



Freedom Care Group

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ABN 91 059 950 337

28 November 2023

PRE-QUOTATION DISCLOSURE

Freedom Care Group Holdings Limited (ACN 059 950 337) (ASX:FCG), previously known as Resource Generation Limited (**Company**) provides the following confirmations to satisfy conditions for admission of the Company's securities to quotation on ASX.

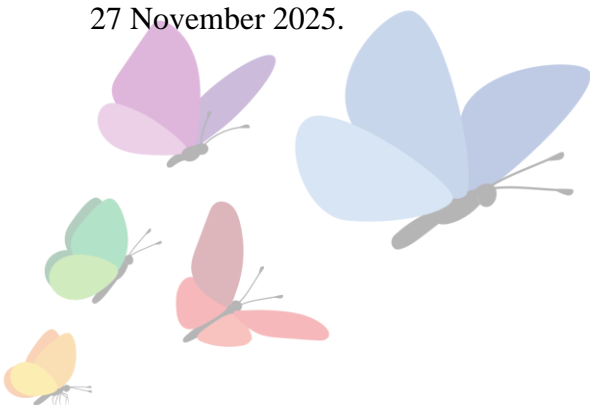
Capitalised terms in this announcement have the corresponding meaning as given in the Company's replacement prospectus dated 11 September 2023, as supplemented by the supplementary prospectus dated 18 October 2023 (**Prospectus**), unless otherwise specified.

COMPLETION OF OFFER AND SECONDARY OFFERS

The Company confirms that all conditions to the Offer and the Secondary Offers (collectively, the **Offers**) under the Prospectus have been satisfied and the Offers have now closed. The Company has issued:

- (a) 16,000,000 Shares and 3,200,000 Options under the Offer to raise \$3,200,000 (before costs);
- (b) 82,500,000 Shares and 15,000,000 Options to the Vendors in consideration for the Acquisition under the Consideration Offer;
- (c) 210,000 Shares to select employees of Freedom Care under the Employee Offer;
- (d) 3,571,429 Shares to the Convertible Note holders under the Noteholder Offer;
- (e) 396,825 Options to Director Keith Glennan and 500,000 Options and 450,000 Shares to Director Zoran Grujic under the Director Offer; and
- (f) 583,335 Shares and 1,500,000 Options to Novus Capital Limited (and/or its nominees) under the Lead Manager Offer.

The Options which were issued under the Prospectus are exercisable at \$0.25 each on or before 27 November 2025.





COMPLETION OF ACQUISITIONS

The Company confirms that:

- (a) all conditions precedent to the Acquisition have been satisfied and completion has occurred under the Acquisition Agreement with the Company acquiring 100% of the issued share capital of Freedom Care and issuing 82,500,000 Shares and 15,000,000 Options to the Vendors under the Consideration Offer; and
- (b) all conditions precedent under the KDC Share Sale Agreement have been satisfied and completion has occurred under the KDC Share Sale Agreement with Freedom Care acquiring 29 fully paid ordinary shares in KDC (representing a 29% interest in KDC) and paying the KDC Vendor \$1,450,000 in cash.

CHANGE OF COMPANY NAME

The Company confirms that its change of name to Freedom Care Group Holdings Limited took effect on 24th November 2023.

CAPITAL STRUCTURE

The capital structure of the Company following completion of the Acquisition and the issue of securities pursuant to the Prospectus is set out below.

	Shares	Options ²
Securities on issue as at date of Prospectus ¹	5,002,479	-
Securities issued pursuant to the Offer	16,000,000	3,200,000
Securities issued to the former shareholders of Freedom Care	82,500,000	15,000,000
Securities issued to Freedom Care employees	210,000	-
Securities issued on conversion of Convertible Notes	3,571,434	-
Securities issued to Directors	450,000	896,825
Securities issued to the Lead Manager	583,335	1,500,000
TOTAL	108,317,248	20,596,825

Notes:

1. These figures have been restated on a post-consolidation basis following completion of the consolidation of the Company's issued capital as approved by shareholders at the general meeting held on 17 October 2023.
2. Options are exercisable at \$0.25 each on or before 27 November 2025.



RESTRICTED SECURITIES

The following securities will be subject to restriction pursuant to the ASX Listing Rules for the period outlined below.

Class	Number	Restriction Period
Shares	83,533,335	24 months from the date of quotation
Options ¹	17,000,000	24 months from the date of quotation
Shares	347,144	12 months from 29 June 2023
Shares	17,143	12 months from 5 June 2023
Shares	85,714	12 months from 8 May 2023
Shares	21,429	12 months from 2 May 2023
Shares	21,429	12 months from 1 May 2023
Shares	321,429	12 months from 28 April 2023
Shares	21,429	12 months from 24 April 2023
Shares	21,429	12 months from 21 April 2023
Shares	42,858	12 months from 28 March 2023

Notes:

- Options are exercisable at \$0.25 each on or before 27 November 2025.

This announcement has been authorised for release by the Board.

For further information, please contact: Jamal Sabsabi – jamal@freedomcaregroup.com.au