

## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

To Company Name/Scheme	<u>Tox Free Solutions Limited</u>
ACN/ARSN	<u>ACN 058 596 124</u>
<b>1. Details of substantial holder (1)</b>	
Name	<u>Catilina Nominees Proprietary Limited as trustee for the Danny Boulas Daniels Family Trust</u>
ACN/ARSN (if applicable)	<u>ACN 005 197 455</u>

The holder became a substantial holder on 01 / 12 / 2016

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary shares	12,568,000	12,568,000	6.93%

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Catilina Nominees Proprietary Limited as trustee for the Danny Boulas Daniels Family Trust	Registered holder (See Annexures A and B)	12,568,000 ordinary shares
Daniels Corporation Group Holdings Pty Ltd (DCGH) (and its subsidiaries)	Catilina Nominees Proprietary Limited holds a materials interest in DCGH	12,568,000 ordinary shares
Catilina Nominees Proprietary Limited as trustee of Daniels Property Investments Trust	Controlled by same trustee	12,568,000 ordinary shares
Dan Daniels	Director of Catilina Nominees Proprietary Limited	12,568,000 ordinary shares

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Catilina Nominees Proprietary Limited as trustee for the Danny Boulas Daniels Family Trust	Catilina Nominees Proprietary Limited as trustee for the Danny Boulas Daniels Family Trust	Catilina Nominees Proprietary Limited as trustee for the Danny Boulas Daniels Family Trust	12,568,000 ordinary shares

#### 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
Catilina Nominees Proprietary Limited as trustee for the Danny Boulas Daniels Family Trust	1 December 2016	(See Annexures A and B)		12,568,000 ordinary shares

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Daniels Corporation Group Holdings Pty Ltd (DCGH) (and its subsidiaries)	Catilina Nominees Proprietary Limited holds a materials interest in DCGH
Catilina Nominees Proprietary Limited as trustee of Daniels Property Investments Trust	Controlled by same trustee
Dan Daniels	Director of Catilina Nominees Proprietary Limited

**7. Addresses**

The addresses of persons named in this form are as follows:

Name	Address
Catilina Nominees Proprietary Limited	34 Cahill Street, Dandenong South, Victoria 3175
Daniels Corporation Group Holdings Pty Ltd (DCGH) (and its subsidiaries)	34 Cahill Street, Dandenong South, Victoria 3175
Catilina Nominees Proprietary Limited as trustee of Daniels Property Investments Trust	34 Cahill Street, Dandenong South, Victoria 3175
Dan Daniels	34 Cahill Street, Dandenong South, Victoria 3175

**Signature**

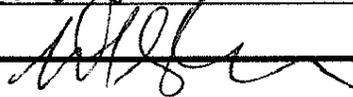
print name

Dean J McPherson

capacity

Company Sec

sign here



date

11/21/2016

**DIRECTIONS**

- (1) If there are a number of substantial holders with similar or related relevant interests (eg a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg if the relevant interest arises because of an option) write "unknown".
- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.**

## Signature

This form must be signed by either a director or a secretary of the substantial holder.

## Lodging Period

Nil

## Lodging Fee

Nil

## Other forms to be completed

Nil

## Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

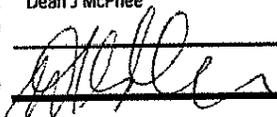
## Annexures

- To make any annexure conform to the regulations, you must
- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
  - 2 show the corporation name and ACN or ARBN
  - 3 number the pages consecutively
  - 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
  - 5 identify the annexure with a mark such as A, B, C, etc
  - 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
  - 7 sign and date the annexure
- The annexure must be signed by the same person(s) who signed the form.

**Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice**

**Annexure A**

This is the Annexure A of 1 page referred to in the accompanying Form 603: Notice of initial substantial shareholder

print name Dean J McPhee Company Secretary  
sign here  date 21/12/2016

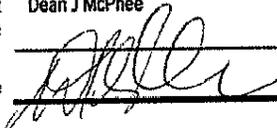
**Share and Asset Sale and Purchase Deed**

Pursuant to the Share and Asset Sale and Purchase Deed dated 26 October 2016 between Daniels Corporation International Pty Ltd (ACN 093 314 973) ("**Seller A**"), Catilina Nominees Proprietary Limited (ACN 005 197 455) as trustee for the Danny Boulas Daniels Family Trust ("**Seller B**") (together, the "**Sellers**"), Dan Daniels, Tox Free Australia Pty Ltd (ACN 127 853 561) ("**Buyer**") and Tox Free Solutions Limited (ACN 058 596 124) ("**TOX**");

- Seller A has sold to the Buyer the shares in Daniels Manufacturing Australia Pty Ltd (ACN 603 568 172) and certain assets;
- Seller B has sold to the Buyer the shares in Daniels Health Pty Ltd (ACN 060 871 249) and certain assets; and
- as part of the consideration, TOX has issued 12,568,000 fully paid ordinary shares to Seller B at a value of \$2.30 per share on the completion of the transaction.

**Annexure B**

This is the Annexure B of 8 pages (including this page) referred to in the accompanying Form 603: Notice of initial substantial shareholder

print name Dean J McPhee Company Secretary  
sign here  date 7/1/2016



NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

26 October 2016

## Strategic Acquisition of Daniels Health Australia and Entitlement Offer

### Highlights

- Tox Free Solutions Limited ("Toxfree") today announces that it has signed a binding agreement under which Toxfree will acquire 100% of the shares and related assets of Daniels Health Pty Ltd and Daniels Manufacturing Pty Ltd (together "Daniels") for an enterprise value of \$186 million from entities associated with the vendor, Dan Daniels ("Seller") (the "Acquisition")
- Daniels is the market leading provider of medical waste solutions, collections and treatments in Australia with a strong history of growth. In addition, Daniels holds the intellectual property rights to various collector systems, including the "Sharpsmart" and "Clinismart" series of reusable sharps and clinical waste containers
- Daniels has approximately 300 employees in Australia across 17 sites, including two incineration facilities in Sydney and Melbourne, as well as three joint venture managed sites in New Zealand
- The Acquisition is consistent with Toxfree's strategy of focusing on specialist waste streams and is highly complementary to Toxfree's brand and culture. In addition to providing a new pillar of growth for Toxfree in the attractive and growing healthcare segment, the combination is expected to deliver complementary waste handling, treatment and distribution capabilities, potentially delivering meaningful future cost synergy benefits
- Daniels features a large customer base, including long term relationships with public and private hospitals, medical centres and aged care facilities across the country. A future opportunity exists to cross-sell Toxfree's industrial and total waste management solutions across Daniels' customer base
- Toxfree intends to fund the Acquisition through a combination of equity, cash and increased debt facilities, including approximately \$85 million via a fully underwritten pro-rata accelerated non-renounceable entitlement offer ("Entitlement Offer"), \$29 million through a placement of Toxfree shares to the Seller ("Placement"), \$67 million from increased debt facilities arranged with Toxfree's existing lenders, and \$14 million cash from the completion of a proposed sale and leaseback transaction



- **The Entitlement Offer will be structured as a 1 for 3.9 pro-rata non-renounceable entitlement offer priced at \$2.30 per share (“Offer Price”), representing a 5.8% discount to the theoretical ex-rights price (“TERP”) of \$2.44 per share.<sup>(1)</sup> The Entitlement Offer is fully underwritten. The Placement to the Seller will be made at the Offer Price on completion of the Acquisition**
- **Subject to the satisfaction of certain customary conditions precedent, the Acquisition is scheduled to complete on 1 December 2016, and contains customary working capital adjustments. Toxfree has agreed to defer \$10 million of consideration payable to 31 March 2017, which is payable in cash and/or a further issue of Toxfree shares, at the election of Toxfree**
- **The Acquisition represents a strategic expansion of Toxfree’s operations into the healthcare sector and also strengthens its position in the Australian waste management industry. The Acquisition is expected to deliver approximately 16% EPS accretion in FY2017 on a full year pro forma basis, excluding synergies<sup>(2)</sup>**

### Overview

Toxfree today announces that it has executed a Share and Asset Sale and Purchase Deed to acquire 100% of Daniels for an enterprise value of \$186 million, on a cash free and debt free basis.

