LiveVerdure

Live Verdure Limited

ACN 614 347 269

Options Prospectus

This Prospectus is being issued for up to 15,100,001 Options exercisable at $0.25 each and expiring at 5:00pm (AEST) on 31 August 2025 (**Quoted Options**) comprising of the following offers:

1. an offer of 7,000,001 Quoted Options to subscribers under the Placement, on the basis of 1 free attaching Quoted Option for every 2 Shares subscribed for under the Placement (**Placement Options Offer**); and
2. an offer of 8,100,000 Quoted Options to the Lead Manager (or its nominees) (**Lead Manager Options Offer**),

(together, the **Offer**).

The Offer under this Prospectus closes at 5.00pm (AEDT) on 25 November 2022.*

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. IT SHOULD BE READ IN ITS ENTIRETY.

IF YOU ARE IN DOUBT ABOUT WHAT TO DO, YOU SHOULD CONSULT YOUR SUITABLY QUALIFIED PROFESSIONAL ADVISER WITHOUT DELAY.

The Options offered under this Prospectus are of a speculative nature.

*The Company reserves the right, subject to the Corporations Act and Listing Rules to extend the Closing Date for the Offer.

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Important Information

This Prospectus is dated 16 November 2022 and was lodged with the ASIC on that date with the consent of all Directors. Neither ASIC nor ASX nor their respective officers take any responsibility for the contents of this Prospectus.

No Quoted Options will be issued on the basis of this Prospectus any later than 13 months after the date of this Prospectus (being the expiry date of this Prospectus).

The Prospectus will be made available in electronic form. Persons having received a copy of this Prospectus in its electronic form may obtain an additional paper copy of this Prospectus (free of charge) from the Company's registered office by contacting the Company as detailed in the Corporate Directory.

The Company will also provide copies of other documents on request (see Section 5.3).

The Quoted Options offered by this Prospectus should be considered speculative. Please refer to Section 4 for details relating to investment risks.

Applications for Quoted Options will only be accepted on an Application Form attached to or provided by the Company with a copy of this Prospectus either in paper or electronic form. The Corporations Act prohibits any person from passing on to another person an Application Form unless it is accompanied by a complete and unaltered copy of this Prospectus.

Revenues and expenditures disclosed in this Prospectus are recognised exclusive of the amount of goods and services tax, unless otherwise disclosed. No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

The Offer constituted by this Prospectus in electronic form is only available to persons receiving an electronic version of this Prospectus and accompanying Application Form within Australia and New Zealand.

No action has been taken to permit the offer of Quoted Options under this Prospectus in any jurisdiction other than Australia.

The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law and therefore persons into whose possession this document comes should seek advice on and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of those laws. This Prospectus does not constitute an offer of Quoted Options in any jurisdiction where, or to any person to whom, it would be unlawful to issue this Prospectus.

In accordance with the design and distribution obligations under the Corporations Act, the Company has determined the target market for the offer of Quoted Options issued under this Prospectus. The Company will only distribute this Prospectus to those investors who fall within the target market determination (**TMD**) as set out on the Company's website (https://liveverdure.com.au/). By making an application under the Offer, you warrant that you have read and understood the TMD and that you fall within the target market set out in the TMD.

This document is important and should be read in its entirety before deciding to participate in the Offer. This does not take into account the investment objectives, financial or taxation, or particular needs of any particular Applicant. Before making any investment in the Company, each Applicant should consider whether such an investment is appropriate to their particular needs, and considering their individual risk profile for speculative investments, investment objectives and individual financial circumstances. Each Applicant should consult their stockbroker, solicitor, accountant or other professional adviser without delay.

Definitions of certain terms used in this Prospectus are contained in Section 7. All references to currency are to Australian dollars and all references to time are to the time in Melbourne, Victoria unless otherwise indicated.

