

*Forbidden Foods Limited ASX: FFF*

## ASX Announcement

**22 August 2024**

# Notice of Extraordinary General Meeting

### *Notice of Extraordinary General Meeting*

An Extraordinary General Meeting (**Meeting**) of **Forbidden Foods Ltd (ASX: FFF)** ("**Forbidden Foods**" or "**the Company**") will be held in person on Friday, 20 September 2024 at 11.00am (AEST). The Meeting is being held to seek shareholder approval on, amongst other things, the various issues of securities connected with the Company's proposed acquisition of Oat Milk Goodness and capital raising announced on 14 August 2024.

The Notice of Extraordinary General Meeting, Explanatory Memorandum, sample Proxy Form and access letter are attached and will be distributed, or made available, to shareholders today.

Shareholders will be able to attend the Meeting, ask questions in relation to the resolutions being proposed at the Meeting and vote at the Meeting, in person or by appointing a proxy to attend and vote on their behalf.

Instructions on how to vote and how to appoint a proxy are set out in the Notice of Extraordinary General Meeting.

**ENDS**

**This ASX announcement has been approved for release by the Board of Directors of Forbidden Foods Ltd.**

**For further information, please contact:**

**Alex Aleksic**

Chief Executive Officer

[alex.aleksic@forbiddenfoods.com.au](mailto:alex.aleksic@forbiddenfoods.com.au)

**Henry Jordan**

Investor & Media Enquiries

[henry.jordan@sdir.com.au](mailto:henry.jordan@sdir.com.au)

### **About Forbidden Foods Ltd**

Forbidden Foods Ltd (ASX: FFF) is a health & wellness food company. The Company was established with a vision to provide engaging brands that provide the very best foods to meet consumer demand for clean, sustainable and healthy products. The core brand in the portfolio is Blue Dinosaur® which is sold in Australia & USA.

22 August 2024

Dear Shareholder

## **Forbidden Foods Limited (ASX: FFF) – Extraordinary General Meeting**

The Board of Forbidden Foods Limited ACN 616 507 334 (ASX: FFF) (**Company**) advises shareholders it will be convening an Extraordinary General Meeting (**Meeting**) at 11.00am (AEST) on Friday, 20 September 2024 at Level 16/452 Flinders St, Melbourne VIC 3000.

Shareholders will be able to attend the Meeting, ask questions in relation to the resolutions being proposed at the Meeting and vote at the Meeting, in person or by appointing a proxy to attend and vote on their behalf.

Shareholders are strongly encouraged to lodge their proxy votes by at 11.00am (AEST) on Wednesday, 18 September 2024 and in accordance with the instructions set out on the Proxy Form that accompanies this letter.

In accordance with section 110D of the *Corporations Act 2001* (Cth) (as inserted by the *Corporations Amendment (Meetings and Documents) Act 2022* (Cth)), the Company will not be dispatching physical copies of the Notice of Meeting and Explanatory Statement (**Notice**), instead a copy of the Notice is available for download from:

- the Company's share registry, Automic; or
- the Company's information page on ASX.

The resolutions will be decided by way of a poll. If you are unable to attend the Meeting, you may wish to email any questions you want addressed at the Meeting by emailing them to the Company Secretary at [bill@visioncorp.com.au](mailto:bill@visioncorp.com.au) at least 48 hours before the Meeting.

The Board looks forward to welcoming you to the Meeting.

Yours sincerely,

**Forbidden Foods Limited**

**Bill Pavlovski**

Company Secretary

**Forbidden Foods Limited**

Level 1/678 Victoria Street,  
Richmond, VIC 3121

ACN: 616 507 334

[info@forbiddenfoods.com.au](mailto:info@forbiddenfoods.com.au)

[www.forbiddenfoods.com.au](http://www.forbiddenfoods.com.au)

# Forbidden Foods Limited

## **Notice of 2024 Extraordinary General Meeting**

Explanatory Statement | Proxy Form

Friday, 20 September 2024

**11.00am (AEST)**

**Address**

Level 16/452 Flinders St, Melbourne VIC 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

# Contents

Venue and Voting Information	2
Notice of Extraordinary General Meeting – Agenda and Resolutions	5
Notice of Extraordinary General Meeting – Explanatory Statement	16
Glossary	39
Appendix A – April Option and Director Placement Option terms	41
Appendix B –Attaching Option and Lead Manager Option terms	44
Appendix C – Key terms of OMG SPA	48
Proxy Form	Enclosed

## Important Information for Shareholders about the Company's EGM

This Notice is given based on circumstances as at 22 August 2024. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at [www.forbiddenfoods.com.au](http://www.forbiddenfoods.com.au). Shareholders are urged to monitor the ASX announcements platform and the Company's website.

## Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (AEST) on Friday, 20 September 2024 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

To be able to hold this Meeting at a physical venue, the Company is relying upon s249R(a) of the Corporations Act.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company.

Questions must be submitted in writing to the Company Secretary at [bill@visioncorp.com.au](mailto:bill@visioncorp.com.au) at least 48 hours before the EGM.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

## Your vote is important

The business of the General Meeting affects your shareholding and your vote is important.

## Voting by proxy

To vote by proxy, please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
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	For further information on the online proxy lodgement process please see the <b>Online Proxy Lodgement Guide</b> at <a href="https://www.automicgroup.com.au/virtual-agms/">https://www.automicgroup.com.au/virtual-agms/</a>
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
<b>By email</b>	Completing the enclosed Proxy Form and emailing it to: <a href="mailto:meetings@automicgroup.com.au">meetings@automicgroup.com.au</a>

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

## Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

# Notice of General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Forbidden Foods Limited ACN 616 507 334 will be held at 11.00am (AEST) on Friday, 20 September 2024 at Level 16/452 Flinders St, Melbourne VIC 3000 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders at 7.00pm (AEST) on Wednesday, 18 September 2024.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

## Resolutions

### **Ordinary Business**

#### 1. **Resolution 1** – Ratification of prior issue of April Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 25,362,920 fully paid ordinary shares issued on Friday, 12 April 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 1 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 2. **Resolution 2** – Approval of issue of April Placement Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That subject to and conditional upon Resolution 7 being passed, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 25,362,920 Options, being on the basis of 1 attaching Option for every 1 Share subscribed for and issued under the April Placement (each exercisable at \$0.023 (2.3 cents) and expiring 2 years from their date of issue), on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 2 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### 3. **Resolution 3** – Approval of issue of securities to Mr Alex Aleksic, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,777,778 fully paid ordinary shares and 2,777,778 Options to Mr Alex Aleksic (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) Mr Alex Aleksic and any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



#### 4. **Resolution 4** – Approval of issue of securities to Mr Albert Cheok, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,777,778 fully paid ordinary shares and 2,777,778 Options to Mr Albert Cheok (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Mr Albert Cheok and any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 5. **Resolution 5** – Approval of issue of securities to Mr Nathan Quailey, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 277,778 fully paid ordinary shares and 277,778 Options to Mr Nathan Quailey (or his nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) Mr Nathan Quailey and any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 6. **Resolution 6** – Ratification of prior issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 22,965,136 fully paid ordinary shares issued on Thursday, 22 August 2024 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 7. **Resolution 7** – Approval of issue of Conditional Placement Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 27,868,197 Shares pursuant to the Tranche 2 Placement but excluding the Shares to be issued to Alex Aleksic, on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 8. **Resolution 8** – Approval of issue of Tranche 1 Placement Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 11,482,568 Options, being on the basis of 1 attaching Option for every 2 Shares subscribed for and issued under the Tranche 1 Placement (each exercisable at \$0.015 (1.5 cents) and expiring 3 years from their date of issue), on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 9. **Resolution 9** – Approval of issue of Conditional Placement Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That subject to and conditional upon Resolution 7 being passed, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 13,934,098 Options, being on the basis of 1-attaching Option for every 2 Shares subscribed for and issued under the Tranche 2 Placement but excluding the Attaching Options to be issued to Alex Aleksic (each exercisable at \$0.015 (1.5 cents) and expiring 3 years from their date of issue), on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of, the proposed issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 10. **Resolution 10** – Approval of issue of Placement Shares and Placement Options to Mr Alex Aleksic, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, for the purposes of Listing Rule 10.11 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 3,333,334 fully paid ordinary shares at an issue price of \$0.012 (1.2 cents) to Mr Alex Aleksic (or his nominee) and 1,666,667 Options (each exercisable at \$0.015 (1.5 cents) and expiring 3 years from their date of issue), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (a) Mr Alex Aleksic and any person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## 11. **Resolution 11** – Approval of issue of Lead Manager Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 26,000,000 Options to JP Equity Holding Pty Ltd (each exercisable at \$0.015 (1.5 cents) and expiring 3 years from their date of issue), on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) JP Equity Holding Pty Ltd or a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## 12. **Resolution 12** – Approval of issue of Consideration Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, pursuant to in and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue and allotment of up to 285,000,000 Shares to the OMG Shareholders, on the terms and conditions in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) the OMG Shareholders or a person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons described in (a).

