19 August 2025

Argent BioPharma Ltd.

(Argent BioPharma or the Company)

Argent BioPharma Signs Binding Term Sheet to Acquire AC8 Assets, Expanding Clinical Pipeline, IP Portfolio, and EU Footprint

Highlights:

- Binding term sheet signed to acquire key assets and IP of AusCann Group Holdings Ltd.
- Acquisition includes Neuvis® drug delivery platform, FDA-facing epilepsy pre-clinical data, access to EU-GMP manufacturing and German pharma distribution.
- Strategic move strengthens RGT's clinical pipeline and European commercial infrastructure.
- Acquisition aligned with work plan for dual listing on a national U.S. stock exchange and enhances IP-driven revenue model.

AC8 Asset Acquisition to Transform Clinical Execution and Commercial Reach

Argent BioPharma Ltd (ASX: RGT) is pleased to announce that it has entered into a binding term sheet to acquire the core operating assets and IP portfolio of AusCann Group Holdings Ltd ("AC8"), comprising AC8's 100% rights, title and interest in the **Neuvis®** proprietary SEDDS drug delivery platform and related intellectual property, 48% shareholding **CannPal Animal Therapeutics Pty Ltd** together with AC8's 19.99% shareholding in **ECC Pharm Ltd**.

In consideration for the acquisition, RGT will issue AC8 25,000,000 ordinary shares, valued at **USD 15 million** (based on a deemed price per share of **USD 0.60 per share**), subject to shareholder approval.

This acquisition marks a significant milestone in the Company's strategy to build a fully integrated, **IP-led pharmaceutical platform** with a global footprint. Through the acquisition, RGT will secure strategic interests in the Neuvis® patented drug-delivery technology, gain access to a validated FDA-facing pre-clinical data package supporting CannEpil® advancement, and benefit from scalable EU-GMP manufacturing and commercial infrastructure—each directly synergistic with Argent's lead products CannEpil® and CimetrA®.

The acquisition materially advances Argent BioPharma toward meeting the key financial and qualitative criteria for the **planned U.S. national listing**. The transaction, valued at USD 15 million, adds significant audited assets to the Company's balance sheet, directly increasing net shareholders' equity to levels consistent with U.S. national market requirements. The inclusion of patented Neuvis® drug-delivery technology, FDA-relevant preclinical data strengthens both the tangible and intangible asset base, enhancing total asset value and market capitalization metrics.

Following the success of the acquisition**, Mr. Andrew Chapman**, will join Argent BioPharma board as an executive director, bringing vast experience in the capital market and in the biotech sector, reinforcing Argent BioPharma core team toward the U.S National Listing and further development of the company in synergy with the new assets.

The agreement is subject to customary conditions precedent and is expected to complete in Q3 2025, with integration activities already mapped to support clinical expansion and launch-readiness.

Full terms and conditions of the acquisition are detailed in Appendix 1.

Strategic Fit and Synergy Highlights

- **CannPal FDA Data Suite**: Full GLP tox, HV PK and peer-reviewed animal data expected to accelerate U.S. regulatory filings and reduce cost/timeline.
- **Neuvis® Platform**: Advanced oral capsule technology offering 3–5× bioavailability, enabling CannEpil® 2.0 and CimetrA® chronic oral formulations with extended IP runway (patents to 2038+).
- **EU-GMP Manufacturing (ECC/RH Pharma)**: Enables in-house API and finished dose production; projected to reduce CannEpil® and CimetrA® COGS by over 50%.
- **German Distribution (MEDTRADIX / CANNAPORT)**: Access to >3,000 pharmacies, EU-wide QP batch release, and bonded logistics infrastructure.
- **Potential for Non-Dilutive Upside:** As a substantial shareholder of the acquisition also positions Argent to benefit from potential non-dilutive cash flows, including any future proceeds from CannPal's veterinary partnership and possible dividend distributions from ECC operations—enhancing financial optionality ahead of the Company's proposed dual listing in the U.S.

Argent BioPharma Managing Director and CEO, Roby Zomer, Commented:

"*This transaction brings together clinically validated IP, EU commercial infrastructure, and manufacturing scale under one platform. We are building a capital-efficient engine to deliver next-generation formulations of CannEpil® and CimetrA®—at scale, with speed, and with enduring IP protection. It positions Argent to expand globally while strengthening our core pipeline.*"

AusCann Group Holdings Ltd Executive Director Andrew Chapman Added:

"*I know these assets well—and I've seen first-hand the value they unlock. From IP to revenue to regulatory readiness, this is a strategic acquisition that accelerates Argent's pathway to a successful dual national listing in the U.S.*"

—Ends—

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About Argent BioPharma

Argent BioPharma Ltd. (ASX: RGT) is a revenue-generating, clinical-stage biopharmaceutical company developing nano-engineered therapeutics designed to rebalance the interaction between the nervous and immune systems. Its lead assets, CannEpil® and CimetrA®, address severe unmet needs in drug-resistant epilepsy and cytokine-driven inflammatory and autoimmune disorders, respectively. Leveraging proprietary nano-delivery technologies, Argent enhances penetration across the blood–brain barrier and alveolar–capillary membrane, enabling differentiated efficacy, lower dosing, and long-term composition-of-matter protection. With vertically integrated EU-GMP manufacturing, a unified Neuro-Immune Modulatory platform, and late-stage clinical development programs, the company is advancing a focused, high-value pipeline outside of oncology, targeting urgent CNS and systemic inflammatory indications where few or no effective treatments exist.