Corporate Directory

Directors	
Gernot Abl	Non-Executive Chair
Corey Montry	Non-Executive Director
Ran Vaingold	Non-Executive Director
Officers	
Mark Tucker	Chief Executive Officer
Justin Mouchacca	Company Secretary
Registered and Principal Office	**Share Registry**
C/- JM Corporate Services Level 21, 459 Collins Street Melbourne VIC 3000 Phone: (03) 8630 3321 Email: investors@liveverdure.com.au Website: https://liveverdure.com.au/	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 Phone (within Australia): 1300 850 505 Phone (outside Australia): +61 3 9415 4000 Website: www.investorcentre.com/au
Auditor*	**Lead Manager**
JTP Assurance Level 10, 446 Collins Street Melbourne VIC 3000	CPS Capital Group Pty Ltd Level 45/108 St Georges Terrace Perth WA 6000
Solicitors	
Hamilton Locke Central Park Building Level 48, 152 - 158 St Georges Terrace Perth WA 6000	**ASX Code:** LV1

* These entities are included for information purposes only. They have not been involved in the preparation of this Prospectus.

Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC	16 November 2022
Opening Date of Offer	16 November 2022
Closing Date of Offer*	25 November 2022
Appendix 2A	25 November 2022
Issue of Options offered under this Prospectus	25 November 2022
Commencement of trading on a normal settlement basis of the Options issued under this Prospectus	30 November 2022

Note

* The dates and times noted above are indicative only and subject to change. Any material changes will be notified by the Company to ASX. The Company reserves the right to amend any or all of these dates and times, including amending the Closing Date of the Offer, without prior notice subject to the Corporations Act, the Listing Rules and other applicable laws.

Investment Overview

This Section is intended to highlight key information for potential investors. It is an overview only, and is not intended to replace the Prospectus. Potential investors should read the Prospectus in full before deciding to invest in Quoted Options.

Key Information	Further Information
Transaction specific prospectus This Prospectus is a transaction specific prospectus for an offer of options to acquire continuously quoted securities (as defined in the Corporations Act) and has been prepared in accordance with Section 713 of the Corporations Act. It does not contain the same level of disclosure as an initial public offering prospectus. In making representations in this Prospectus regard has been had to the fact that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.	
Placement Options Offer This Prospectus contains an offer of up to 7,000,001 Quoted Options to subscribers under the Placement, on the basis of 1 free attaching Quoted Option for every for every 2 Shares subscribed for under the Placement. The Quoted Options will have an exercise price of $0.25 each and will expire at 5:00pm (AEST) on 31 August 2025. The issue of the Quoted Options was approved by Shareholders at the general meeting of Shareholders held on 28 October 2022 **(Meeting**). The issue of Placement Shares and Director Placement Shares raised $2.1 million (before costs). No additional funds will be raised through the issue of Quoted Options under the Placement Options Offer.	Sections 1.1 and 1.2
Lead Manager Options Offer The Company has agreed to issue 8,100,000 Quoted Options to the Lead Manager (or its nominees) at an issue price of $0.0001 per Quoted Option as part of its lead manager fee (see Section 5.10 in relation to the Lead Manager Mandate). Shareholders approved the issue of 8,000,000 Lead Manager Options at the Meeting. The balance of 100,000 Lead Manager Options will be issued pursuant to the Company's available placement capacity under Listing Rule 7.1.	Sections 1.3 and 5.10
Eligibility The Placement Options Offer is limited to participants of the Placement, including the Participating Directors. The Lead Manager Options Offer is limited to the Lead Manager (or its nominees).	Sections 1.2 and 1.3
What is the purpose of the Offer? The primary purpose of the Offer is to remove the need for an additional disclosure document to be issued upon the sale of any Shares that are issued upon conversion of any Quoted Options issued under the Offer and to facilitate the quotation of the Quoted Options.	Section 1.4
Risk factors Potential investors should be aware that subscribing for Quoted Options in the Company involves a number of risks. The key risk factors of which	Section 4