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

### **BY ORDER OF THE BOARD**

Bill Pavlovski  
Company Secretary

# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting to be held at 11.00am (AEST) on Friday, 20 September 2024 at Level 16/452 Flinders St, Melbourne VIC 3000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the General Meeting are set out below.

## Agenda

### **Ordinary Business**

#### **1. Resolution 1 – Ratification of prior issue of April Placement Shares**

##### **Background**

On 19 April 2024 (**April Issue Date**), the Company issued 25,362,920 fully paid ordinary shares (**April Placement Shares**) at an issue price of \$0.018 pursuant to a placement to professional, sophisticated and institutional investors (**April Placement**). Of the April Placement Shares, 5,176,866 fully paid ordinary shares were issued under Listing Rule 7.1 and 20,186,054 fully paid ordinary shares were issued under Listing Rule 7.1A.

As part of the April Placement, subject to obtaining Shareholder approval, the Company also proposed to issue:

- (a) up to 25,362,920 free-attaching Options, each being exercisable at \$0.023 (2.3 cents) per Option and expiring 2 years from their date of issue and otherwise on the terms set out in Appendix A (**April Options**), on the basis of 1 April Option for every 1 Share issued under the April Placement; and
- (b) 5,833,334 Shares at an issue price of \$0.018 (1.8 cents) to Directors of the Company (or their nominees), to raise approximately \$105,000 (before costs) (**Director Placement**) as well as 5,833,334 Options on the same terms as the April Options (**Director Placement Options**), being on the basis of 1 Director 1 Placement Option for every 1 Share issued under the Director Placement.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At the Company's AGM held on 29 November 2023, the Company sought and obtained approval of its Shareholders under Listing Rule 7.1A to increase this 15% limit by an extra 10% to 25%.

The issue of April Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to

issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the April Issue Date (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Shareholders on an annual basis).

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further Equity Securities without shareholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the April Placement Shares for the purposes of Listing Rule 7.4.

If this Resolution is passed, the issue of April Placement Shares will be excluded in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the April Issue Date.

If this Resolution is not passed, the issue of April Placement Shares will be included in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the April Issue Date.

#### **Information required by Listing Rule 7.5**

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the April Placement Shares under Resolution 1.

<b>Listing Rule</b>	<b>Required Disclosure</b>
7.5.1	The April Placement Shares were issued to professional, sophisticated and institutional investors, none of whom were related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.5.2	The Company issued a total of 25,362,920 April Placement Shares.
7.5.3	The April Placement Shares were issued as fully paid ordinary shares in the Company.
7.5.4	The April Placement Shares were issued on 19 April 2024.
7.5.5	The April Placement Shares were issued at an issue price of \$0.018 (1.8 cents) per Share, which raised \$456,532 (before costs) in aggregate.
7.5.6	The proceeds from the issue of the April Placement Shares are intended to be used by the Company to accelerate sales and build brand awareness via its ecommerce channels. The funds raised will also be allocated to a strategic

Listing Rule	Required Disclosure
	build-up of inventory levels to ensure fulfilment for future purchase orders as they arise.
7.5.7	The April Placement Shares were not issued pursuant to an agreement.
7.5.8	Please refer to the voting exclusion statement for Resolution 1 set out in the Notice.

### Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

## 2. Resolution 2 – Approval of issue of April Placement Options

### Background

Resolution 2 seeks the approval of Shareholders for the proposed issue of up to 25,362,920 April Options as part of the April Placement, as referred to in the Explanatory Statement for Resolution 1.

### Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rule 7.1.

The proposed issue of the April Options (**April Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the April Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the April Options Issue. Additionally, the issue of the April Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the April Options.

### Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the April Options under Resolution 2:

Listing Rule	Required Disclosure
7.3.1	The Company proposes to issue the April Options to participants in the April Placement, being professional, sophisticated and institutional investors, none of whom are related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.3.2	The Company is proposing to issue up to 25,362,920 April Options under the April Options Issue, being 1 Option for every 1 Share subscribed for under the April Placement.

<b>Listing Rule</b>	<b>Required Disclosure</b>
7.3.3	A summary of the key terms of the April Options is set out in Appendix A.
7.3.4	The April Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 2, the Board intends to issue the April Options on 20 September 2024, and in any event, within 3 months of the date of the Meeting.
7.3.5	All April Options will be issued for nil consideration.
7.3.6	The April Options are being issued by the Company as part of the capital raising announced to market on 12 April 2024. While the April Options are being issued for nil consideration and therefore no funds will be raised by the issue of the April Options, upon the exercise of any April Options, the Company will receive proceeds of \$0.023 (2.3 cents) for each April Option exercised. The Company intends to use any funds raised upon the exercise of the April Options for general working capital purposes.
7.3.7	The April Options will not be issued pursuant to an agreement.
7.3.8	The April Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 2 set out in the Notice.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **3. Resolution 3 – Approval of issue of securities to Mr Alex Aleksic, Director of the Company**

### **Background**

As part of the April Placement referred to in the Explanatory Statement for Resolution 1, subject to receiving Shareholder approval, Mr Alex Aleksic, a Director of the Company, has agreed to subscribe for 2,777,778 Shares at an issue price of \$0.018 (1.8 cents) per Share, being on the same terms as the April Placement, to raise a total of \$50,000 (before costs) (**Aleksic Shares**). Subject to receiving Shareholder approval and consistent with the terms of the April Placement, the Company also proposes to issue 2,777,778 free-attaching Director Placement Options to Mr Aleksic (or his nominees) (**Aleksic Options**), being on the basis of 1 free-attaching Option for every 1 Aleksic Share subscribed by Mr Aleksic.

### **Chapter 2E of the Corporations Act**

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of the Aleksic Shares and Aleksic Options (**Aleksic Securities**) constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, their spouse, parent or child, or an entity controlled by any of them. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Mr Albert Cheok, Mr Nathan Quailey, Mr Marcus Brown and Ms Katie Eshuys) carefully considered the proposed issue of the Aleksic Securities and formed the view that the giving of this financial benefit to Alex Aleksic is on arm’s length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the April Placement announced to market on 12 April 2024.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Aleksic Securities falls within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Aleksic Securities.

### **Listing Rule 10.11**

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX’s opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Aleksic Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company’s Shareholders under Listing Rule 10.11.

Resolution 3 seeks the required shareholder approval for the issue of the Aleksic Securities under and for the purposes of Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Aleksic Securities and the issue of the Aleksic Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Aleksic Securities.

### **Information required by Listing Rule 10.13**

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Aleksic Securities under Resolution 3.

<b>Listing Rule</b>	<b>Required Disclosure</b>
10.13.1	The Aleksic Securities will be issued to Mr Alex Aleksic or his nominee.
10.13.2	Mr Alex Aleksic is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Aleksic Securities are issued to a nominee of Mr Aleksic, then Listing Rule 10.11.4 will apply.
10.13.3	The Company will issue up to 2,777,778 Shares and 2,777,778 Options.
10.13.4	The Aleksic Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue or Options, the key terms of which are set out in Appendix A.
10.13.5	The Aleksic Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 3, the Board intends to issue the Aleksic Securities on 24 September 2024, and in any event, within 1 month of the date of the Meeting.
10.13.6	The Aleksic Shares will be issued at an issue price of \$0.018 (1.8 cents) per Share, raising a total of up to \$50,000 (before costs).  The Aleksic Options will be issued for nil consideration.
10.13.7	The proceeds from the issue of the Aleksic Shares are intended to be used by the Company to accelerate sales and build brand awareness via its ecommerce channels. The funds raised will also be allocated to a strategic build-up of inventory levels to ensure fulfilment for future purchase orders as they arise.  While the Aleksic Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Aleksic Options, upon the exercise of any Aleksic Options, the Company will receive proceeds of \$0.023 (2.3 cents) for each Aleksic Option exercised. The Company intends to use any funds raised upon the exercise of the Aleksic Options for general working capital purposes.
10.13.8	The issue of the Aleksic Securities is not intended to remunerate or incentivise Mr Alex Aleksic.
10.13.9	The Aleksic Securities will not be issued pursuant to an agreement.
10.13.10	Please refer to the voting exclusion statements for Resolution 3 set out in the Notice.