Daniels was founded in 1986 and is the leading player in medical waste services in Australia.<sup>(3)</sup> The business provides a range of waste management solutions, including medical waste collection and treatment, proprietary reusable sharps containers and safety devices, point-of-use disposal technology, recycling, gateway, waste stream auditing, controlled substance destruction, secure shredding, training, compliance and education. Daniels has approximately 300 employees in Australia across 17 locations, including two incineration facilities in Sydney and Melbourne, as well as three joint venture managed sites in New Zealand. Daniels generated pro forma revenue of \$83.4 million and pro forma EBITDA of \$20.7 million in the year ended 30 June 2016.<sup>(4)</sup>

The Acquisition is highly complementary to Toxfree’s existing business and culture, and further expands Toxfree’s ambitions to be the leader in specialist waste streams in Australia. In addition, medical waste is an attractive and growing market segment, with increases in compliance and disposal regulations contributing to increased growth and high customer retention. The business is the leading player in medical waste services in Australia with long-term contracts with hospitals and large medical centres, with specialist intellectual property and know-how, and has grown significantly over the last three years. The segment also provides a new pillar of growth for Toxfree, along with increased diversification by industry and geography. In addition, Toxfree is targeting to deliver synergies of over \$4 million p.a. (on a full run-rate basis and before implementation costs) within two years of ownership.

<sup>1</sup> The theoretical ex-rights price (“TERP”) is the theoretical price at which Toxfree shares should trade at immediately after the ex-date for the Entitlement Offer. The TERP is a theoretical calculation only and the actual price at which Toxfree shares trade immediately after the ex-date for the Entitlement Offer will depend on many factors and may not equal the TERP. TERP is calculated by reference to Toxfree’s closing price of \$2.49 on 25 October 2016

<sup>2</sup> Toxfree financials based on estimates for the 12 months ended 30 June 2017, and assumes that there is no significant change to material contracts. Daniels financials based on Toxfree’s estimation of Daniels’ pro forma earnings for the 12 months ended 30 June 2017. EPS accretion is based on estimated FY2017 NPAT of Toxfree and excludes expensing of transaction costs and amortisation of identifiable intangibles acquired, and includes the impact of a proposed sale and leaseback transaction. Standalone EPS used in EPS accretion calculation incorporates an adjustment factor to account for the bonus element in the Entitlement Offer and assumes the Seller receives the maximum amount of consideration in Toxfree shares as provided in the sale agreement. The EPS accretion calculation assumes that the transaction, the Entitlement Offer and Toxfree shares issued to the Seller all occurred on 1 July 2016. Refer also to Section 7 (Key Risks) of the Investor Presentation lodged with ASX on the date of this release

<sup>3</sup> By pro forma FY2016 revenue. Other equivalent references to Daniels’ market position are also based on pro forma FY2016 revenue

<sup>4</sup> Refer to page 52 of the Investor Presentation lodged with ASX on the date of this release for Basis of Preparation



Daniels' local management team has a long history of involvement in the medical and waste sectors in Australia, and existing operational staff will become employees of the Toxfree group. In addition, Dan Daniels, the founder of Daniels, has agreed to be retained as an advisor to the Daniels business and will assist Toxfree on strategic development and operational management of the business. The Seller has also agreed to subscribe for approximately 12.6 million Toxfree shares as part of the consideration for the Acquisition, and will therefore be a shareholder in Toxfree on Completion. These shares will be subject to voluntary escrow until the release of Toxfree's financial results for the year ended 30 June 2017.<sup>(5)</sup> Toxfree has agreed to defer \$10 million of consideration payable to 31 March 2017, which is payable in cash and/or a further issue of Toxfree shares, at the election of Toxfree.

