

31 October 2022

ASX Market Announcements Office
ASX Limited
Level 4, North Tower
Rialto Building
525 Collins Street
Melbourne VIC 3000

Attention: Ms Melissa Kostopoulos

Dear Melissa

Shares to be issued under Share Purchase Plan (SPP)

Notice in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547

This notice is given by Cann Group Limited (ASX 603 949 739) (**Issuer**) in accordance with *ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (Instrument)*.

The Issuer intends to issue up to approximately 45,454,545 fully paid ordinary shares (**Shares**) at an issue price of \$0.22 per Share to eligible shareholders under the SPP offer announced by the Issuer on 25 October 2022, in respect of which offers will be dispatched today.

The Issuer advises that:

- (a) the Shares the subject of this notice will be issued under a share purchase plan without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**);
- (b) this notice is being given in accordance with the Instrument;
- (c) as at the date of this notice, the Issuer has complied with:
 - (i) the provisions of Chapter 2M of the Corporations Act as they apply to the Issuer; and
 - (ii) section 674 of the Corporations Act;
- (d) as at the date of this notice, there is no information that is "excluded information" within the meanings of sections 708A(7) or 708A(8) of the Corporations Act except as set out below:

As announced on 6 April 2022, Cann and Haleon plc (formerly GlaxoSmithKline Consumer Healthcare) have an exclusive evaluation and option agreement in place regarding the potential commercialisation of Cann's proprietary Satipharm CBD capsules for OTC use. Cann and Haleon have continued discussions since that time and continue to negotiate a potential definitive exclusive agreement for the marketing, sale and distribution of that product. As an interim step, the parties have also been negotiating a non-binding term sheet in relation to those matters and Cann expects to be able to make a further announcement on that term sheet shortly.

Yours sincerely

Kind regards,



Deborah Ambrosini
Company Secretary
Cann Group Limited