### **Directors' Recommendation**

The Board of Directors (other than Mr Alex Aleksic) recommend Shareholders vote for this Resolution.

## 4. **Resolution 4** – Approval of issue of securities to Mr Albert Cheok, Director of the Company

### **Background**

As part of the April Placement referred to in the Explanatory Statement for Resolution 1, subject to receiving Shareholder approval, subject to receiving Shareholder approval, Mr Albert Cheok, a Director of the Company, has agreed to subscribe for 2,777,778 Shares at an issue price of \$0.018 (1.8 cents) per Share, being on the same terms as the April Placement, to raise a total of \$50,000 (before costs) (**Cheok Shares**). Subject to receiving Shareholder approval and consistent with the terms of the April Placement, the Company also proposes to issue 2,777,778 free-attaching Director Placement Options to Mr Cheok (or his nominees) (**Cheok Options**), being on the basis of 1 free-attaching Option for every 1 Cheok Share subscribed by Mr Cheok.

### **Chapter 2E of the Corporations Act**

The proposed issue of the Cheok Shares and Cheok Options (**Cheok Securities**) constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

Please refer to the Explanatory Statement for Resolution 3 for a summary of Chapter 2E of the Corporations Act.

The non-conflicted Directors of the Company (being Mr Alex Aleksic, Mr Nathan Quailey, Mr Marcus Brown and Ms Katie Eshuys) carefully considered the proposed issue of the Cheok Securities and formed the view that the giving of this financial benefit to Albert Cheok is on arm's length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the April Placement announced to market on 12 April 2024.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Cheok Securities falls within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Cheok Securities.

### **Listing Rule 10.11**

Please refer to the Explanatory Statement for Resolution 3 for a summary of Listing Rule 10.11.

The issue of the Cheok Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required shareholder approval for the issue of the Cheok Securities under and for the purposes of Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Cheok Securities and the issue of the Cheok Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Cheok Securities.



### Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Cheek Securities under Resolution 4.

Listing Rule	Required Disclosure
10.13.1	The Cheek Securities will be issued to Mr Albert Cheek or his nominee.
10.13.2	Mr Albert Cheek is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Cheek Securities are issued to a nominee of Mr Cheek, then Listing Rule 10.11.4 will apply.
10.13.3	The Company will issue up to 2,777,778 Shares and 2,777,778 Options.
10.13.4	The Cheek Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue or Options, the key terms of which are set out in Appendix A.
10.13.5	The Cheek Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 4, the Board intends to issue the Cheek Securities on 24 September 2024, and in any event, within 1 month of the date of the Meeting.
10.13.6	The Cheek Shares will be issued at an issue price of \$0.018 (1.8 cents) per Share, raising a total of up to \$50,000 (before costs).  The Cheek Options will be issued for nil consideration.
10.13.7	The proceeds from the issue of the Cheek Shares are intended to be used by the Company to accelerate sales and build brand awareness via its ecommerce channels. The funds raised will also be allocated to a strategic build-up of inventory levels to ensure fulfilment for future purchase orders as they arise.  While the Cheek Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Cheek Options, upon the exercise of any Cheek Options, the Company will receive proceeds of \$0.023 (2.3 cents) for each Cheek Option exercised. The Company intends to use any funds raised upon the exercise of the Cheek Options for general working capital purposes.
10.13.8	The issue of the Cheek Securities is not intended to remunerate or incentivise Mr Albert Cheek.
10.13.9	The Cheek Securities will not be issued pursuant to an agreement.
10.13.10	Please refer to the voting exclusion statements for Resolution 4 set out in the Notice.

### Directors' Recommendation

The Board of Directors (other than Mr Albert Cheek) recommend Shareholders vote for this Resolution.

## 5. **Resolution 5** – Approval of issue of securities to Mr Nathan Quailey, Director of the Company

### **Background**

As part of the capital raising set out in this Explanatory Statement for Resolution 6, subject to receiving Shareholder approval, Mr Nathan Quailey, a Director of the Company, has agreed to subscribe for 277,778 Shares at an issue price of \$0.018 (1.8 cents) per Share, being on the same terms as the April Placement, to raise a total of \$5,000 (before costs) (**Quailey Shares**). Subject to receiving Shareholder approval and consistent with the terms of the April Placement, the Company also proposes to issue 277,778 free-attaching Director Placement Options to Mr Quailey (or his nominees) (**Quailey Options**), being on the basis of 1 free-attaching Option for every 1 Quailey Share subscribed by Mr Quailey.

### **Chapter 2E of the Corporations Act**

The proposed issue of the Quailey Shares and Quailey Options (**Quailey Securities**) constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

Please refer to the Explanatory Statement for Resolution 3 for a summary of Chapter 2E of the Corporations Act.

The non-conflicted Directors of the Company (being Mr Alex Aleksic, Mr Albert Cheok, Mr Marcus Brown and Ms Katie Eshuys) carefully considered the proposed issue of the Quailey Securities and formed the view that the giving of this financial benefit to Nathan Quailey is on arm's length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the April Placement announced to market on 12 April 2024.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Quailey Securities falls within the "arm's length terms" exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Quailey Securities.

### **Listing Rule 10.11**

Please refer to the Explanatory Statement for Resolution 3 for a summary of Listing Rule 10.11.

The issue of the Quailey Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 5 seeks the required shareholder approval for the issue of the Quailey Securities under and for the purposes of Listing Rule 10.11.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Quailey Securities and the issue of the Quailey Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Quailey Securities.

### Information required by Listing Rule 10.13

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Quailey Securities under Resolution 5.

Listing Rule	Required Disclosure
10.13.1	The Quailey Securities will be issued to Mr Nathan Quailey or his nominee.
10.13.2	Mr Nathan Quailey is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Quailey Securities are issued to a nominee of Mr Quailey, then Listing Rule 10.11.4 will apply.
10.13.3	The Company will issue up to 277,778 Shares and 277,778 Options.
10.13.4	The Quailey Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue or Options, the key terms of which are set out in Appendix A.
10.13.5	The Quailey Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 5, the Board intends to issue the Quailey Securities on 24 September 2024, and in any event, within 1 month of the date of the Meeting.
10.13.6	The Quailey Shares will be issued at an issue price of \$0.018 (1.8 cents) per Share, raising a total of up to \$5,000 (before costs).  The Quailey Options will be issued for nil consideration.
10.13.7	The proceeds from the issue of the Quailey Shares are intended to be used by the Company to accelerate sales and build brand awareness via its ecommerce channels. The funds raised will also be allocated to a strategic build-up of inventory levels to ensure fulfilment for future purchase orders as they arise.  While the Quailey Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Quailey Options, upon the exercise of any Quailey Options, the Company will receive proceeds of \$0.023 (2.3 cents) for each Quailey Option exercised. The Company intends to use any funds raised upon the exercise of the Quailey Options for general working capital purposes.
10.13.8	The issue of the Quailey Securities is not intended to remunerate or incentivise Mr Nathan Quailey.
10.13.9	The Quailey Securities will not be issued pursuant to an agreement.
10.13.10	Please refer to the voting exclusion statements for Resolution 5 set out in the Notice.

### Directors' Recommendation

The Board of Directors (other than Mr Nathan Quailey) recommend Shareholders vote for this Resolution.

## 6. **Resolution 6** – Ratification of prior issue of Tranche 1 Placement Shares

### **Background**

As announced to market on 14 August 2024, the Company proposes to undertake a two-tranche capital raising as follows (collectively the “**Capital Raising**”):

- (a) an unconditional placement of 22,965,136 fully paid ordinary shares (**Tranche 1 Placement Shares**) at an issue price of \$0.012 (1.2 cents) to professional, sophisticated and institutional investors, pursuant to the Company’s remaining placement capacity under Listing Rule 7.1 to raise approximately \$275,581 (before costs) (**Tranche 1 Placement**); and
- (b) subject to obtaining Shareholder approval, placement of a subsequent tranche of up to 31,201,531 Shares (**Tranche 2 Placement Shares**) at an issue price of \$0.012 (1.2 cents) to professional, sophisticated and institutional investors, to raise \$374,418.16 (before costs) (**Tranche 2 Placement**).

