus is being issued for an offer of 100 Shares at an issue price of \$1.30 per Share to raise \$130.00 (Offer).

This Prospectus has been prepared primarily for the purposes of section 708A(11) of the Corporations Act, to remove trading restrictions on the sale of Shares issued prior to the Closing Date.

This Prospectus is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This is an important document and requires your immediate attention. It should be read in its entirety. If you are in doubt about what to do, you should consult your professional adviser without delay.

The Shares offered in connection with this Prospectus are of a speculative nature. The general advice provided in the Prospectus has been prepared without taking into account the specific personal circumstances of investors.

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Important Information

Prospectus

This Prospectus is dated 30 October 2020 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Securities will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus). The Company will apply for Official Quotation by ASX of the Shares offered by this Prospectus.

A copy of this Prospectus is available for inspection at the registered office of the Company at Level 2, 179 Murray Street, Hobart in Tasmania, during normal business hours. The Company will provide a copy of this Prospectus to any person on request. The Company will also provide copies of other documents on request (see Section 4.3). The Offer is only available to those who are personally invited to accept the Offer. Applications for Shares under the Offer can only be submitted on an original Application Form which accompanies this Prospectus.

The risks set out in Section 3, together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Shares in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

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

Information about the Company is publicly available and can be obtained from ASIC and ASX (including ASX's website www.asx.com.au). The contents of any website or ASIC or ASX filing by the Company are not incorporated into 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. Investors should therefore have regard to the other publicly available information about the Company before making a decision whether or not to invest in the Shares.

Defined terms

Definitions of certain terms used in this Prospectus are contained in Section 6. All references to currency are to Australian dollars and all references to time are to AEST unless otherwise indicated. Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed.

Key risks

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in Section 3 of this Prospectus.

Corporate Directory

Directors

Malcolm McAully
Michael Cooper
Ken Fleming
Alexander "Sandy" Beard

Non-executive Chairman
Managing Director
Non-executive Director
Non-executive Director

Company Secretary

Justin Hill

Registered and Principal Office

Level 2 179 Murray Street
HOBART TAS 7000
Phone: (03) 6235 5143
Email: jh@purefoodstas.com
Website: www.purefoodstas.com

Share Registry*

Automatic Pty Ltd (ACN 152 260 814)
Level 5, 126 Phillip Street
SYDNEY NSW 2000
Phone: 1300 288 664

Lawyers

Page Seager Lawyers
Level 2, 179 Murray Street
HOBART TAS 7000

Securities Exchange Listing*

Australian Securities Exchange (**ASX**)
ASX Code: PFT

Auditor*

Wise Lord & Ferguson
1/160-166 Collins Street
HOBART TAS 7000

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

Investment Overview

This section is an overview only and you should read the entire Prospectus carefully before making a decision to subscribe for Shares.

Question	Response	Where to find more information
What is the Offer?	The Company is offering to issue 100 Shares at an issue price of \$1.30.	Sections 1.1 and 1.2
Who should apply?	The Company may invite an investor to apply for the Shares. An Application Form will only be provided to this investor.	Section 1.2
What is the purpose of the Offer?	<p>The primary purpose of the Offer is not to raise capital.</p> <p>The Company has unlisted Options on issue that were issued without disclosure under Chapter 6D of the Corporations Act.</p> <p>Under the terms and conditions of issue of the Options, the Company is obliged to ensure the Shares issued upon exercise are freely tradeable (i.e. are not subject to the secondary trading sale restrictions in the Corporations Act) either by issuing a cleansing notice under section 708A(5) of the Corporations Act, or issuing a prospectus under section 708A(11) of the Corporations Act. The Company is unable to issue a cleansing notice under section 708A(5) of the Corporations Act as its Shares were suspended from trading on the ASX for more than five (5) trading days in the last 12 months.</p> <p>Accordingly, the primary purpose of this Prospectus is to facilitate secondary trading of any Shares that may be issued by the Company upon the exercise of Options before the Closing Date. As at the date of this Prospectus, the Company has received valid Option exercise notices for 1,387,500 Options exercisable at \$0.30 each and expiring on 8 November 2021. Further Option exercise notices may be received by the Company before the Closing Date.</p>	Section 1.1
What is the effect of the Offer?	<p>The effect of the Offer is to remove the secondary trading sale restrictions on the Shares issued during the period the Offer is open under this Prospectus.</p> <p>If the Directors decide to issue the Shares under the Offer, the Offer will also increase the number of Shares on issue by 100 Shares and decrease cash reserves of the Company by approximately \$13,206 (being the estimated expenses of the Offer).</p>	Section 2
What are the risks associated with an investment in the Company?	The key risks associated with an investment in the Company are outlined in detail in Section 3 and together with the other risks outlined in Section 3 and other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered speculative. Investors should consider consulting their financial or other professional adviser before deciding whether to apply for Shares under this Prospectus.	Section 3

What are the key dates of the Offer?	<p>The timetable for the Offer is as follows:</p> <table><tr><td>Lodgement of Prospectus with ASIC</td><td>30 October 2020</td></tr><tr><td>Lodgement of Prospectus with ASX</td><td>30 October 2020</td></tr><tr><td>Opening Date of Offer</td><td>30 October 2020</td></tr><tr><td>Closing Date of Offer</td><td>2 November 2020</td></tr></table> <p>The above dates are indicative only and may be subject to change. The Directors reserve the right to vary these dates, including the Closing Date, without prior notice but subject to any applicable requirements of the Corporations Act and the Listing Rules. This may include extending the Offer or accepting late acceptances, either generally or in particular cases or withdrawing the Offer.</p>	Lodgement of Prospectus with ASIC	30 October 2020	Lodgement of Prospectus with ASX	30 October 2020	Opening Date of Offer	30 October 2020	Closing Date of Offer	2 November 2020	Section 1.5
Lodgement of Prospectus with ASIC	30 October 2020									
Lodgement of Prospectus with ASX	30 October 2020									
Opening Date of Offer	30 October 2020									
Closing Date of Offer	2 November 2020									
What is the effect of the Offer on control of the Company?	The Offer will not have an impact on control of the Company.	Section 2.4								

1. Details of the Offer

1.1 Purpose of the Offer

By this Prospectus, the Company is making an offer to an investors by invitation only of 100 Shares at an issue price of \$1.30 to raise \$130.00 before expenses. Accordingly, the primary purpose of the Offer is not to raise capital.