Key Information	Further Information
investors should be aware are set out in Section 4, including (but not limited to) risks in respect of: (a) **Future capital requirements:** The future capital requirements of the Company will depend on many factors, including the pace and magnitude of the development of its business and sales, and the Company may need to raise additional funds from time to time to finance the ongoing development and commercialisation of its products and to meet its other longer-term objectives. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations. (b) **Brand establishment and maintenance:** Establishing and maintaining the Company's brand in the industry in which it operates is critical to growing its customer base and product acceptance. This will depend largely on the Company's ability to provide in-demand products. There is no guarantee that the Company's brand development and sales and marketing campaign will be successful. If the Company fails to successfully establish and maintain its brand, its business and operating results could be adversely affected. (c) **Competition risk:** The Company currently competes with other companies offering plant-based food, nutraceutical and skin care products and there can be no assurance that the Company can compete effectively with these other companies. Additionally, existing competitors and new competitors to the market may replicate a business model similar to that of the Company, which could result in a loss of market share or a decrease in profitability. (d) **Uncontracted arrangements risk:** A large proportion of the Company's business relationships are subject to agreements which are subject to standard terms and conditions rather than comprehensive agreements which protect the Company's interests (as is considered standard in the food industry). Given the nature of these contractual relationships, it is not possible for the Company to contractually guarantee consistency of sales volumes, price or terms going forward. Further, there is a risk that these customer relationships may not be able to be maintained, or new relationships may not be formed on terms acceptable to the Company. (e) **Reliance on key personnel:** Success of the business will depend on the Directors and the management of the Company to develop the business and manage operations, and on the ability to attract and retain key quality staff and consultants. The Company has key management personnel. It is important to retain and attract additional suitable qualified personnel. Although its key personnel have entered into contracts with the Company, there is no assurance that such contracts will not be terminated. If such contracts are terminated or breached, or if its key personnel no	

<table>
<tr><th>Key Information</th><th>Further Information</th></tr>
<tr><td>longer continue in their current roles, new personnel will need to be employed, which may adversely affect the business.

(f) Regulatory risks: The Company's business is regulated by State and Federal laws in Australia. Failure by the Company and its suppliers, processors, manufacturers and distributers to comply with such regulations would have a material adverse effect on the business, results of operations, and financial conditions. Government regulations and oversight are subject to change at any time. The Federal and State Governments legalised the use of hemp for human consumption in November 2017. There can be no assurances or guarantees that existing rules and regulations will not be modified or amended or that new rules and regulations will not be adopted in the future that will have a material and adverse impact on the Company's business.

In addition, the Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed business operations.</td><td></td></tr>
<tr><td>Use of funds
No funds will be raised as a result of the Placement Options Offer.
A total of $810 (before costs) will be raised pursuant to the Lead Manager Options Offer.
It is currently intended that the funds raised pursuant to the Lead Manager Options Offer, and any funds raised by the exercise of the Quoted Options will be used towards achieving the Company’s existing growth initiatives, new product development for Edible Beauty and 8 Seeds skincare and general working capital.</td><td>Section 3.2</td></tr>
<tr><td>Effect on control of the Company
It is not expected that the Offer will have any effect on the control of the Company.</td><td>Section 3.5</td></tr>
<tr><td>Indicative capital structure
The indicative capital structure upon completion of the Offer is set out below:
<table>
<tr><th></th><th>Shares</th><th>Quoted Options</th><th>Unquoted Options</th><th>Performance Rights</th></tr>
<tr><td>Existing</td><td>73,759,056</td><td>-</td><td>50,002,627</td><td>2,500,000</td></tr>
<tr><td>Maximum Securities to be issued under the Offer</td><td>-</td><td>15,100,001</td><td>-</td><td>-</td></tr>
<tr><td>Total</td><td>73,759,056</td><td>15,100,001</td><td>50,002,627</td><td>2,500,000</td></tr>
</table></td><td>Sections 3.1</td></tr>
<tr><td>Directors’ participation
Shareholder approval was obtained at the Meeting for Non-Executive Chairman Gernot Abl and Non-Executive Director Ran Vaingold (or their respective nominees) (Participating Directors) to each subscribe for $50,000 in Shares under the Placement, resulting in the issue of 333,333</td><td>Sections 1.1</td></tr>
</table>

Key Information	Further Information
Placement Shares (**Director Placement Shares**) and 166,667 free attaching Options to each of the Participating Directors (**Director Placement Options**). The Director Placement Shares were issued to the Participating Directors on 2 November 2022. The Director Placement Options are included in the total number of Quoted Options being offered under this Prospectus.	
Forward looking statements This Prospectus contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Prospectus, are considered reasonable. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of the Company, the Directors and the management. The Directors cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements. The Directors have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law. These forward looking statements are subject to various risk factors that could cause the Company's actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 4.	Section 4

1. Details of the Offer

1.1 Background to the Offer

On 24 August 2022, the Company announced a capital raising of approximately $2.1 million (before costs) (**Placement**). The capital raising was comprised of the following two tranches:

(a) the issue of 13,333,334 Shares at an issue price of $0.15 per Share (**Placement Shares**), with one free-attaching Quoted Option for every 2 Shares subscribed for under the Placement (**Placement Options**); and

(b) the issue of 666,666 Shares, comprising the issue of 333,333 Shares to each of Mr Gernot Abl and Mr Ran Vaingold (or their respective nominees), at an issue price of $0.15 per Share (**Director Placement Shares**), with one free-attaching Quoted Option for every 2 Director Placement Shares subscribed for under the Placement (**Director Placement Options**) (collectively, the **Director Securities**).