The Tranche 2 Placement includes a commitment of \$40,000, from Mr Alex Aleksic to subscribe for 3,333,334 Shares (**Aleksic Placement Shares**), which will be subject to the Company receiving Shareholder approval under Resolution 10.

Subject to obtaining Shareholder approval, the Company also proposes to issue free-attaching Options, each being exercisable at \$0.015 (1.5 cents) per Option and expiring 3 years from their date of issue and otherwise on the terms set out in Appendix B (**Attaching Options**), on the basis of 1 Attaching Option for every 2 Shares subscribed for under the Tranche 1 Placement or Tranche 2 Placement.

The Company has appointed JP Equity Holding Pty Ltd (**Lead Manager**) to act as the lead manager of the Capital Raising.

Settlement and the issue of the Tranche 1 Placement Shares was not conditional upon Shareholders approving the relevant Attaching Options and accordingly, settlement of the Tranche 1 Placement occurred on Tuesday, 20 August 2024 and the Tranche 1 Placement Shares will be issued on Thursday, 22 August 2024.

The issue of the Tranche 1 Placement Shares did not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and, as it has not been approved by the Company’s Shareholders, it effectively uses up part of the expanded 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company’s capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 and 7.1A for the 12 month period following the announcement of the Capital Raising (noting that the extra 10% placement capacity under Listing Rule 7.1A will expire unless re-approved by the Company’s Shareholders on an annual basis).

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to subsequently approve the issue of the Tranche 1 Placement Shares for the purposes of Listing Rule 7.4.

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rules 7.1, 7.1A and 7.4.

If this Resolution is passed, the issue of the Tranche 1 Placement Shares will be excluded in calculating the Company’s 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the announcement of the Capital Raising.

If this Resolution is not passed, the issue of the Tranche 1 Placement Shares will be included in calculating the Company's 25% capacity to issue Equity Securities under Listing Rules 7.1 (15%) and 7.1A (10%), effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12 month period following the announcement of the Capital Raising.

### Information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares under Resolution 6.

Listing Rule	Required Disclosure
7.5.1	The Tranche 1 Placement Shares were issued to professional, sophisticated and institutional investors, none of whom were related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.5.2	The Company issued a total of 22,965,136 Tranche 1 Placement Shares.
7.5.3	The Tranche 1 Placement Shares were issued as fully paid ordinary shares in the Company.
7.5.4	The Tranche 1 Placement Shares will be issued on 22 August 2024.
7.5.5	The Tranche 1 Placement Shares were issued at an issue price of \$0.012 (1.2 cents) per Share, which raised \$275,581.63 (before costs) in aggregate.
7.5.6	The proceeds from the issue of the Tranche 1 Placement Shares are intended to be used by the Company to satisfy transaction costs associated with the capital raising announced to market on 14 August 2024 and the OMG Acquisition.
7.5.7	The Tranche 1 Placement Shares were not issued pursuant to an agreement.
7.5.8	Please refer to the voting exclusion statement for Resolution 6 set out in the Notice.

### Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

## 7. Resolution 7 – Approval of issue of Conditional Placement Shares

### Background

Resolution 7 seeks the approval of Shareholders for the proposed issue of the Tranche 2 Placement Shares but excluding the Aleksic Placement Shares, as referred to in the Explanatory Statement for Resolution 6 (**Conditional Placement Shares**).

### Listing Rule 7.1 and 7.1A

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rules 7.1 and 7.1A.

The proposed issue of the Conditional Placement Shares does not fit within any of the exceptions (to Listing Rules 7.1 and 7.1A) and exceeds the expanded 25% limit in Listing Rules 7.1 and 7.1A. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the issue of the Conditional Placement Shares for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the issue of the Conditional Placement Shares. Additionally, the issue of Conditional Placement Shares will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Conditional Placement Shares and the Company will not raise \$334,418.35 (before costs) by the issue of the Conditional Placement Shares.

### Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Conditional Placement Shares under Resolution 7:

Listing Rule	Required Disclosure
7.3.1	<p>The Conditional Placement Shares will be issued to professional, sophisticated and institutional investors, none of whom are related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons (other than as noted below).</p> <p>Under the terms of the OMG SPA, Daniel Rootes, who is the sole director and sole secretary of OMG, will be appointed as a Director of the Company, following completion of the OMG Acquisition. Accordingly, DJR 29 Pty Ltd ACN 613 016 041 as trustee for the DJR Investment Trust ABN 89 695 482 873 (<b>DJR</b>), being an entity controlled by Daniel Rootes, will be a related party of the Company on the basis that DJR has reasonable grounds to believe it will become a related party of the Company following completion of the OMG Acquisition. Notwithstanding this, the issue of Conditional Placement Shares to DJR will not require Shareholder approval for the purposes of Listing Rule 10.11, because the issue falls within Exception 12 of Listing Rule 10.12.</p>
7.3.2	The Company will issue a total of 27,868,197 Conditional Placement Shares.
7.3.3	The Conditional Placement Shares will be issued as fully paid ordinary shares in the Company.
7.3.4	Subject to Shareholders approving this Resolution, the Company intends to issue the Conditional Placement Shares on 24 September 2024, or otherwise by no later than 3 months after the date of the Meeting.
7.3.5	The Conditional Placement Shares will be issued at an issue price of \$0.012 (1.2 cents) per Share, which is expected to raise \$334,418.36 (before costs) in aggregate.

<b>Listing Rule</b>	<b>Required Disclosure</b>
7.3.6	The proceeds from the issue of the Conditional Placement Shares are intended to be used by the Company to satisfy transaction costs associated with the capital raising announced to market on 14 August 2024 and the OMG Acquisition.
7.3.7	The Conditional Placement Shares will not be issued pursuant to an agreement.
7.3.8	The Conditional Placement Shares will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 7 set out in the Notice.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **8. Resolution 8 – Approval of issue of Tranche 1 Placement Options**

### **Background**

Resolution 8 seeks the approval of Shareholders for the proposed issue of the Attaching Options as part of the Tranche 1 Placement (**Tranche 1 Placement Options**), as referred to in the Explanatory Statement for Resolution 6.

### **Listing Rule 7.1**

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rule 7.1.

The proposed issue of the Tranche 1 Placement Options (**Tranche 1 Placement Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Tranche 1 Placement Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Tranche 1 Placement Options Issue. Additionally, the issue of the Tranche 1 Placement Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Placement Options.

### **Information required by Listing Rule 7.3**

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Tranche 1 Placement Options under Resolution 8:

<b>Listing Rule</b>	<b>Required Disclosure</b>
7.3.1	The Company proposes to issue the Tranche 1 Placement Options to participants in the Tranche 1 Placement, being professional, sophisticated and institutional investors, none of whom are related parties, a member of the

<b>Listing Rule</b>	<b>Required Disclosure</b>
	Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons.
7.3.2	The Company is proposing to issue up to 11,482,568 Tranche 1 Placement Options, being 1 Option for every 2 Shares subscribed for under the Tranche 1 Placement.
7.3.3	A summary of the key terms of the Tranche 1 Placement Options is set out in Appendix B.
7.3.4	The Tranche 1 Placement Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 8, the Board intends to issue the Tranche 1 Placement Options on 24 September 2024, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Tranche 1 Placement Options will be issued for nil consideration.
7.3.6	<p>The Tranche 1 Placement Options are being issued by the Company as part of the capital raising announced to market on 14 August 2024, whereby the funds raised by the issue of Shares under the capital raise are intended to be used to satisfy transaction costs associated with the capital raising and the OMG Acquisition.</p> <p>While the Tranche 1 Placement Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Tranche 1 Placement Options, upon the exercise of any Tranche 1 Placement Options, the Company will receive proceeds of \$0.015 (1.5 cents) for each Tranche 1 Placement Option exercised. The Company intends to use any funds raised upon the exercise of the Tranche 1 Placement Options for general working capital purposes.</p>
7.3.7	The Tranche 1 Placement Options will not be issued pursuant to an agreement.
7.3.8	The Tranche 1 Placement Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 8 set out in the Notice.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.