The Company currently has 12,799,997 unlisted Options on issue as follows:

Options on issue	Number
Escrowed and unquoted Director Incentive options ¹	2,800,000
Escrowed and unquoted options ²	3,681,957
Escrowed and unquoted options ³	4,193,040
Unquoted options and no escrow ⁴	2,125,000
Total Options	12,799,997

Notes:

1. These options have an exercise price of \$0.40 between the relevant vesting date and expiring 3 years from the date of re-instatement of the Company's shares and are to be held in escrow until 30 April 2022, being 24 months from the date of re-instatement of the Company's shares.
2. These options have an exercise price of \$0.30 each and expire on 8 November 2021 and are to be held in escrow until 30 April 2022 being 24 months from the date of re-instatement of the Company's shares.
3. These options have an exercise price of \$0.30 each and expire on 8 November 2021 and are to be held in escrow until 28 April 2021 being 12 months from the date of issue.
4. These options have an exercise price of \$0.30 each and expire on 8 November 2021.

The 2,125,000 unquoted Options without escrow were issued without disclosure under Chapter 6D of the Corporations Act. Under the terms and conditions of issue of the Options, the Company is obliged to ensure the Shares issued upon exercise are freely tradeable (i.e. are not subject to the secondary trading sale restrictions in the Corporations Act) either by issuing a cleansing notice under section 708A(5) of the Corporations Act, or issuing a prospectus under section 708A(11) of the Corporations Act. The Company is unable to issue a cleansing notice under section 708A(5) of the Corporations Act as its securities were suspended from trading on the ASX for more than five (5) trading days in the last 12 months.

Accordingly, the primary purpose of this Prospectus is to facilitate secondary trading of any Shares that may be issued by the Company upon the exercise of Options before the Closing Date. As at the date of this Prospectus, the Company has received valid Option exercise notices for 1,387,500 Options exercisable at \$0.30 each and expiring on 8 November 2021. Further Option exercise notices may be received by the Company before the Closing Date.

Section 708A(11) of the Corporations Act provides another exemption from the general requirement under section 707(3) where:

- (a) the relevant securities are in a class of securities of the company that are already quoted on ASX;
- (b) a prospectus is lodged with ASIC either:
 - (i) on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or

- (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the company that are in the same class of securities as the relevant securities.

Subscribers of those Shares may, if they choose to, sell those Shares within twelve months from the date of their issue without the issue of a prospectus.

1.2 Details of the Offer

This Prospectus has also been issued to provide information on the Offer being made under this Prospectus.

By this Prospectus, the Company is making an invitation to apply for 100 Shares at an issue price of \$1.30 to raise \$130.00 before expenses of the Offer. The Offer is open to persons by invitation from the Company only. An Application Form will only be provided to these persons.

1.3 Closing Date

The Closing Date for the Offer is 2 November 2020. The Company reserves the right, subject to the Corporations Act and the Listing Rules, to extend the Closing Date without prior notice. If the Closing Date is varied, subsequent dates may also be varied accordingly.

1.4 Minimum subscription

There is no minimum subscription for the Offer.

1.5 Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC	30 October 2020
Lodgement of Prospectus with ASX	30 October 2020
Opening Date of Offer	30 October 2020
Closing Date of Offer	2 November 2020

The above dates are indicative only and subject to change. Subject to the Corporations Act and the Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. This may include extending the Offer or accepting late acceptances, either generally or in particular cases or withdrawing the Offer. No cooling-off rights apply to applications submitted under the Offer. The commencement of quotation of the Shares is subject to confirmation from ASX.

1.6 Application Forms

The Offer is being extended to investors who are invited by the Company to subscribe for Securities and is not open to the general public. The Company may determine in its discretion whether to accept any or all Applications.

Applications must be made using the Application Form attached to this Prospectus. To the maximum extent permitted by law, the Directors will have discretion over which Applications to accept.

Completed Application Forms, together with application monies, must be received by the Company prior to the Closing Date. Application Forms should be delivered to the Company in accordance with the instructions on the Application Form. If you are in doubt as to the course of action, you should consult your professional advisor.

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Shares accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of the Securities under the Offer.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the acceptance as valid and how to construe, amend or complete the Application Form is final.

1.7 Issue and dispatch

As noted in Section 1.1, the primary purpose of this Prospectus is to facilitate secondary trading of any Shares that may be issued by the Company before the Closing Date.

Subject to the Corporations Act and the Listing Rules, the Company intends to issue the Shares under the Offer as soon as practicable after the Closing Date. Shareholder statements will be dispatched as soon as possible after the issue of the Shares under the Offer.

1.8 Application Monies held on trust

All Application Monies received for the Shares under the Offer will be held on trust in a bank account maintained solely for the purpose of depositing Application Monies received pursuant to this Prospectus until the Shares are issued. All Application Monies will be returned (without interest) if the Shares are not issued.

1.9 ASX quotation

Application will be made to ASX no later than 7 days after the date of this Prospectus for official quotation of the Shares under the Offer. If permission is not granted by ASX for the Official Quotation of the Shares offered by this Prospectus within 3 months after the date of this Prospectus (or such period as the ASX allows), the Company will repay, as soon as practicable, without interest, all Application Monies received pursuant to this Prospectus.