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Appendix 1: Terms and Conditions

The Company has entered into a binding term sheet with AC8 to acquire 100% of AC8's shareholdings in ECC Pharm Ltd (19.99%), CannPal (48%) (together, the AC8 Subsidiaries), together with 100% of AC8's rights, title and interest in the Neuvis® proprietary SEDDS drug delivery platform and related intellectual property.

Neuvis (100%)

Neuvis is an intellectual property license drug delivery capsule. In 2020, AusCann developed the proprietary SEDDS Technology platform for delivering cannabinoids in a pharmaceutical format, catering to the medical cannabis market through doctors and healthcare practitioners. This technology combines silica, cannabis extracts, MCT oil and other excipients, to create free-flowing powders capable of delivering single cannabinoids or various ratios of cannabinoids. These formulations are then encapsulated into hard-shell dose formats within blister packs, with the first product successfully launched under the Neuvis brand through pharmacies and doctors. These capsules are expected to serve as a foundational step in supporting the transition of CimetrA into an oral dosage form, leveraging AusCann's proprietary SEDDS platform to enable consistent, stable, and scalable delivery of the active ingredients in a patient-friendly format.

CannPal Animal Therapeutics Limited (48%)

CannPal Animal Therapeutics Limited (CannPal) is an Australian unlisted public company based in Sydney, specialising in animal health. The company develops and provides veterinarians and pet owners with high-quality, evidence-based, plant-derived therapeutic products to promote animal health and wellbeing. CannPal's focus is on the development of pharmaceutical and nutraceutical products for dogs, for commercialisation in multiple international markets, using compounds derived from the hemp and cannabis plant. The company also holds a portfolio of pre-clinical, cannabinoid-derived data that can support Argent's pre-clinical submissions for CannEpil.

ECC Pharm Limited (19.99%)

ECC Pharm Limited (**ECC**) is an Australian public unlisted company with operations in Germany and North Macedonia. ECC specialises in the development, production and distribution of high-quality cannabinoid product throughout Europe. ECC Pharm Skopje, a subsidiary of ECC Pharm Limited produced dried cannabis flower for medical purposes with different concentrations of cannabinoids depending on the needs and wishes of customers, as well as primary extract and pharmaceutical dosage forms in the form of oil solution packaged according to customer requirements. The products of ECC PHARM Skopje are manufactured following GACP and GMP standards.

Medtradix GmbH (**Medtradix**) and Cannaport GmbH (**Cannaport**)are two subsidiaries of ECC that specialise in the distribution and handling of medicinal cannabis in Germany. Cannaport was one of the first German companies to receive the relevant import, handling, and distribution licenses for medical cannabis and Medtradix is a medical distribution and wholesale business with strong networks and distribution capabilities across Europe.

The material terms of the Acquisition are set out below:

Consideration	RGT has agreed, subject to obtaining shareholder approval to issue 25,000,000 shares to AC8 as consideration for the Acquisition. All shares issued as consideration will be subject to voluntary escrow until the later of: (a) 8 months from completion of the acquisition; and (b) the date on which RGT's securities are admitted to quotation on a US securities exchange.
RGT Board Composition post-Acquisition	After the Completion, the board of directors of RGT may comprise of up to 5 members, out of which 2 directors may be appointed by the AC8, alongside the other 3 by the pre-Completion Board of Directors of RGT. Andrew Chapman is to be appointed as one of the initial AC8-nominated directors.
Conditions Precedent	Completion of the Acquisition is subject to several conditions, including: • RGT has a closing cash balance of at least US$2m as at completion of the transaction. • Completion of satisfactory due diligence by RGT on the AC8 Subsidiaries and their assets; • RGT and AC8 obtaining all necessary shareholder, regulatory and/or third party consents and approvals, including shareholder approval for the issue of the 25,000,000 consideration shares; • AC8's satisfaction with RGT's financial standing and disclosure of all financial obligations; • no material adverse change in the AC8 group prior to completion; and • Execution of a definitive, full form agreement to replace the term sheet, which shall set out the detailed terms, including representations and warranties, indemnities, covenants, completion procedures and other customary terms ("SPA").
Exclusivity and Break Fee	AC8 has granted RGT a 60-day exclusivity period. If AC8 breaches this, it must pay RGT a break fee of AUD 100,000 plus verified diligence costs (capped at AUD 200,000)
Timeline and Long-Stop Dates	• Signing of the term sheet marks the commencement of a 60-day exclusivity and due diligence period. • Execution of the definitive SPA is to occur within 30 days, unless extended. Failure to do so triggers a termination right for each party. • Completion of the Acquisition is targeted within five business days after all conditions precedent are satisfied or waived, and no later than 90 days post-SPA signing. • If RGT's planned listing on the NASDAQ or any other US securities exchange in the US does not occur within eight months of completion, the transaction will be unwound, with all assets and consideration returned to the original parties.

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