## 9. Resolution 9 – Approval of issue of Conditional Placement Options

### Background

Resolution 9 seeks the approval of Shareholders for the proposed issue of the Attaching Options as part of the Tranche 2 Placement, but excluding any Attaching Options that Alex Aleksic will be entitled to in connection with the issue of the Aleksic Placement Shares (**Conditional Placement Options**), as referred to in the Explanatory Statement for Resolution 6.

### Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rule 7.1.

The proposed issue of the Conditional Placement Options (**Conditional Placement Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Conditional Placement Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Conditional Placement Options Issue. Additionally, the issue of the Conditional Placement Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Conditional Placement Options.

### Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Conditional Placement Options under Resolution 8:

Listing Rule	Required Disclosure
7.3.1	<p>The Company proposes to issue the Conditional Placement Options to participants in the Tranche 2 Placement (other than Mr Alex Aleksic), being professional, sophisticated and institutional investors, none of whom are related parties, a member of the Company's key management personnel, a substantial shareholder or an adviser of the Company or an associate of those persons (other than as noted below).</p> <p>Under the terms of the OMG SPA, Daniel Rootes, who is the sole director and sole secretary of OMG, will be appointed as a Director of the Company, following completion of the OMG Acquisition. Accordingly, DJR (being an entity controlled by Daniel Rootes), will be a related party of the Company on the basis that DJR has reasonable grounds to believe it will become a related party of the Company following completion of the OMG Acquisition. Notwithstanding this, the issue of Conditional Placement Options to DJR will not require Shareholder approval for the purposes of Listing Rule 10.11, because the issue falls within Exception 12 of Listing Rule 10.12.</p>
7.3.2	<p>The Company is proposing to issue up to 13,934,098 Conditional Placement Options under the Conditional Placement Options Issue, being 1 Option for</p>

<b>Listing Rule</b>	<b>Required Disclosure</b>
	every 2 Share subscribed for under the Tranche 2 Placement (excluding any Shares subscribed by Alex Aleksic).
7.3.3	A summary of the key terms of the Conditional Placement Options is set out in Appendix B.
7.3.4	The Conditional Placement Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 8, the Board intends to issue the Conditional Placement Options on 24 September 2024, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Conditional Placement Options will be issued for nil consideration.
7.3.6	<p>The Conditional Placement Options are being issued by the Company as part of the capital raising announced to market on 14 August 2024, whereby the funds raised by the issue of Shares under the capital raise are intended to be used to satisfy transaction costs associated with the capital raising and the OMG Acquisition.</p> <p>While the Conditional Placement Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Conditional Placement Options, upon the exercise of any Conditional Placement Options, the Company will receive proceeds of \$0.015 (1.5 cents) for each Conditional Placement Option exercised. The Company intends to use any funds raised upon the exercise of the Conditional Placement Options for general working capital purposes.</p>
7.3.7	The Conditional Placement Options will not be issued pursuant to an agreement.
7.3.8	The Conditional Placement Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 9 set out in the Notice.

### **Interdependency**

Shareholders should note that Resolution 9 is subject to and conditional upon Resolution 7 being passed by Shareholders. Therefore, if Resolution 7 is not passed, Resolution 9 will be deemed to not have been passed.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## 10. **Resolution 10** – Approval of issue of Placement Shares and Placement Options to Mr Alex Aleksic, Director of the Company

### **Background**

As part of the Capital Raising referred to in the Explanatory Statement for Resolution 6, subject to receiving Shareholder approval, Mr Alex Aleksic, a Director of the Company, has agreed to subscribe for 3,333,334 Shares at an issue price of \$0.012 (1.2 cents) per Share, being on the same terms as the Tranche 1 Placement, to raise a total of \$40,000 (before costs), as well as 1,666,667 Attaching Options (together, the “**Aleksic Placement Securities**”).

### **Chapter 2E of the Corporations Act**

The proposed issue of the Aleksic Placement Securities constitutes the giving of a financial benefit for the purposes of Chapter 2E of the Corporations Act.

Please refer to the Explanatory Statement for Resolution 3 for a summary of Chapter 2E of the Corporations Act.

The non-conflicted Directors of the Company (being Mr Albert Cheok, Mr Nathan Qualey, Mr Marcus Brown and Ms Katie Eshuys) carefully considered the proposed issue of the Aleksic Placement Securities and formed the view that the giving of this financial benefit to Alex Aleksic is on arm’s length terms, as the securities are proposed to be issued on the same terms as offered to non-related parties of the Company under the Capital Raising announced to market on 14 August 2024.

Accordingly, the non-conflicted Directors of the Company believe that the proposed issue of the Aleksic Placement Securities falls within the “arm’s length terms” exception as set out in section 210 of the Corporations Act, and the Company relies on this exception from the requirement to obtain Shareholder approval under Chapter 2E of the Corporations Act for the issue of the Aleksic Placement Securities.

### **Listing Rule 10.11**

Please refer to the Explanatory Statement for Resolution 3 for a summary of Listing Rule 10.11.

The issue of the Aleksic Placement Securities falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company’s Shareholders under Listing Rule 10.11.

Resolution 10 seeks the required shareholder approval for the issue of the Aleksic Placement Securities under and for the purposes of Listing Rule 10.11.

If Resolution 10 is passed, the Company will be able to proceed with the issue of the Aleksic Placement Securities and the issue of the Aleksic Placement Securities will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1 (pursuant to Listing Rule 7.2, Exception 14).

If Resolution 10 is not passed, the Company will not be able to proceed with the issue of the Aleksic Placement Securities.

### **Information required by Listing Rule 10.13**

In accordance with Listing Rule 10.13 the following information is provided in relation to the approval of the issue of the Aleksic Placement Securities under Resolution 10.

<b>Listing Rule</b>	<b>Required Disclosure</b>
10.13.1	The Aleksic Placement Securities will be issued to Mr Alex Aleksic or his nominee.

<b>Listing Rule</b>	<b>Required Disclosure</b>
10.13.2	Mr Alex Aleksic is a Director of the Company and accordingly, Listing Rule 10.11.1 applies. If the Aleksic Placement Securities are issued to a nominee of Mr Aleksic, then Listing Rule 10.11.4 will apply.
10.13.3	The Company will issue up to 3,333,334 Shares and up to 1,666,667 Attaching Options to Mr Alex Aleksic.
10.13.4	The Aleksic Placement Securities will be fully paid ordinary Shares, ranking equally with existing Shares on issue or Attaching Options, the key terms of which are set out in Appendix B.
10.13.5	The Aleksic Placement Securities are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 10, the Board intends to issue the Aleksic Placement Securities on 24 September 2024, and in any event, within 1 month of the date of the Meeting.
10.13.6	The shares to be issued to Mr Alex Aleksic will be issued at an issue price of \$0.012 (1.2 cents) per Share, raising a total of up to \$40,000 (before costs).  The Attaching Options will be issued for nil consideration.
10.13.7	The proceeds from the issue of the Shares are intended to be used by the Company to satisfy transaction costs associated with the capital raising announced to market on 14 August 2024 and the OMG Acquisition.  The Attaching Options are being issued by the Company as part of the capital raising announced to market on 14 August 2024, whereby the funds raised by the issue of Shares under the capital raise are intended to be used to satisfy transaction costs associated with the capital raising and the OMG Acquisition.  While the Attaching Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Attaching Options, upon the exercise of any Attaching Options, the Company will receive proceeds of \$0.015 (1.5 cents) for each Attaching Option exercised. The Company intends to use any funds raised upon the exercise of the Attaching Options for general working capital purposes.
10.13.8	The issue of the Aleksic Placement Securities is not intended to remunerate or incentivise Mr Alex Aleksic.
10.13.9	The Aleksic Placement Securities will be issued pursuant to a placement commitment letter.
10.13.10	Please refer to the voting exclusion statements for Resolution 10 set out in the Notice.

### **Directors' Recommendation**

The Board of Directors (other than Mr Alex Aleksic) recommend Shareholders vote for this Resolution.

## 11. Resolution 11 – Approval of issue of Lead Manager Options

### Background

As referred to in the Explanatory Statement for Resolution 6, the Company has appointed the Lead Manager to act the lead manager of the Capital Raising pursuant to a mandate (**Lead Manager Mandate**). The material terms for the Lead Manager Mandate are that the Company will pay the Lead Manager:

- (a) a 6% management fee on the proceeds raised under the Tranche 1 Placement and Tranche 2 Placement, payable in cash (excluding GST); and
- (b) subject to obtaining Shareholder approval, issue up to 26 million Options to the Lead Manager (or its nominee) on the basis of 40 Options for every \$1.00 of gross proceeds raised under the Tranche 1 Placement and Tranche 2 Placement (**Lead Manager Options**), each Lead Manager Option being exercisable at \$0.015 (1.5 cents) per Option and expiring 3 years from their date of issue and otherwise on the terms set out in Appendix B. If the Company is unable to obtain Shareholder approval for the issue of Lead Manager Options, the Company is required to pay the Lead Manager the cash equivalent value of the Lead Manager Options calculated using the Black-Scholes options valuation model.