1.10 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS, operated by ASX Settlement Pty Limited (a wholly owned subsidiary of ASX), in accordance with the Listing Rules and ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Shares. If you are broker sponsored, ASX Settlement Pty Limited will send you a CHESS statement.

The CHESS statement will set out the number of Shares issued under this Prospectus, provide details of your holder identification number, the participant identification number of the sponsor and the terms and conditions applicable to the Shares.

If you are registered on the Issuer Sponsored sub-register, your statement will be dispatched by Automic Limited and will contain the number of Shares issued to you under this Prospectus and your security holder reference number.

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.11 Residents outside Australia

This Prospectus and any accompanying Application Form do not, and are not intended to, constitute an offer of Shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Prospectus should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

1.12 Risk factors

An investment in Shares of the Company should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are detailed in Section 3.

1.13 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Shares under this Prospectus. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders or potential investors. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Shares under this Prospectus.

1.14 Major activities and financial information

A summary of the major activities and financial information relating to the Company can be found in the Company's Full Year Statutory Accounts for the year ended 30 June 2020 lodged with ASX on 30 September 2020 (**Full Year Accounts**). The Company has made continuous disclosure notices (i.e. ASX announcements) since its re-admission to the ASX on 30 April 2020.

Copies of the Full Year Accounts is available free of charge from the Company. The Directors strongly recommend that Applicants review these documents and all other announcements prior to deciding whether or not to participate in the Offer.

1.15 Privacy

Applicants will be providing personal information to the Company (directly or by the Company's share registry) on the Application Forms. The Company collects, holds and will use that information to assess the Application, service Shareholders' needs, facilitate distribution payments and corporate communications to Shareholders and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for 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.

Shareholders can access, correct and update the personal information the Company holds about them by contacting the Company or its share registry at the relevant contact numbers set out in this Prospectus. A fee may be charged for access. Collection, maintenance and disclosure of certain personal information is governed by legislation including *the Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

Applicants should note that if they do not provide the information required on the Application Form, the Company may not be able to accept or process their Application.

1.16 Forward Looking Statements

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

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are expected to take place.

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

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

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

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 3 of this Prospectus.

1.17 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company Secretary by email to jh@purefoodstas.com

2. Effect of the Offer on the Company

2.1 Principal effect

The principal effects of the Offer (assuming full subscription and the issue of the Shares) are:

- the Company will issue 100 Shares;
- the Company's cash funds will decrease by approximately \$13,056 (being the estimated expenses of the Offer);
- the total number of Shares on issue will be 51,305,616 (52,693,116 after exercise of the Options as noted in the capital structure table in Section 2.2 below); and
- the secondary trading sale restrictions on the Shares issued during the period the Offer is open under this Prospectus will be removed.

2.2 Effect of the Offer on the capital structure

The pro-forma capital structure of the Company following the Offer pursuant to this Prospectus is set out below:

Issued capital	Number
Quoted ordinary shares currently on issue	44,406,577
Escrowed ordinary shares ¹	928,017
Escrowed ordinary shares ²	3,685,814
Escrowed shares issued as part of the acquisition of Dalys ⁴	2,279,608
Shares issued to employees under Employee Securities Incentive Plan	5,500
Total number of Shares on issue excluding Shares to be issued under this Prospectus and Shares issued on exercise of Options	51,305,516
Shares offered under this Prospectus	100
Shares to be issued upon exercise of Options for which the Company has received a valid exercise notice as at the date of this Prospectus ⁵	1,387,500
Total	52,693,116

Notes:

1. These shares are to be held in escrow until 28 April 2021 being 12 months from the date of issue.
2. These shares are to be held in escrow until 30 April 2022 being 24 months from the date of re-instatement of the Company's shares.
3. The Company currently has a total of 12,799,997 unlisted Options with varying exercise prices and expiry dates as set out in the table in Section 1.1 on issue. The Offer will not affect the number of Options on issue
4. As set out in Section 3.1(a), the Company has completed the acquisition of the business and assets of Daly Potato Company Pty Ltd on 2 October 2020. As part consideration for this acquisition the Company issued 2,279,608 shares in the Company at \$0.61 per shares to Daly Potato Company Pty Ltd.
5. As at the date of this Prospectus, the Company has received valid option exercise notices for 1,387,500 Options exercisable at \$0.30 each. After the lodgement of this Prospectus, 1,387,500 Shares will be issued by the Company in relation to the exercise of these Options as noted in the capital structure table above. Further Option exercise notices may be received by the Company before the Closing Date

2.3 Financial effect of the Offer

After paying for the expenses of the Offer of approximately \$13,206, there will be no proceeds from the Offer. The expenses of the Offer will be met from the Company's existing cash reserves. The Offer will affect the Company's financial position, being receipt of funds of \$130.00 less expenses of the Offer of \$13,206.

As the issue of the one hundred (100) Shares under this Prospectus will not have a material impact on the Company's financial position, a pro-forma statement of financial position of the Company showing the financial effect of the Offer has not been included in this Prospectus.

2.4 Effect of the Offer on control

The Offer will not have an impact on control of the Company. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer, (see Section 4.8).

3. Risk factors

The Shares offered under this Prospectus should be considered speculative because of the nature of the business activities of the Company. Potential investors should consider whether the Shares offered are a suitable investment having regard to their own personal investment objectives and financial circumstances and the risk factors set out below. This list is not exhaustive and potential investors should read this Prospectus in its entirety and if in any doubt consult their professional adviser before deciding whether to participate in the Offer.

This Section 3 identifies the major areas of risk identified by the Directors associated with an investment in the Company but should not be taken as an exhaustive list of the risk factors to which the Company and its Shareholders are exposed now or may be in the future. You should read the entire Prospectus and consult your professional advisers before deciding whether to apply for the Shares offered pursuant to this Prospectus.