Commenting on the transaction, Toxfree's Managing Director, Steve Gostlow, stated:

*"The Acquisition of Daniels is an exciting opportunity for Toxfree that will position us as a leader in specialist waste streams in Australia. Medical waste is highly complementary to our existing capabilities and focus, and Daniels provides Toxfree with a new set of capabilities and technology that we did not have before. In addition, the Acquisition helps to improve Toxfree's overall diversity from an operational and geographic perspective, and provides the business with a new pillar of growth into the healthcare sector. We are also very happy to welcome Dan Daniels, the founder of Daniels, as an advisor to the business and look forward to working together with him in the future."*

#### **Acquisition Funding**

The acquisition of Daniels, along with associated transaction fees, will be fully funded via a combination of equity, cash and increased debt facilities, as discussed below.

#### *Entitlement Offer and Placement*

The Acquisition will be partly funded by approximately \$114 million of new equity funding, comprising a pro-rata accelerated non-renounceable Entitlement Offer of approximately \$85 million and a \$29 million Placement of new ordinary shares in Toxfree to the Seller ("**New Shares**"). The Placement will be undertaken on completion of the Acquisition, expected by 1 December 2016.

The Entitlement Offer will be structured as a 1 for 3.9 pro-rata accelerated non-renounceable Entitlement Offer priced at \$2.30 per share. The Entitlement Offer is fully underwritten, and comprises a pro-rata Institutional Entitlement Offer of approximately \$59 million and Retail Entitlement Offer of approximately \$26 million.

Eligible shareholders will be entitled to subscribe for 1 New Share for every 3.9 Toxfree shares held as at 7:00pm (Melbourne time) on Friday, 28 October 2016. The offer price of \$2.30 per New Share represents a 7.6% discount to the closing price of Toxfree shares on 25 October 2016 (being the last trading day before announcement of the Acquisition and Entitlement Offer) and a discount of 5.8% to the TERP of \$2.44.<sup>(6)</sup> Approximately 25.5 million New Shares are expected to be issued in Toxfree under the Institutional Entitlement Offer and 11.5 million New Shares are expected to be issued in Toxfree under the Retail Entitlement Offer.

All Toxfree directors and senior executive management who hold shares in Toxfree have stated that they intend to participate in the Entitlement Offer for some or all of their respective pro-rata Entitlements to the extent that their financial circumstances permit.

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<sup>5</sup> Escrow subject to customary early release events

<sup>6</sup> Refer to note 1



Toxfree will conduct a Placement to the Seller for approximately \$29 million, who has elected to rollover a portion of its Daniels shares into Toxfree shares as part consideration for the Acquisition. The Placement will be made at a share price equal to the Offer Price, resulting in the issue of approximately 12.6 million New Shares. The New Shares issued under the Placement will be subject to voluntary escrow conditions until the release of Toxfree's financial results for the year ended 30 June 2017.<sup>(7)</sup>

The New Shares to be issued under the Entitlement Offer and the Placement will rank equally with existing Toxfree shares.

#### *Debt Financing*

Toxfree has amended and increased its existing debt facilities from its relationship banks to provide funding capacity for the Acquisition, including any potential shortfall in the Retail Entitlement Offer, and for ongoing growth initiatives in the business. The increased debt facilities will provide additional funding capacity of up to \$95 million to support the Acquisition, and Toxfree expects to have approximately \$159 million of net debt upon Completion (assuming a drawdown of \$67 million to fund the Acquisition). Drawdown under the amended debt facility is subject to various conditions precedent, including the execution of a long form deed of amendment and other conditions, which are usual for a facility of this sort.

#### *Existing Cash and Facilities*

Toxfree intends to contribute \$14 million in cash from a proposed sale and leaseback transaction, or otherwise from existing debt facilities.

