



Announcement Summary

Entity name

CANN GROUP LIMITED

Date of this announcement

Monday November 27, 2023

The +securities the subject of this notification are:

Other

Total number of +securities to be issued/transferred

ASX +security code	Security description	Total number of +securities to be issued/transferred	Issue date
New class - code to be confirmed	Convertible Notes Tranche 1	1,322,200	27/11/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of entity

CANN GROUP LIMITED

We (the entity named above) give notice of the issue, conversion or payment up of the following unquoted +securities.

1.2 Registered number type

ACN

Registration number

603949739

1.3 ASX issuer code

CAN

1.4 The announcement is

New announcement

1.5 Date of this announcement

27/11/2023



Part 2 - Issue details

2.1 The +securities the subject of this notification are:

Other

Please specify

Convertible Notes - Tranche 1 (refer to Appendix 3B lodged 21 November 2023)

2.2a This notification is given in relation to an issue of +securities in a class which is not quoted on ASX and which:

does not have an existing ASX security code ("new class")



Part 3C - number and type of +securities the subject of this notification (new class) where issue has not previously been notified to ASX in an Appendix 3B

New +securities

ASX +security code

New class - code to be confirmed

+Security description

Convertible Notes Tranche 1

+Security type

+Convertible debt securities

ISIN code

Date the +securities the subject of this notification were issued

27/11/2023

Will all the +securities issued in this class rank equally in all respects from their issue date?

Yes

Have you received confirmation from ASX that the terms of the +securities are appropriate and equitable under listing rule 6.1?

Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities being issued.

Please refer to announcement lodged 21 November 2023 <https://investors.canngrouplimited.com/Investors/>

+Convertible debt securities Details

Type of +security

Convertible note or bond

+Security currency

USD - US Dollar

Face value

USD 1.15000000

Interest rate type

Zero coupon/no interest

Frequency of coupon/interest payments per year

No coupon/interest payments

s128F of the Income Tax Assessment Act status applicable to the +security

s128F exempt

Is the +security perpetual (i.e. no maturity)?

No

Maturity date

27/5/2025



Select other feature(s) applicable to the +security

None of the above

Is there a first trigger date on which a right of conversion, redemption, call or put can be exercised (whichever is first)?

No

Details of the existing class of +security that will be issued if the securities are converted, transformed or exchanged

Other

Description

CAN fully paid ordinary shares will be issued upon conversion

Any other information the entity wishes to provide about the +securities the subject of this notification

Please provide any further information needed to understand the circumstances in which you are notifying the issue of these +securities to ASX, including why the issue of the +securities has not been previously announced to the market in an Appendix 3B

The issue of securities was previously announced in an Appendix 3B lodged on 21 November 2023

Issue details

Number of +securities

1,322,200

Were the +securities issued for a cash consideration?

Yes

In what currency was the cash consideration being paid?

AUD - Australian Dollar

What was the issue price per +security?

AUD 1.51000000

Purpose of the issue

To raise additional working capital



Part 4 - +Securities on issue

**Following the issue, conversion or payment up of the +securities the subject of this application, the +securities of the entity will comprise:
(A discrepancy in these figures compared to your own may be due to a matter of timing if there is more than one application for quotation/issuance currently with ASX for processing.)**

4.1 Quoted +Securities (Total number of each +class of +securities quoted)

ASX +security code and description	Total number of +securities on issue
CAN : ORDINARY FULLY PAID	432,985,102

4.2 Unquoted +Securities (Total number of each +class of +securities issued but not quoted on ASX)

ASX +security code and description	Total number of +securities on issue
CANAK : OPTION EXPIRING 01-FEB-2025 EX \$0.22	18,569,840
CANAC : PERFORMANCE RIGHTS	2,675,546
CANAH : OPTION EXPIRING 09-FEB-2028 EX VARIOUS	4,500,000
CANAG : ORDINARY FULLY PAID	270,000
CANAI : OPTION EXPIRING 04-APR-2028 EX \$0.22	1,560,000
New class - code to be confirmed : Convertible Notes Tranche 1	1,322,200



Part 5 - Other Listing Rule requirements

5.1 Were the +securities issued under an exception in Listing Rule 7.2 and therefore the issue did not need any security holder approval under Listing Rule 7.1?

No

5.2 Has the entity obtained, or is it obtaining, +security holder approval for the issue under listing rule 7.1?

No

5.2b Are any of the +securities being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

5.2b.1 How many +securities are being issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

1,322,200 convertible notes will convert to a maximum of 34,696,095 fully paid ordinary shares

5.2c Are any of the +securities being issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No