The Placement Shares were issued on 5 September 2022 using the Company's available 15% placement capacity under ASX Listing Rule 7.1 and 10% placement capacity under ASX Listing Rule 7.1A. The Placement Shares issued under the Placement were offered to sophisticated and professional investors without disclosure under the Corporations Act.

Shareholders approved the issue of the Placement Options and Director Securities, and ratified the issue of the Placement Shares, at the extraordinary general meeting held on 28 October 2022 (**Meeting**).

The Director Placement Options are included in the total number of Quoted Options being offered under this Prospectus.

The Company expects the issue of the Quoted Options to occur on or around 25 November 2022.

1.2 The Placement Options Offer

The Company is offering pursuant to this Prospectus, up to 6,666,667 Placement Options and up to 333,334 Director Placement Options (total of 7,000,001 Quoted Options) exercisable at $0.25 per Option and expiring on 31 August 2025 (**Placement Options Offer**).

Only parties that were issued Placement Shares or Director Placement Shares may apply for Quoted Options under the Placement Options Offer.

No funds are payable under the Placement Options Offer.

An Application Form in relation to the Placement Options Offer will be issued to any person eligible to receive Placement Options or Director Placement Options under the Placement Options Offer (or their nominees) together with a copy of this Prospectus in electronic form.

Applications for Placement Options or Director Placement Options under the Placement Options Offer must be made on the Application Form accompanying this Prospectus and received by the Company on or before the relevant Closing Date.

No funds will be raised as a result of the Placement Options Offer as the Placement Options and Director Placement Options are offered on a free-attaching basis to the Shares issued under the Placement.

The Company will apply for quotation of the Placement Options and Director Placement Options (see Section 1.9).

1.3 Lead Manager Options Offer

Pursuant to the Lead Manager Mandate, the Company agreed to issue the Lead Manager up to 6,000,000 Quoted Options plus one Quoted Option for every dollar raised under the Placement, as partial consideration for lead manager services provided in respect to the Placement (**Lead Manager Options Offer**). The Lead Manager Options are exercisable at $0.25 per Option and expire on 31 August 2025.

Shareholders approved the issue of 8,000,000 Lead Manager Options at the Meeting, comprising 6,000,000 Quoted Options plus one Quoted Option for every dollar raised through the issue of the Placement Shares. The balance of 100,000 Lead Manager Options (being one Quoted Option for every dollar raised through the issue of the Director Placement Shares) will be issued pursuant to the Company's available placement capacity under Listing Rule 7.1.

The Lead Manager Options will be issued at a price of $0.0001 each. Accordingly, negligible funds will be raised from the Lead Manager Options Offer.

The Lead Manager Options are being issued under the same terms and conditions as the Placement Options and Director Placement Options set out in Section 5.1. If the Lead Manager Options are exercised, the resultant Shares will be of the same class and will rank equally in all respects with the existing Shares in the Company.

Only the Lead Manager (or its nominees) may accept the Lead Manager Options Offer. An Application Form in relation to the Lead Manager Options Offer will be issued to the Lead Manager (or its nominees) together with a copy of this Prospectus.

The Company will apply for quotation of the Lead Manager Options (see Section 1.9).

Refer to Section 5.10 for a summary of the Lead Manager Mandate.

1.4 Purpose of the Offer

The primary purpose of the Offer is to remove the need for an additional disclosure document to be issued upon the sale of any Shares that are issued upon conversion of any Quoted Options that are issued under the Offer and to facilitate the quotation of the Quoted Options.

The Offer is being made such that the relief provided under ASIC Corporations (Sale Offers That Do Not Need Disclosure) Instrument 2016/80 with respect to the on-sale provisions of section 707 of the Corporations Act is available.

Specifically, if the Quoted Options are issued with disclosure under this Prospectus, then the Shares issued upon the exercise of any of the Quoted Options can be on-sold within 12 months of their issue, without a disclosure document for the on-sale offer.