3.1 Specific Risks

The Shares that are to be issued pursuant to this Prospectus are speculative because of the nature of the business of the Company.

A summary of the major specific Company risks are described below:

(a) Acquisition risk

On 2 October 2020 the Company completed the acquisition of the assets and business of Daly Potato Company Pty Ltd.

The acquisition is structured as follows:

- (i) the issue of 2,279,608 shares in the Company to the value of \$1.4M will be escrowed in three equal tranches – one third to be available for release in intervals of 12 months; 24 months and 36 months each period commencing from 2 October 2020;
- (ii) based on a share price of 61.4c, being the 14-day VWAP up to and including 7 September 2020, the Company issued 2,279,608 shares, representing 4.44% of the total number of Company shares on issue;
- (iii) the Company paid out approximately \$298,500 of Daly Potato Company Pty Ltd's debt
- (iv) the Company agreed to pay Daly Potato Company Pty Ltd \$100,000 in cash on settlement (as adjusted for normal completion adjustments);
- (v) additional investment in plant and machinery required to support the launch of a number of new products.

(b) Business strategy risk

The Company's growth and financial performance is dependent on its ability to successfully execute its growth strategy, including through the acquisition of complementary assets and businesses. There can be no assurance that the Company will be able to secure such assets and businesses nor achieve the level of growth the Company's strategy aims to achieve. If the Company fails to execute on its business

strategy, its business, financial condition and results of operations could be adversely affected.

(c) **Key customers risk**

The Company's businesses depend on securing and maintaining major customers and placing product into the market at competitive prices to achieve acceptable margins and trading terms. The loss of any significant customer may adversely impact on the Company's operating and financial performance.

(d) **Export and distribution risk**

A significant portion of the Company's revenues are derived from exports to various markets, particularly to Asian countries. Any adverse changes to trade tariffs, quotas or duties, the subsidisation of local producers in foreign markets, the introduction of other trade barriers, increased competitor activity and export regulation could all adversely affect the Company's ability to export.

In addition, the Company relies on a limited number of distribution channels to export its products to export markets. The growth objectives of the Company depend in part on its ability to increase its distribution channels. The loss or disruption of a distribution channel or loss of an export market could adversely affect the Company's financial performance and future prospects. Additionally, the Company may take a credit risk with regard to parties to whom it supplies products. In the event of such parties failing to meet their obligations to the Company on time or at all, the Company's financial performance may be adversely affected. The Company has no long term contractual security of sale of its products at present (this is considered standard for the industry in which the Company operates, where contracting on a monthly purchase order basis (rather than long term contracts) is common practice). The Company mitigates customer risk by establishing business relationships with as broad an array of creditable customers as possible, considering the scale and resources of its business to date.

(e) **Food safety, handling and product quality risks**

Selling food for human consumption carries inherent risks relating to food safety. Food safety incidents (such as tampering or contamination) could result in product liability lawsuits, product recalls, reputational damage and potential civil or criminal liability. Product recalls could result in significant losses because of the destruction of inventory and lost sales due to product unavailability, and any safety incidents could adversely affect the Company's ability to retain existing customers or attract new customers. Food tampering, including the introduction of foreign objects, chemical or biological contaminants into the Company's products could also result in serious harm to consumers.

Seafood in particular is a highly perishable product unless handled with strict processing, packing, storage and transport protocols. The Company implements and maintains strict quality control policies and provides high levels of training for its staff to mitigate these risks. Any serious food poisoning incident as a result of an operational lapse in food safety or sanitation procedures or malicious tampering could have a material adverse impact on the business.

Food safety also depends on appropriate storage during transport, and the Company also depends on its transport agents to maintain appropriate storage conditions. There is a risk that if the Company's products are transported, stored or handled inappropriately by third parties, the Company's products may be contaminated. Contamination may also result in food-borne illness and reputational damage to the

Company. Any spoilage or degradation in quality due to retailers' failure to observe shelf life regulations or expiration dates may also adversely affect the Company's brand and reputation.

(f) **Prior year losses, future capital needs and additional funding**

The Company made losses during the financial years ended 30 June 2018, 30 June 2019 and 30 June 2020 and was partly reliant on raising funds from investors to continue to fund its operations and development. Further, part of the Company's business strategy is to grow through acquisition of complementary businesses, with a focus on synergistic and similar premium food/beverage businesses in Tasmania, as well as other complementary assets/businesses.

The Company may require further funds in order to fund transaction costs in relation to such acquisition(s), to provide some (or all) of the acquisition consideration or to continue to fund its operations and development in the event that the Company generates further losses. In addition, the future capital requirements of the Company will depend on many factors, including the success of the Company's organic growth strategy. Whilst the Company believes that it has sufficient working capital to carry out its stated objectives and to satisfy the anticipated current working capital and other capital requirements set out in this Prospectus, there can be no assurance that the Company's organic growth strategy will result in a net cash flow benefit, nor that the Company's objectives can continue to be met in the future without securing further funding.

Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations.

(g) **Product Liability risk**

Retailing food for human consumption carries an inherent risk of product liability. The Company may have to limit the retailing of its products if it cannot successfully secure or renew product liability insurance or defend itself against product liability claims. The Company may not be able to obtain further product liability insurance, or may not be able to obtain insurance on commercially viable terms. Any product liability claims may disrupt the Company's business operations and may cause reputational harm, adversely affecting the Company's financial performance.

The Company currently holds product liability insurance, which the Board and Proposed Directors consider to be appropriate for the current level of the Company's business operations. However, the Company may not be able to obtain further product liability insurance, or may not be able to obtain insurance on commercially viable terms. While the Company has product liability insurance, its insurance coverage or limits may be inadequate to cover judgments or claims from food safety incidents. Any claims brought against the Company may be outside the scope of the insurance policy or coverage, which may require the Company to satisfy such claims, if successful, from the Company's capital reserves.

