



Announcement Summary

Entity name

CANN GROUP LIMITED

Announcement Type

New announcement

Date of this announcement

6/3/2025

The Proposed issue is:

A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
New class-code to be confirmed	Convertible Note (1st Special Purchase)	95,550
New class-code to be confirmed	Unquoted Options (1st Special Purpose) expiring 6/3/2027	1,746,147

Proposed +issue date

6/3/2025

Refer to next page for full details of the announcement

Part 1 - Entity and announcement details

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**1.1 Name of +Entity**

CANN GROUP LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

**1.2 Registered Number Type**

ACN

**Registration Number**

603949739

**1.3 ASX issuer code**

CAN

**1.4 The announcement is**

New announcement

**1.5 Date of this announcement**

6/3/2025

**1.6 The Proposed issue is:**

A placement or other type of issue



## Part 7 - Details of proposed placement or other issue

## Part 7A - Conditions

**7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?**

No

## Part 7B - Issue details

**Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?**

New class

**Will the proposed issue of this +security include an offer of attaching +securities?**

Yes

Details of +securities proposed to be issued

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

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

Yes

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**

No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Convertible Note (1st Special Purchase)

**+Security type**

+Convertible debt securities

**Number of +securities proposed to be issued**

95,550

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**

Yes

**In what currency is the cash consideration being paid?**

AUD - Australian Dollar

**What is the issue price per +security?**

AUD 1.57000



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

Yes

+Convertible debt securities details

**These securities are:**

Convertible

**Type of security**

Convertible note or bond

**+Security currency**

USD - US Dollar

**Face value**

USD 1.1500

**Interest rate type**

Zero coupon/no interest

**Frequency of coupon/interest payments per year**

No coupon/interest payments

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

s128F exempt

**Is the +security perpetual (ie. no maturity date)?**

No

**Maturity date**

6/9/2026

**Select other features applicable to the +security**

None of the above

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

No

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

CAN : ORDINARY FULLY PAID

**Number of +securities that will be issued if the +securities are converted, transformed or exchanged (including, if applicable, any interest)**

Notes convert per: [Qty of notes] X [1.15 x USD:AUD fx rate] / [lesser of (a) 92% of ave of the lowest 3 day VWAPs during 15 day prior trading and (b) \$0.05 - With max 40 million shares to be issued]

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Please see announcement lodged 21 November 2023 describing the establishment of the convertible note "Facility" (<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02742542-3A631207>), together with announcement lodged 28 February 2025 describing the "First Special Purchase" drawdown under which these convertible notes are being issued (<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02919285-3A663001>).



## Attaching +Security

**Is the proposed attaching security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional +securities in a class that is already quoted or recorded by ASX)?**  
New class

Attaching +Security - New class (+securities in a class that is not yet quoted or recorded by ASX)

**Details of attaching +securities proposed to be issued**

**ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)**

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

**Will the entity be seeking quotation of the 'new' class of +securities on ASX?**  
No

**ASX +security code**

New class-code to be confirmed

**+Security description**

Unquoted Options (1st Special Purpose) expiring 6/3/2027

**+Security type**

Options

**Number of +securities proposed to be issued**

1,746,147

**Offer price details**

**Are the +securities proposed to be issued being issued for a cash consideration?**  
No

**Please describe the consideration being provided for the +securities**

1,746,147 unquoted options are being issued in accordance with the Convertible Securities agreement 21 November 2023 to establish the convertible note "Facility", together with announcement lodged 28 February 2025 describing the "First Special Purchase" drawdown under which unquoted options are being issued.

**Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**

0.028634

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

## Options details

**+Security currency**

AUD - Australian Dollar

**Exercise price**

AUD 0.0573

**Expiry date**

6/3/2027

**Details of the type of +security that will be issued if the option is exercised**

CAN : ORDINARY FULLY PAID

**Number of securities that will be issued if the option is exercised**

One fully paid ordinary share (ASX:CAN) per option exercised

**Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.**

Please see announcement of 21 November 2023 to establish the convertible note "Facility" (<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02742542-3A631207>) together with announcement of 28 February 2025 describing the "First Special Purchase" drawdown under which unquoted options are being issued (<https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02919285-3A663001>)

**Part 7C - Timetable****7C.1 Proposed +issue date**

6/3/2025

**Part 7D - Listing Rule requirements****7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?**

No

**7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Yes

**7D.1b ( i ) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?**

Notes convert per: [Qty of notes] X [1.15 x USD:AUD fx rate] / [lesser of (a) 92% of ave of the lowest 3 day VWAPs during 15 day prior trading and (b) \$0.05 - With max 40 million shares to be issued]

**7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?**

No

**7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?**

No

**7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?**

No

**7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?**

No

**Part 7E - Fees and expenses****7E.1 Will there be a lead manager or broker to the proposed issue?**

No

**7E.2 Is the proposed issue to be underwritten?**

No

**7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue**



Part 7F - Further Information

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**7F.01 The purpose(s) for which the entity is issuing the securities**

To provide working capital to the Company.

**7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?**

No

**7F.2 Any other information the entity wishes to provide about the proposed issue**