Resolution 11 seeks the approval of Shareholders for the proposed issue of the Lead Manager Options.

### Listing Rule 7.1

Please refer to the Explanatory Statement for Resolution 1 for a summary of Listing Rule 7.1.

The proposed issue of the Lead Manager Options (**Lead Manager Options Issue**) does not fit within any of the exceptions (to Listing Rule 7.1) and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

To this end, this Resolution seeks Shareholder approval to approve the Lead Manager Options Issue for the purposes of Listing Rule 7.1.

If this Resolution is passed, the Company will be able to proceed with the Lead Manager Options Issue. Additionally, the issue of the Lead Manager Options will be excluded in calculating the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options and the Company will be required to pay the Lead Manager the cash equivalent value of the Lead Manager Options calculated using the Black-Scholes options valuation model.

### Information required by Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the issue of the Lead Manager Options under Resolution 11:

Listing Rule	Required Disclosure
7.3.1	The Company proposes to issue the Lead Manager Options the Lead Manager or its nominee.
7.3.2	The Company is proposing to issue up to 26,000,000 Lead Manager Options under the Lead Manager Options Issue, being 40 Options for every \$1.00 of gross proceeds raised under the Tranche 1 Placement and Tranche 2 Placement.

<b>Listing Rule</b>	<b>Required Disclosure</b>
7.3.3	A summary of the key terms of the Lead Manager Options is set out in Appendix B.
7.3.4	The Lead Manager Options are proposed to be issued as soon as possible following the date of the Meeting. Assuming Shareholders pass Resolution 11, the Board intends to issue the Lead Manager Options on 24 September 2024, and in any event, within 3 months of the date of the Meeting.
7.3.5	All Lead Manager Options will be issued for nil consideration.
7.3.6	While the Lead Manager Options are being issued for nil consideration and therefore no funds will be raised by the issue of the Lead Manager Options, upon the exercise of any Lead Manager Options, the Company will receive proceeds of \$0.015 (1.5 cents) for each Lead Manager Option exercised. The Company intends to use any funds raised upon the exercise of the Lead Manager Options for general working capital purposes.
7.3.7	The Lead Manager Options will be issued pursuant to the Lead Manager Mandate.
7.3.8	The Lead Manager Options will not be issued under, or to fund, a reverse takeover.
7.3.9	Please refer to the voting exclusion statement for Resolution 11 set out in the Notice.

### **Directors' Recommendation**

The Board of Directors recommend Shareholders vote for this Resolution.

## **12. Resolution 12 – Approval of issue of Consideration Shares**

### **Background**

As announced to the market on 14 August 2024, the Company has entered into share purchase agreement (**OMG SPA**) with the shareholders of Good Oats Pty Limited ACN 637 719 503 (**OMG**), pursuant to which the shareholders of OMG (**OMG Shareholders**) have agreed to sell and the Company has agreed to buy, all of the issued shares in OMG from the OMG Shareholders (**OMG Acquisition**).

OMG, which trades as Oat Milk Goodness, was co-founded in 2019 by Australian cricketer Steve Smith, together with food industry veteran Tony Adams and investment advisor Daniel Rootes. The brand was established to develop a home-grown oat milk product that takes advantage of Australia's abundant supply of natural oats, and is also free of industrial seed oils such as canola, rapeseed or sunflower oil which can cause inflammation in the body.

Pursuant to the OMG SPA, the Company has agreed to issue the OMG Shareholders 285,000,000 new, fully paid ordinary shares in the Company as consideration for the OMG Acquisition (**OMG Consideration Shares**), subject to obtaining Shareholder approval.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the number of

equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the OMG Consideration Shares (**OMG Share Issue**) does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore will require the approval of the Company's Shareholders under Listing Rule 7.1.

Resolution 12 seeks shareholder approval for the OMG Share Issue under Listing Rule 7.1.

If Resolution 12 is passed, the Company will be able to proceed with the OMG Share Issue and the issue of the OMG Consideration Shares will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 12 is not passed, the Company will not be able to proceed with the OMG Share Issue and the Company will not be able to proceed with the OMG Acquisition.

### Information required under Listing Rule 7.3

In accordance with Listing Rule 7.3, the following information is provided in relation to the approval of the proposed issue of the OMG Consideration Shares under Resolution 12.

Listing Rule	Required Disclosure						
7.3.1	<p>The Company is proposing to issue the OMG Consideration Shares to the OMG Shareholders in proportion to their existing shareholdings of shares in OMG.</p> <p>The Company confirms that as at the date of this Notice, other than as set out below, none of the recipients of the OMG Shares are related parties of the Company or persons that would other be material to a decision by Shareholders to approve the OMG Share material investors for the purposes of section 7.2 of ASX Guidance Note 21.</p> <p>Under the terms of the OMG SPA, Daniel Rootes, who is the sole director and sole secretary of OMG, will be appointed as a Director of the Company, following completion of the OMG Acquisition. Accordingly, DJR (being an entity controlled by Daniel Rootes), will be a related party of the Company on the basis that DJR has reasonable grounds to believe it will become a related party of the Company following completion of the OMG Acquisition. Notwithstanding this, the issue of OMG Consideration Shares to DJR will not require Shareholder approval for the purposes of Listing Rule 10.11, because the issue falls within Exception 12 of Listing Rule 10.12.</p> <p>For the sake of completeness, the Company notes that the OMG Shareholders or their associates identified below hold the following Shares (as at the date of this Notice):</p> <table border="1" data-bbox="434 1850 1377 2036"> <thead> <tr> <th data-bbox="434 1850 1010 1924">Name</th> <th data-bbox="1010 1850 1206 1924">Shares</th> <th data-bbox="1206 1850 1377 1924">%</th> </tr> </thead> <tbody> <tr> <td data-bbox="434 1924 1010 2036">MFA Capital Pty Ltd &lt;T &amp; J Adams Super Fund A/C&gt;</td> <td data-bbox="1010 1924 1206 2036">6,944,389</td> <td data-bbox="1206 1924 1377 2036">3.06%</td> </tr> </tbody> </table>	Name	Shares	%	MFA Capital Pty Ltd <T & J Adams Super Fund A/C>	6,944,389	3.06%
Name	Shares	%					
MFA Capital Pty Ltd <T & J Adams Super Fund A/C>	6,944,389	3.06%					

Listing Rule	Required Disclosure		
	SS415 Developments Pty Ltd	1,111,111	0.49%
	SSDW Investments Pty Ltd <SSDW Superannuation Fund>	555,556	0.24%
7.3.2	285,000,000 fully paid ordinary shares in the Company.		
7.3.3	The OMG Consideration Shares will be issued as fully paid ordinary shares in the Company.		
7.3.4	Subject to Shareholders approving this Resolution and all conditions to completion under the OMG SPA being satisfied (or otherwise waived) in accordance with its terms, the Company intends to issue the OMG Consideration Shares upon completion of the OMG Acquisition, which is currently anticipated to occur on 26 September 2024, or otherwise by no later than 3 months after the date of the Meeting.		
7.3.5	The OMG Consideration Shares are proposed to be issued as the consideration payable by the Company pursuant to the terms of the OMG SPA. The OMG Consideration Shares will be issued at a deemed issue price of \$0.012 (1.2 cents) per Share.		
7.3.6	The OMG Consideration Shares are proposed to be issued as the consideration payable by the Company pursuant to the terms of the OMG SPA		
7.3.7	The OMG Consideration Shares are proposed to be issued as the consideration payable for the OMG Acquisition under the terms of the OMG SPA. Please refer to Appendix C for summary of the key terms of the OMG SPA.		
7.3.8	The OMG Consideration Shares are not being issued under, or to fund, a reverse takeover.		
7.3.9	Please refer to the voting exclusion statement for Resolution 12 set out in the Notice.		

### Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

## Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.