(h) **Dependence on key personnel risk**

Michael Cooper has significant experience in the food and beverage industry, and is important to the ongoing operations of the Company as well as implementation of its growth strategy. The Company's success largely depends on the core competencies of the Directors and management (in particular, Mr Cooper), as well as the ability of the

Company to retain these key executives. The loss of Mr Cooper, as well as other key executives, could have an adverse effect on the Company's performance.

(i) **Supplier risk**

The Company sources ingredients for its products from a number of suppliers. The loss of a supplier or a significant interruption or negative change in the availability of ingredients from suppliers could adversely impact on the Company's operating and financial performance. However, given the number of available suppliers for the Company's raw products, the Company considers this to be a very low risk. While the Company has no guaranteed contractual security of supply at present, this is considered standard for the industry in which the Company operates. The Company further believes it has mitigated supply risk by establishing long term trade accounts with several suppliers.

(j) **Consumer demand risk**

The Company's growth objectives depend on continued growth in the demand for its products in domestic and international markets, predominantly in Asia. Consumer demand for food products can change over time and may be influenced by a number of factors. Changes in consumer dietary preferences or an excess of supply of smoked salmon, smoked trout or chicken liver pate products may adversely impact demand or prices for these products. In addition, smoked salmon, smoked trout and chicken liver pate may be considered to be luxury food products. An economic downturn in the markets in which the Company sells its products may cause the retail environment to deteriorate as consumers reduce their retail spending on discretionary items, which may adversely impact on the Company's operations and growth prospects.

If economic conditions deteriorate, or the Company is unable to penetrate these markets due to a change in demand for these products or if demand were to otherwise fall or the Company is unable to adapt to changing consumer trends and behaviours more generally, the Company may be unable to achieve its growth objectives.

In addition, the Company's financial performance will be influenced by the price it can obtain for its products, in both domestic and export markets. A drop in the demand for the Company's products may require the Company to reduce its product prices which could have an adverse impact on its businesses.

(k) **Brand and reputation**

The Company's brand names are key assets of the business. In particular, Woodbridge Smokehouse's products are marketed as a high quality 'niche' product which justifies a premium price. The reputation and value associated with these brands could be adversely affected by a number of factors, many of which are beyond the Company's control. Such factors include failing to provide customers with the quality of product they expect, contamination or recall issues, third party disputes and adverse media coverage. The loss of reputation of the Company's brands could have an adverse effect on the operations, financial position and growth of the Company.

(l) **Uncontracted arrangement risk**

A large proportion of the Company's business relationships (particularly with customers and suppliers) are under arrangements which are subject to standard terms and

conditions rather than comprehensive agreements which protect the Company's interests.

Such arrangements are standard in the food industry, but given the nature of these contractual relationships, it is not possible for the Company to contractually guarantee consistency of sales volumes, price or terms going forward.

(m) **Competition risk**

The Company is in the highly competitive fast-moving consumer goods global business market and competes with many participants who are larger and have significantly greater resources, including financial, technical, marketing and human resources, than the Company. The Company competes in this market based on distribution channels, brand recognition, product quality and price, product placement and promotional activities. These competitors have already established a market share and brand and may be able to respond more quickly to changing business, regulatory and economic conditions than the Company. The Company may not be able to effectively compete with other participants in this market.

(n) **Workplace health and safety risk**

The Company's businesses (particularly Woodbridge Smokehouse) involve operations which are inherently risky for staff employed in particular areas. Other employees may also be exposed to risks whilst working or travelling for work.

The Company must comply with various health and safety laws in Australia. There is a risk that penalties and other liabilities for the breach of health and safety law and standards may be imposed on the Company and may have an adverse effect on the Company's reputation, and its revenue, profitability and growth.

(o) **Counterparty and credit risk**

The business operations of the Company require the involvement of a number of third parties, including suppliers, logistics providers and customers. Not being able to reach a binding agreement with any third party, financial failure, default or contractual non-performance on the part of such third parties (including failure to pay amounts due to the Company pursuant to its agreements) may have a material impact on the operations and financial performance of the Company.

(p) **Insurance**

The Company endeavours to maintain insurance (including product liability insurance and workers' compensation insurance) appropriate for the current level of each the Company's operations, having regard to relevant risks. However, the Company cannot insure against all risks, or guarantee that the level of insurance coverage it obtains will be adequate, either because appropriate or necessary cover is not available or because the Board may consider the required premiums to be excessive in relation to the benefits that would accrue.

If the Company incurs losses or liabilities for which they are uninsured, this may have a negative impact on the Company's financial performance and ability to operate its businesses.

(q) **General regulatory risk**

The Company's current and future products are subject to various laws and regulations, including, without limitation, product liability laws, product content requirements, labelling and packing requirements, environmental laws, tax laws, anti-corruption laws, and export laws and regulations. The failure by the Company to comply with the laws and regulations in the jurisdictions in which it exports and sells its products could result in the loss of access to those and other markets. In addition, compliance with government regulations may also subject the Company to additional fees and costs. Further, changes to these laws and regulations (including interpretation and enforcement), or the failure by the Company to remain current with those changes, could adversely affect the Company's business and financial performance.

In particular, the Company's business operations are subject to food safety laws and regulations. Failure to comply with all applicable food safety laws and regulations may expose the Company or its suppliers to fines, penalties, potential civil or criminal actions, product recalls and reputational damage. While the Company takes its legal and regulatory obligations very seriously, any inadvertent breach by the Company or any breach caused by its suppliers may adversely impact the financial performance or operating results of the Company. If existing food safety laws and regulations are revised to become more restrictive or new, more restrictive laws or regulations are introduced, the Company may not be able to meet these new or revised requirements, which may jeopardise its business operations.