#### **Trading Update and Guidance**

Toxfree today also announced that it has recently been successful in the award of a number of new contracts and opportunities, including:

- Qenos NSW, for hydrocarbon waste collection, treatment and recycling;
- Halliburton Australia, a total waste management contract for operations in Papua New Guinea and Australia;
- Retention of Origin Energy's total waste management contract for APLNG upstream; and
- A new Memorandum of Understanding with BMT International to form a Joint Venture in Australia for the purposes of managing and treating mercury related waste streams from the oil and gas sector.

As at the end of 1Q FY2017, Toxfree is trading in-line with Toxfree and market expectations. Toxfree expects underlying FY2017 EBITDA to be in the lower half of its previous guidance range of 5-10% higher than FY2016 underlying EBITDA,<sup>(8)</sup> excluding any impact from the Acquisition and related Acquisition costs.

Further details on Toxfree's trading update are contained in the Investor Presentation that was lodged with the ASX concurrent with this document.

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<sup>7</sup> Escrow subject to customary early release events

<sup>8</sup> Assumes that there is no significant change to material contracts



### Entitlement Offer Timetable <sup>(9)</sup>

#### *Institutional Entitlement Offer and Institutional Shortfall Bookbuild*

The Institutional Entitlement Offer will be open from 10.00am (Melbourne time) on Wednesday 26 October, 2016 to 4:00pm (Melbourne time) Thursday 27 October, 2016. Eligible institutional shareholders can choose to take up all, part or none of their Entitlement. New Shares equivalent in number to the New Shares not taken up by eligible institutional shareholders by the close of the Institutional Entitlement Offer, and New Shares that would have been offered to ineligible institutional shareholders had they been entitled to participate, will be sold to institutional investors through the Institutional Shortfall Bookbuild to be conducted on Thursday, 27 October 2016. Toxfree shares have been placed in trading halt whilst the Institutional Entitlement Offer and Institutional Shortfall Bookbuild are undertaken.

#### *Retail Entitlement Offer*

The Retail Entitlement Offer will be open from Thursday, 3 November 2016 to Friday, 18 November 2016. Eligible retail shareholders wishing to participate in the Retail Entitlement Offer should carefully read the Retail Offer Booklet and accompanying personalised entitlement and acceptance form which are expected to be despatched on Thursday, 3 November 2016.

#### *Indicative Timetable*

Event	Date
Announcement of Acquisition, Entitlement Offer and Trading Halt	Wednesday, 26 October 2016
<b>Institutional Entitlement Offer opens</b>	<b>Wednesday, 26 October 2016</b>
Institutional Entitlement Offer closes	Thursday, 27 October 2016
Institutional Shortfall Bookbuild (opens and closes)	Thursday, 27 October 2016
Trading Halt lifted	Friday, 28 October 2016
Record date for eligibility under the Entitlement Offer (7:00pm Melbourne time)	Friday, 28 October 2016
<b>Retail Entitlement Offer opens</b>	<b>Thursday, 3 November 2016</b>
Despatch of Retail Offer booklet and personalised entitlement forms	Thursday, 3 November 2016
Settlement of the Institutional Entitlement Offer and Institutional Shortfall Bookbuild	Monday, 7 November 2016
Issue of New Shares issued under the Institutional Entitlement Offer and Institutional Shortfall Bookbuild and commencement of trading on the ASX	Tuesday, 8 November 2016
Retail Entitlement Offer closes (5:00pm Melbourne time)	Friday, 18 November 2016
Announcement of results of Retail Entitlement Offer	Wednesday, 23 November 2016
Settlement of the Retail Entitlement Offer	Friday, 25 November 2016
New Shares issued under the Retail Entitlement Offer	Monday, 28 November 2016
New Shares issued under the Retail Entitlement Offer commence trading on the ASX	Tuesday, 29 November 2016
Despatch of Holding Statements	Tuesday, 29 November 2016