# Glossary

**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**Aleksic Options** has the meaning given to that term in the Explanatory Statement for Resolution 3.

**Aleksic Placement Securities** has the meaning given to that term in the Explanatory Statement for Resolution 10.

**Aleksic Placement Shares** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Aleksic Securities** has the meaning given to that term in the Explanatory Statement for Resolution 3.

**Aleksic Shares** has the meaning given to that term in the Explanatory Statement for Resolution 3.

**April Issue Date** has the meaning given to that term in the Explanatory Statement for Resolution 1.

**April Options** has the meaning given to that term in the Explanatory Statement for Resolution 1.

**April Options Issue** has the meaning given to that term in the Explanatory Statement for Resolution 2.

**April Placement** has the meaning given to that term in the Explanatory Statement for Resolution 1.

**April Placement Shares** has the meaning given to that term in the Explanatory Statement for Resolution 1.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**Attaching Options** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Board** means the current board of Directors of the Company.

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Capital Raising** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Chair** means the person chairing the Meeting.

**Cheek Options** has the meaning given to that term in the Explanatory Statement for Resolution 4.

**Cheek Securities** has the meaning given to that term in the Explanatory Statement for Resolution 4.

**Cheek Shares** has the meaning given to that term in the Explanatory Statement for Resolution 4.

**Company** means Forbidden Foods Limited ACN 616 507 334.

**Conditional Placement Shares** has the meaning given to that term in the Explanatory Statement for Resolution 7.

**Conditional Placement Options** has the meaning given to that term in the Explanatory Statement for Resolution 9.

**Conditional Placement Options Issue** has the meaning given to that term in the Explanatory Statement for Resolution 9.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Director Placement** has the meaning given to that term in the Explanatory Statement for Resolution 1.

**Director Placement Options** has the meaning given to that term in the Explanatory Statement for Resolution 1.

**DJR** means DJR 29 Pty Ltd ACN 613 016 041 as trustee for the DJR Investment Trust ABN 89 695 482 873.

**Dollar** or "\$" means Australian dollars.

**Equity Securities** has the meaning given to it by the Listing Rules.

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Extraordinary General Meeting** or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Lead Manager** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Lead Manager Mandate** has the meaning given to that term in the Explanatory Statement for Resolution 11.

**Lead Manager Options** has the meaning given to that term in the Explanatory Statement for Resolution 11.

**Lead Manager Options Issue** has the meaning given to that term in the Explanatory Statement for Resolution 11.

**Listing Rules** means the official listing rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 22 August 2024 including the Explanatory Statement.

**OMG** has the meaning given to that term in the Explanatory Statement for Resolution 12.

**OMG Acquisition** has the meaning given to that term in the Explanatory Statement for Resolution 12.

**OMG Consideration Shares** has the meaning given to that term in the Explanatory Statement for Resolution 12.

**OMG Share Issue** has the meaning given to that term in the Explanatory Statement for Resolution 12.

**OMG Shareholders** has the meaning given to that term in the Explanatory Statement for Resolution 12.

**OMG SPA** has the meaning given to that term in the Explanatory Statement for Resolution 12.

**Option** means an option to acquire a Share.

**Ordinary Resolution** means a resolution that can only be passed if at least 50% of the total votes

cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Quailey Options** has the meaning given to that term in the Explanatory Statement for Resolution 5.

**Quailey Securities** has the meaning given to that term in the Explanatory Statement for Resolution 5.

**Quailey Shares** has the meaning given to that term in the Explanatory Statement for Resolution 5.

**Resolutions** means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

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

**Shareholder** means a holder of a Share.

**Share Registry** means Automatic Registry Services.

**Tranche 1 Placement** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Tranche 1 Placement Options** has the meaning given to that term in the Explanatory Statement for Resolution 8.

**Tranche 1 Placement Options Issue** has the meaning given to that term in the Explanatory Statement for Resolution 8.

**Tranche 1 Placement Shares** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Tranche 2 Placement** has the meaning given to that term in the Explanatory Statement for Resolution 6.

**Tranche 2 Placement Shares** has the meaning given to that term in the Explanatory Statement for Resolution 6.

# Appendix A April Option and Director Placement Option terms

The Options to be issued by Forbidden Foods Limited ACN 616 507 334 (ASX: FFF) (**Company**) are subject to the following terms and conditions.

<b>Term</b>	<b>Summary</b>
<b>Entitlement</b>	<p>Each Option entitles the Option holder to subscribe for, and be allotted, 1 ordinary Share in the capital of the Company.</p> <p>Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company.</p>
<b>Exercise of Option</b>	<p>(a) The Options expire on the date being 2 years from their date of issue.</p> <p>(b) The exercise price per Option is \$0.023 (2.3 cents) (<b>Exercise Price</b>).</p> <p>(c) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option prior to their expiry date together with the Exercise Price in full for each Share to be issued upon exercise of each Option to the Share Registry (<b>Exercise Notice</b>). Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.</p> <p>(d) In order for an Exercise Notice to be valid, the Company must receive in cleared funds before the expiry date, payment of an amount of money equal to the Exercise Price for the number of Options to which the Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Exercise Price for the number of Options to which the Exercise Notice relates, the Company may in its discretion elect to treat the Exercise Notice as an Exercise Notice for such lower amount of Options.</p> <p>(e) Remittances must be made payable to 'Forbidden Foods Limited'.</p>
<b>Lapse</b>	<p>All Options will lapse on the earlier of the:</p> <p>(a) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and</p> <p>(b) expiry of the final date and time for exercise of the Option.</p> <p>In the event of liquidation of the Company, all unexercised Options will lapse.</p>
<b>Issue of Shares</b>	<p>Upon receipt of a valid Exercise Notice (accompanied by the applicable Exercise Price monies), the Company must issue the number of Shares equal to the number of Options the subject of valid Exercise Notices as soon as reasonably practicable.</p>
<b>Constitution</b>	<p>Each Option holder who exercises Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of</p>

Term	Summary
	the Company upon the issue of the new Shares
<b>Quotation</b>	<p>If the Shares of the Company are quoted on the ASX:</p> <p>(a) subject to meeting the requirements of the Listing Rules for quotation of a new class of securities, the Company will apply to the ASX for, and will use its best endeavours to obtain official quotation on the ASX of all Options; and</p> <p>(b) the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 5 Business Days (as defined in the Listing Rules) of issue; and</p> <p>The Options will not be quoted.</p> <p>The Company gives no assurance that such quotation of Options or any Shares issued on the exercise of any Options will be granted.</p>
<b>Dividends and voting</b>	<p>The Options do not provide the Option holder any entitlement to dividends or other distributions.</p> <p>The Options do not entitle the Option holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders</p>
<b>Restrictions on transfer</b>	Until such time as the Options are quotes on the ASX (if at all), the Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the Options will lapse immediately if any such thing purports to occur
<b>Participation in securities issues</b>	Subject to the section 'Participation in a reorganisation of capital' below, the Option holder is not entitled to participate in new issues of securities without exercising the Options
<b>Participation in a reorganisation of capital</b>	<p>(a) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.</p> <p>(b) In any reorganisation referred to in paragraph (a) above, Options will be treated in the following manner:</p> <p>(i) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;</p> <p>(ii) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the</p>

Term	Summary
	<p>same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;</p> <p>(iii) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;</p> <p>(iv) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;</p> <p>(v) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and</p> <p>(vi) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.</p>
<b>Application of Listing Rules</b>	<p>While the Company is admitted to the official list of ASX, the Options and any Shares issued on exercise of the Options are subject always to the provisions of the Constitution of the Company and the Listing Rules and to the extent of any inconsistency between these terms and conditions, the Constitution of the Company and the Listing Rules, the Listing Rules will prevail.</p>
<b>Corporations Act</b>	<p>The holder's right to exercise an Option is subject to compliance with Chapter 6 of the <i>Corporations Act 2001</i> (Cth). If the exercise of an Option would result in the holder having a relevant interest in greater than 20% of the Company's voting Shares on issue, then the holder may be prohibited from exercising its Options.</p>
<b>Governing law</b>	<p>The terms and the rights and obligations of the Option holders are governed by the laws of Victoria, Australia. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria, Australia.</p>

## Appendix B      Attaching Option and Lead Manager Option terms

The Options to be issued by Forbidden Foods Limited ACN 616 507 334 (ASX: FFF) (**Company**) are subject to the following terms and conditions.