3.2 **General risks**

(a) **Economic**

The market price of the Company's Shares can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities.

Further, share market conditions may affect the value of the Company's quoted Shares regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- (i) general economic outlook;
- (ii) interest rates and inflation rates;
- (iii) currency fluctuations;
- (iv) changes in investor sentiment;
- (v) the demand for, and supply of, capital; and
- (vi) terrorism or other hostilities.

Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(b) **Government and legal risk**

Changes in government, monetary policies, taxation and other laws can have a significant impact on the Company's assets, operations and ultimately the financial performance of the Company and its Shares. Such changes are likely to be beyond the control of the Company.

The Company is not aware of any reviews or changes that would affect the Company's business. However, changes in community attitudes on matters such as taxation,

competition policy and environmental issues may bring about reviews and possibly changes in government policies. There is a risk that such changes may affect the Company's operations and growth strategy. Any such government action may also require increased capital or operating expenditures and could prevent or delay certain operations by the Company.

(c) **Share Market Risk**

The Company's operating results, economic and financial prospects and other factors will affect the trading price of the Shares. Further, the market price of listed securities can be expected to rise and fall in accordance with general market conditions.

None of the Shares which are the subject of the Offer, nor any Shares (including those issued on exercise) carry any guarantee in respect of profitability, dividends, return on capital, or the price at which they may trade on the ASX.

There are a number of factors (both national and international) that may affect the market price of Securities and neither the Company nor its Directors have control of those factors. Both domestic and world economic conditions may affect the performance of the Company and factors such as the level of industrial production, inflation and interest rates.

(d) **General Economic Conditions**

Changes in the general economic climate in which the Company operates or holds investments in may adversely affect the financial performance of the Company. Factors that may contribute to that economic climate include the general level of economic activity, interest rates, currency fluctuations, inflation, supply and demand, industrial disruption, changes in investor sentiment, infectious diseases, terrorism or other hostilities and other economic factors. These factors are beyond the control of the Company and the Company cannot, with any degree of certainty, predict how they will impact on the Company.

(e) **Legislative change and Government Policy**

Changes in laws and regulations in Australia or other relevant jurisdictions may adversely affect the financial performance or the current and proposed operations generally of the Company. Changes in government regulations and policies may adversely affect the financial performance or the current and proposed operations generally of the Company.

In addition to legislation changes, changes in relevant taxation, interest rates, other legal or administrative regimes, as well as Government policies in Australia or in any other markets in which the Company may do or intend to do business, may have an adverse effect on the assets, operations and ultimately the financial performance of both the Company and the entities in which it invests. These factors may ultimately affect the financial performance of the Company and the market price of its Securities.

Changing attitudes to financial services regulation and protection of investment activities, together with the nature of the political process, provide the possibility for future policy changes. There is a risk that such changes may affect the Company's business, operations or financial condition.

No assurance can be given that any new laws or regulations or that existing laws and regulations will not be applied in a manner which could limit or curtail the Company's activities.

(f) **Liquidity**

There is no guarantee that there will be an active market in the Shares, or that the price of Shares will increase.

The Shares trade on relatively low volumes which can have significant impacts in fluctuations in Share price and can create difficulties for Shareholders to liquidate their holdings in a timely manner.

(g) **Litigation Risks**

The Company is exposed to possible disputes and litigation risks including contractual disputes. If any such claim or dispute is proven, this may impact adversely on the Company's operations, financial performance and financial position. As at the date of this prospectus the Directors are not aware of any litigation.

(h) **Force Majeure**

The Company, now or in the future may be adversely affected by risks outside the control of the Company including labour unrest, civil disorder, war, subversive activities or sabotage, extreme weather conditions, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions

(i) **Interest Rate Risk**

Changes in interest rates can have an impact directly or indirectly on the Company's investment valuations and returns on any cash deposits held. For example, an increase in interest rates will increase the cost of borrowing and potentially reduce the profits of the Company's investments. A decrease in interest rates would reduce any revenue the Company receives through interest on cash deposits.

(j) **Coronavirus (COVID-19) risk**

The outbreak of the coronavirus disease (**COVID-19**) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of the Company remains uncertain. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company's ability to freely move people may cause delays or cost increases. The effects of COVID-19 on the Company's Share price may also impede the Company's ability to raise capital, or require the Company to issue capital at a discount, which may in turn cause dilution to Shareholders.

(k) **Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by prospective investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Securities offered under this

Prospectus. Therefore, the Securities carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for the Shares.

4. Additional information

4.1 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

- (a) **(Voting rights):** Subject to any rights or restrictions, at general meetings:
 - (i) every Shareholder present and entitled to vote may vote in person or by attorney, proxy or representative;
 - (ii) has one vote on a show of hands; and
 - (iii) has one vote for every Share held, upon a poll.
- (b) **(Dividend rights):** Shareholders will be entitled to dividends, distributed among members in proportion to the capital paid up. No dividend carries interest against the Company and the declaration of Directors as to the amount to be distributed is conclusive.

Shareholders may be paid interim dividends or bonuses at the discretion of the Directors. The Company must not pay a dividend unless the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend.

- (c) **(Variation of rights):** The rights attaching to the Shares may only be varied by the consent in writing of the holders of three-quarters of the Shares, or with the sanction of a special resolution passed at a general meeting.
- (d) **(Transfer of Shares):** Shares can be transferred upon delivery of a proper instrument of transfer to the Company or by a transfer in accordance with the ASX Settlement Operating Rules. The instrument of transfer must be in writing, in the approved form, and signed by the transferor and the transferee. Until the transferee has been registered, the transferor is deemed to remain the holder, even after signing the instrument of transfer.

In some circumstances, the Directors may refuse to register a transfer if upon registration the transferee will hold less than a marketable parcel. The Board may refuse to register a transfer of Shares upon which the Company has a lien.