<sup>9</sup> Dates and times are indicative only and are subject to change



The above timetable is indicative only and subject to change without notice. All times Australian Eastern Daylight Time. The commencement of quotation of New Shares is subject to confirmation from ASX. Subject to the requirements of the Corporations Act, the ASX Listing Rules and any other applicable laws, Toxfree, with the consent of Morgan Stanley Australia Securities Limited (ABN 55 078 652 276) ("**Morgan Stanley**"), reserves the right to amend this timetable at any time, including extending the Retail Entitlement Offer Period or accepting late applications, either generally or in particular cases, without notice.

#### **Further Information**

For further details regarding the Acquisition of Daniels and the Entitlement Offer, shareholders are advised to refer to the Investor Presentation released to the ASX on Wednesday, 26 October 2016.

Morgan Stanley and Acacia Partners are acting as financial advisers to Toxfree on the transaction. Morgan Stanley is acting as sole bookrunner and lead manager of the Entitlement Offer and sole underwriter of the Institutional Entitlement Offer, and Evans & Partners is acting as co-lead manager of the Entitlement Offer. Clayton Utz is acting as legal adviser to Toxfree. PwCS acted as accounting and taxation adviser to Toxfree.

For further information, please contact:

**Steve Gostlow**  
Managing Director  
Tox Free Solutions Limited  
+61 8 6216 7000



### Important Notices

This announcement is not a financial product or investment advice, a recommendation to acquire New Shares or accounting, legal or tax advice. It has been prepared without taking into account the objectives, financial or tax situation or needs of individuals. Before making an investment decision, prospective investors should consider the appropriateness of the information having regard to their own objectives, financial and tax situation and needs and seek legal and taxation advice appropriate for their jurisdiction. Toxfree is not licensed to provide financial product advice in respect of an investment in shares.

### NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

This announcement was prepared for publication in Australia and may not be released or distributed in the United States. This announcement does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to persons acting for the account or benefit of persons in the United States. Any securities described in this announcement have not been, and will be, registered under the U.S. Securities Act of 1933 (the "**U.S. Securities Act**"), or the securities laws of any state or other jurisdiction of the United States and accordingly, may not be offered or sold to persons in the United States or to persons who are acting for the account or benefit of persons in the United States, unless they have been registered under the U.S. Securities Act, or are offered and sold in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws.

This announcement contains forward-looking statements, which can usually be identified by the use of words such as such as "may", "will", "expect", "intend", "plan", "estimate", "anticipate", "believe", "continue", "objectives", "outlook", "guidance" or words of similar effect. These forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond the control of Toxfree, and which may cause actual outcomes to differ materially from those expressed in the statements contained in this announcement. Undue reliance should not be placed on these forward-looking statements. These forward-looking statements are based on information available to Toxfree as of the date of this announcement. Except as required by law or regulation (including ASX Listing Rules), Toxfree undertakes no obligation to update these forward-looking statements.

Neither Morgan Stanley nor any of its, or Toxfree's, advisers or their respective related bodies corporate, affiliates, directors, officers, partners, employees, agents and associates ("**Parties**") have authorised, permitted or caused the issue, lodgement, submission, dispatch or provision of this announcement, make or purport to make any statement in this announcement and there is no statement in this announcement which is based on any statement by any of them. The Parties, to the maximum extent permitted by law, expressly disclaim all liabilities in respect of, make no representations or warranties (express or implied) as to the currency, accuracy, reliability or completeness of the information in this announcement, and with regard to Morgan Stanley and its advisors, related bodies corporate, affiliates, directors, officers, partners, employees, agents and associates, take no responsibility for, any part of this announcement or the Entitlement Offer. No Party guarantees the repayment of capital or any particular rate of income or capital return on an investment in Toxfree.

A number of figures, amounts, percentages, estimates, calculations of value and fractions in this document are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this presentation.

Statements in this announcement are made only as at the date of this announcement.