<b>Term</b>	<b>Summary</b>
<b>Entitlement</b>	<p>Each Option entitles the Option holder to subscribe for, and be allotted, 1 ordinary Share in the capital of the Company.</p> <p>Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company.</p>
<b>Exercise of Option</b>	<p>(a) The Options expire on the date being 3 years from their date of issue.</p> <p>(b) The exercise price per Option is \$0.015 (1.5 cents) (<b>Exercise Price</b>).</p> <p>(c) Each Option is exercisable by the Option holder signing and delivering a notice of exercise of Option prior to their expiry date together with the Exercise Price in full for each Share to be issued upon exercise of each Option to the Share Registry (<b>Exercise Notice</b>). Unless a holder is exercising all of their Options, Options must be exercised in parcels of not less than 1,000.</p> <p>(d) In order for an Exercise Notice to be valid, the Company must receive in cleared funds before the expiry date, payment of an amount of money equal to the Exercise Price for the number of Options to which the Exercise Notice relates by way of bank cheque or by other means of payment approved by the Company. If the amount of money paid is less than the Exercise Price for the number of Options to which the Exercise Notice relates, the Company may in its discretion elect to treat the Exercise Notice as an Exercise Notice for such lower amount of Options.</p> <p>(e) Remittances must be made payable to 'Forbidden Foods Limited'.</p>
<b>Lapse</b>	<p>All Options will lapse on the earlier of the:</p> <p>(a) receipt by the Company of notice from the Option holder that the Option holder has elected to surrender the Option; and</p> <p>(b) expiry of the final date and time for exercise of the Option.</p> <p>In the event of liquidation of the Company, all unexercised Options will lapse.</p>
<b>Issue of Shares</b>	<p>Upon receipt of a valid Exercise Notice (accompanied by the applicable Exercise Price monies), the Company must issue the number of Shares equal to the number of Options the subject of valid Exercise Notices as soon as reasonably practicable.</p>

<b>Term</b>	<b>Summary</b>
<b>Constitution</b>	Each Option holder who exercises Options consents to becoming a member of the Company, and agrees to be bound by the Constitution of the Company upon the issue of the new Shares.
<b>Quotation</b>	<p>If the Shares of the Company are quoted on the ASX:</p> <p>(a) subject to meeting the requirements of the Listing Rules for quotation of a new class of securities, the Company will apply to the ASX for, and will use its best endeavours to obtain official quotation on the ASX of all Options; and</p> <p>(b) the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any Options within 5 Business Days (as defined in the Listing Rules) of issue; and</p> <p>by either:</p> <p>(c) giving ASX a notice that complies with section 708A(5)(e) of the Corporations Act; or</p> <p>(d) in the event that a notice that complies with section 708A(5)(e) of the Corporations Act can't be given, the Company must prepare a prospectus in accordance with section 708A(11) within 10 Business Days.</p> <p>The Company gives no assurance that such quotation of Options or any Shares issued on the exercise of any Options will be granted</p>
<b>Dividends and voting</b>	<p>The Options do not provide the Option holder any entitlement to dividends or other distributions.</p> <p>The Options do not entitle the Option holder to receive notice of, attend or vote at, any meeting of the Company's Shareholders</p>
<b>Restrictions on transfer</b>	Until such time as the Options are quotes on the ASX (if at all), the Options are not capable of being transferred, sold, mortgaged, charged, hedged or made subject to any margin lending arrangement or otherwise disposed of or dealt with or encumbered in any way, and the Options will lapse immediately if any such thing purports to occur
<b>Participation in securities issues</b>	Subject to the section 'Participation in a reorganisation of capital' below, the Option holder is not entitled to participate in new issues of securities without exercising the Options
<b>Participation in a reorganisation of capital</b>	(a) In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Option holder will be changed in accordance with the Listing Rules applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Option holder which is not conferred on Shareholders of the Company.



Term	Summary
	<p>(b) In any reorganisation referred to in paragraph (a) above, Options will be treated in the following manner:</p> <ul style="list-style-type: none"> <li>(i) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;</li> <li>(ii) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;</li> <li>(iii) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;</li> <li>(iv) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;</li> <li>(v) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and</li> <li>(vi) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Option holder which are not conferred on shareholders.</li> </ul>
<b>Application of Listing Rules</b>	While the Company is admitted to the official list of ASX, the Options and any Shares issued on exercise of the Options are subject always to the provisions of the Constitution of the Company and the Listing Rules and to the extent of any inconsistency between these terms and conditions, the Constitution of the Company and the Listing Rules, the Listing Rules will prevail.
<b>Corporations Act</b>	The holder's right to exercise an Option is subject to compliance with Chapter 6 of the <i>Corporations Act 2001</i> (Cth). If the exercise of an Option would result in the holder having a relevant interest in greater than 20% of the Company's voting Shares on issue, then the holder may be prohibited from exercising its Options.
<b>Governing law</b>	The terms and the rights and obligations of the Option holders are governed by the laws of Victoria, Australia. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction

Term	Summary
	of the courts of Victoria, Australia.

## Appendix C Key terms of OMG SPA

The key terms and conditions of the OMG SPA are summarised as follows:

Term	Summary
<b>Transaction summary</b>	The Company has entered into a share purchase agreement with the shareholders of OMG, pursuant to which the shareholders of OMG have agreed to sell and the Company has agreed to buy, all of the issued shares in OMG from the OMG Shareholders, in consideration of the issue of the Consideration Shares to each OMG shareholder in their respective proportionate shareholding in OMG.
<b>Sellers and acquisition structure</b>	<p>OMG is to be acquired from Adams Term Investments Pty Ltd ACN 086 023 627, DJR 29 Pty Ltd ACN 613 016 041 as trustee for the DJR Investment Trust ABN 89 695 482 873, Briar Macky (<b>Business Shareholders</b>) and OMG's other shareholders who are not directly involved in the Business (collectively, the <b>Sellers</b>).</p> <p>The OMG Acquisition is structured as a 'merger of equals' whereby OMG will be acquired as a new wholly-owned subsidiary of the Company.</p>
<b>Consideration</b>	<p>Subject to shareholder approval under Resolution 12, the Company will issue 285 million Shares (<b>Consideration Shares</b>) to the Sellers at a deemed issue price of 1.2 cents per Share, which equates to approximately 357.81 Shares for every OMG share held, valuing OMG at approximately \$3.42 million.</p> <p>Immediately following completion of the OMG Acquisition, and assuming that Resolutions 1 to 10 are passed and no options are exercised, the Consideration Shares will comprise approximately 50.32% of the total shares on issue in the Company.</p>
<b>Conditions precedent</b>	<p>Completion of the OMG Acquisition is subject to:</p> <ul style="list-style-type: none"> <li>(a) the Company obtaining shareholder approval required under Listing Rule 7.1 for the issue of the Consideration Shares pursuant to Resolution 12;</li> <li>(b) no government agency taking any action, or omitting to take any action, which would, or would be reasonably likely to, prevent, hinder, jeopardise, place any restrictions or impose any conditions on the completion of the OMG Acquisition;</li> <li>(c) the absence of any material adverse changes in the financial conduct, results of operations and assets of OMG;</li> <li>(d) the Company successfully completing the capital raise announced to market on 14 August 2024 and described in the Explanatory Statement for Resolution 6;</li> <li>(e) the Business Shareholders and Devereux Promotions Pty Ltd ACN 145 335 379 as trustee for the SPD 415 Trust ABN 29 065 599 182 (<b>Devereux</b>) entering a voluntary escrow deed in relation to their respective proportion of the Consideration Shares; and</li> </ul>

<b>Term</b>	<b>Summary</b>
	(f) various other customary conditions precedent.
<b>Escrow of Consideration Shares</b>	The Business Shareholders and Devereux have each entered into a voluntary escrow deed with the Company providing for a 6-month period of voluntary escrow on their Consideration Shares, commencing from the date of issue. The Consideration Shares held by the Business Shareholders and Devereux will comprise 54.24% of the total Consideration Shares.
<b>Board seat</b>	Daniel Rootes, who is the presently the sole director of OMG, will be appointed as a director of the Company as part of the OMG Acquisition.
<b>Governing law</b>	The OMG SPA is governed by and interpreted and enforced in accordance with the laws of Victoria, Australia.

Forbidden Foods Limited | ABN 82 616 507 334

Your proxy voting instruction must be received by **11.00am (AEST) on Wednesday, 18 September 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

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