- (e) **(General meetings):** Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

The Directors may convene a general meeting at their discretion. General meetings shall also be convened on requisition as provided for by the Corporations Act.

- (f) **(Unmarketable parcels):** The Company's Constitution provides for the sale of unmarketable parcels subject to any applicable laws and provided a notice is given to the minority Shareholders stating that the Company intends to sell their relevant Shares unless an exemption notice is received by a specified date.
- (g) **(Rights on winding up):** If the Company is wound up, the liquidator may with the sanction of special resolution, divide the assets of the Company amongst members as the liquidator sees fit. If the assets are insufficient to repay the whole of the paid-up capital of members, they will be distributed in such a way that the losses borne by members are in proportion to the capital paid up.

4.2 **Company is a disclosing entity**

The Company is a disclosing entity under the Corporations Act. It is subject to regular reporting and disclosure obligations under both the Corporations Act and the Listing Rules. These obligations require the Company to notify ASX of information about specific events and matters as they arise for the purpose of ASX making the information available to the stock market conducted by ASX. In particular, the Company has an obligation under the Listing Rules (subject to certain limited exceptions), to notify ASX once it is, or becomes aware of information concerning the Company which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is also required to prepare and lodge with the ASIC yearly and half-yearly financial statements, accompanied by a Directors' statement and report and an audit review or report. Copies of documents lodged with the ASIC in relation to the Company may be obtained from, or inspected at, an ASIC office (see Section 4.3 below).

In accordance with section 713 of the Corporations Act, the Company is able to issue a "transaction specific prospectus". In general terms, a transaction specific prospectus is only required to contain information in relation to the effect of the issue of the securities offered on a company and the rights attaching to the securities offered. It is not necessary to include general information in relation to the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before deciding whether or not to invest.

4.3 **Copies of documents**

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of the ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer, a copy of:

- (a) the Full Year Statutory Accounts for the period ending 30 June 2020 as lodged with ASX on 30 September 2020;
- (b) the continuous disclosure notices given by the Company to notify ASX of information relating to the Company since the Company lodged its re-admission on ASX and before the date of issue of this Prospectus which are as follows:

Date	Subject of Announcement
30 April 2020	Pure Foods Tasmania to List on ASX
1 May 2020	Becoming a substantial shareholder
4 May 2020	Final Directors' Interest Notices
4 May 2020	Initial Directors' Interest Notice
6 May 2020	Confirmation of Name Change and Change of Address
12 May 2020	Change of Directors Interest Notice
14 May 2020	Change of Directors Interest Notice
15 May 2020	Change of Company Secretary
25 May 2020	Change of Directors Interest Notice
12 June 2020	S&P DJI Announces June 2020 Quarterly Rebalance
1 July 2020	Change of Directors Interest Notice
3 July 2020	Change of Directors Interest Notice
9 July 2020	Trading Update
20 July 2020	Unmarketable Share Sale Facility
22 July 2020	Change in substantial holding
30 July 2020	June 2020 Quarter Activity and Cashflow Reports
6 August 2020	The Company launches new range into Woolworths
26 August 2020	Investor Briefing
28 August 2020	Change in Auditor
31 August 2020	Preliminary final report
31 August 2020	Investor briefing and update
2 September 2020	Investor Webinar – 3 September 2020
9 September 2020	Acquisition of Daly Potato business
9 September 2020	Investor Presentation
10 September 2020	Investor Webinar
18 September 2020	Change of Directors Interest Notice

Date	Subject of Announcement
23 September 2020	Change of Directors Interest Notice
24 September 2020	Change of Directors Interest Notice
29 September 2020	Change of Directors Interest Notice
29 September 2020	Proposed issue of securities PFT – Appendix 3B
30 September 2020	Becoming a substantial holder – Michael Cooper
30 September 2020	Full Year Statutory Accounts
2 October 2020	PFT to establish Incubation Fund
2 October 2020	PFT completes acquisition of Daly Potato business
6 October 2020	Appendix 2A
6 October 2020	Ceasing to be substantial holder
7 October 2020	Change of Directors Interest Notice – Michael Cooper
8 October 2020	Appendix 2A
9 October 2020	Change of Directors Interest Notice – Michael Cooper
15 October 2020	Change in substantial holding
20 October 2020	Ceasing to be a substantial holder
26 October 2020	Investor Webinar – 28 October 2020
26 October 2020	Activities Report and Appendix 4C
28 October 2020	Investor Presentation – Webinar 28 October 2020
30 October 2020	Notice of Annual General Meeting
30 October 2020	Annual Report

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

- (i) this Prospectus;
- (ii) the Constitution; and
- (iii) the consents referred to in Section 4.16 and the consents provided by the Directors to the issue of this Prospectus.

4.4 Information excluded from continuous disclosure notices

Other than as set out in this Prospectus, there is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules that:

- (a) investors or their professional advisers would reasonably require for the purpose of making an informed assessment of:
 - (i) the assets and liabilities, financial position and performance, profits and losses and prospects of the Company; and
 - (ii) the rights and liabilities attaching to the Shares; and
- (b) it is reasonable for investors and their professional advisers to expect to find in this Prospectus.

4.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on section 713 of the Corporations Act in issuing the Shares under this Prospectus.

4.6 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: \$1.57 per Share on 19 October 2020.

Lowest: \$0.26 per Share on 31 July 2020.

The latest available closing market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was \$1.37 per Share on 209 October 2020.

4.7 Dividend policy

The Company does not expect to pay dividends in the near future as its focus will primarily be on growth of the businesses. Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend upon matters such as the availability of distributable earnings, the operating results and financial condition of the Company, future capital requirements, general business and other factors considered relevant by the Directors. No assurances are given in relation to the payment of dividends, or that any dividends may attach franking credits.

4.8 Substantial Shareholders

Based on available information as at the date of this Prospectus, no person (together with their associates) has a relevant interest in 5% or more of the Shares on issue.:

4.9 Directors' interests in Securities

The Directors have the following relevant interests in the Securities as at the date of this Prospectus:

	Number of shares	Number of Options
Malcolm McAully ¹	1,521,238	888,401
Michael Cooper ²	2,543,420	1,671,307
Ken Fleming ³	1,595,789	907,436
Sandy Beard ⁴	1,000,000	500,000
Total director shares and options	6,660,447	4,004,476
Total shares and options on issue	51,305,516	12,799,997

Notes:

1. Shares are held indirectly by BFADM Pty Ltd and 388,301 Options. 500,000 options held directly by Malcolm McAully.
2. Shares are held indirectly by Willar Pty Ltd, WLHAM Pty Ltd and directly by Michael Cooper. 371,307 Options held by Willar and 1,300,000 by Michael Cooper.
3. Shares are held indirectly by Rottcodd Pty Ltd as trustee for the Rottcodd Superannuation Fund. 407,436 Options held by Rottcodd Pty Ltd and 500,000 Options held by Kenneth Fleming.
4. Shares are held indirectly by Alexander David Beard and Marie Pascale Beard as trustee for the AD and MP Beard Superannuation Fund. 500,000 Options held by Alexander Beard.

4.10 Remuneration of Directors

The Constitution provides that each Director is entitled to such remuneration from the Company as the Directors decide, but the total amount provided to all non-executive Directors must not exceed in aggregate the amount fixed by the Company in a general meeting. The current maximum amount of remuneration that may be paid to all non-executive Directors has been set at \$400,000 per annum.

A Director may be paid fees or other amounts as the Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

Details of remuneration (including superannuation) provided to Directors and their associated entities for the financial year ended 30 June 2020 are as follows.

Director	Fee/Salary
Michael Cooper	\$258,144
Malcolm McAully	\$25,344
Ken Fleming	\$19,038

Sandy Beard	\$6,570
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4.11 Directors' interests

Except as disclosed in this Prospectus, no Director and no firm in which a Director or proposed director is a partner:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Shares offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Securities offered under this Prospectus; or
- (b) has been paid or given or will be paid or given any amount or benefit to induce him or her to become, or to qualify as, a Director, or otherwise for services rendered by him or her in connection with the formation or promotion of the Company or the Shares offered under this Prospectus.

4.12 Related party transactions

- (a) Deeds of Access and Indemnity

The Company has signed a Deed of Access and Indemnity with each of its Directors which lasts for a period of 7 years after they cease to be a Director (Term). The Deeds require the Company to maintain a Director's & Officers Insurance Policy for the Director during the Term.

Under the Deeds of Access and Indemnity the Company indemnifies, to the extent permitted by law, the Director for any loss which the Director may incur, or be liable for arising from, or in connection with, the Director's position as an officer of a Group Company.

- (b) Consultancy Agreement – Ken Fleming

Ken Fleming will receive an additional \$25,000 per year for consulting services (including transactional services and investor relations) to be provided to the Company.

There are no related party transactions involved in the Offer that are not otherwise described in the Prospectus.

4.13 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

- (a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Offer or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Offer.

4.14 Expenses of Offer

Estimated expenses of the Offer	A\$
ASIC lodgement fee	\$3,206
Prospectus preparation expenses	\$10,000
TOTAL	\$13,206

4.15 Litigation

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

4.16 Consents

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

Each of the parties referred to in this Section:

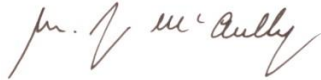
- (c) has not authorised or caused the issue of this Prospectus or the making of the Offer;
- (d) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and
- (e) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Page Seager Lawyers has given its written consent to being named as the solicitors to the Company in this Prospectus. Page Seager Lawyers has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

5. **Authorisation**

This Prospectus is authorised by each of the Directors of the Company. In accordance with section 720 of the Corporations Act, each Director has consented in writing to the lodgement of this Prospectus with ASIC and has not withdrawn that consent.

Dated: 30 October 2020

A handwritten signature in dark ink, appearing to read 'Mr. J. McAully', written in a cursive style.

Mr Malcolm McAully

Chairman for and behalf of Pure Foods Tasmania Limited

6. Glossary of Terms

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

\$	means Australian dollars.
AEDT	means Australian Eastern Daylight Time.
Applicant	means a person who submits an Application Form.
Application	means a valid application for Shares made on an Application Form.
Application Form	means the Application Form provided by the Company with a copy of this Prospectus.
Application Monies	means the amount of money in dollars and cents payable for Shares pursuant to the Offer.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.
Board	means the Directors meeting as a board.
CHESS	means ASX Clearing House Electronic Sub-registry System.
Closing Date	means the closing date for the Offer, being 2 November 2020 (or such other date as determined by the Directors).
Company	means Pure Foods Tasmania Limited (ACN 112 682 158).
Constitution	means the constitution of the Company as at the date of this Prospectus.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
COVID-19	has the meaning given in clause 3.23.2(j).
Directors	mean the directors of the Company as at the date of this Prospectus.
Issuer Sponsored	means Securities issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.
Listing Rules	means the official listing rules of ASX as amended or replaced from time to time, except to the extent of any express written waiver by ASX.
Offer	has the meaning given in Section 1.
Official List	means the official list of ASX.
Official Quotation	means quotation of Securities on the Official List.
Options	means an option to acquire a Share.
Prospectus	means this prospectus dated 30 October 2020.
Section	means a section of this Prospectus.

Securities	means any securities, including Shares or Options issued or granted by the Company.
Shares	means ordinary fully paid shares in the capital of the Company.
Shareholder	means a holder of Shares.