1.5 Opening and Closing Dates

The Company will accept Application Forms from 16 November 2022 (**Opening Date**) until 5.00pm (AEDT) on 25 November 2022 or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Listing Rules (**Closing Date**).

1.6 Minimum subscription

There is no minimum subscription for the Offer.

1.7 Withdrawal of Offer

The Company reserves the right not to proceed with the Offer at any time before the issue of Quoted Options.

1.8 Issue date

The Quoted Options will be issued only after ASX has granted permission for the Quoted Options to be quoted. It is expected that Quoted Options will be issued on 25 November 2022 and trading of the Quoted Options on the ASX is expected to commence on 30 November 2022.

It is the responsibility of Applicants to determine their allocation prior to trading in the Quoted Options. Applicants who sell Quoted Options before they receive their holding statements do so at their own risk.

1.9 ASX quotation

An initial application has been made to the ASX for Official Quotation of the Quoted Options by the way of an Appendix 3B announced on the ASX market announcements platform on 24 August 2022. The Company intends to submit an Appendix 2A for Official Quotation of the Quoted Options on or around 25 November 2022.

The Quoted Options offered under this Prospectus will only be admitted to quotation by ASX if the conditions for quotation of a new class of securities are satisfied, which include (amongst other things):

(a) there being a minimum of 100,000 of the Quoted Options on issue; and

(b) there are at least 50 holders with a marketable parcel (within the meaning of the Listing Rules).

The fact that ASX may grant Official Quotation is not to be taken in any way as an indication of the merits of the Company or the Quoted Options offered pursuant to this Prospectus. ASX takes no responsibility for the contents of this Prospectus.

1.10 CHESS

The Company participates in the Clearing House Electronic Sub-register System, known as CHESS. ASX Settlement Pty Limited, a wholly owned subsidiary of ASX, operates CHESS in accordance with the Listing Rules and the ASX Settlement Operating Rules.

Under CHESS, Applicants will not receive a certificate but will receive a statement of their holding of Quoted Options.

If you elect to hold your Securities on the CHESS sub-register, ASX Settlement Pty Limited will send you a CHESS statement.

If you elect to hold your Securities on the Issuer Sponsored sub-register, your statement will be despatched by the Share Registry.

The statements will set out the number of existing Securities held (where applicable) and the number of new Quoted Options allotted under this Prospectus and provide details of a Shareholder's holder identification number (for Shareholders who elect to hold Securities on the CHESS sub-register) or Shareholder reference number (for Shareholders who elect to hold their Securities on the Issuer Sponsored sub-register).

A CHESS statement or Issuer Sponsored statement will routinely be sent to Shareholders at the end of any calendar month during which the balance of their Shareholding changes. Shareholders may request a statement at any other time; however, a charge may be made for additional statements.

1.11 International Offer Restrictions

This Prospectus, and any accompanying Application Form, do not, and is not intended to, constitute an offer of Quoted Options in any jurisdiction in which it would be unlawful. In particular, this Prospectus, and any accompanying Application Form, may not be distributed to any person, and the Quoted Options may not be offered or sold, in any country outside Australia where it would be unlawful to do so.

1.12 Risk factors

An investment in Securities should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are certain specific risks associated with an investment in the Company which are detailed in Section 4.

1.13 Taxation implications

The Directors do not consider it appropriate to give Applicants advice regarding the taxation consequences of subscribing for Quoted Options.

The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Applicants. As a result, Applicants should consult their professional tax adviser in connection with subscribing for Quoted Options.

1.14 Major activities and financial information

A summary of the major activities and financial information relating to the Company, for the financial year ended 30 June 2022, can be found in the Company's Annual Report announced on ASX on 30 September 2022. Copies of this document are available free of charge from the Company. The Company's continuous disclosure notices (i.e. ASX announcements) since 30 June 2022 are listed in Section 5.3. The Directors strongly recommend that Applicants review the Annual Report and all other announcements prior to deciding whether or not to participate in the Offer.

1.15 Privacy

If you complete an application for Quoted Options, you will be providing personal information to the Company (directly or by the Share Registry). The Company collects, holds and will use that information to assess the Application, service your needs as a Security holder, facilitate distribution payments and corporate communications to you as a Security holder, and carry out administration.

The information may also be used from time to time and disclosed to persons inspecting the register, bidders for your Securities in the context of takeovers, regulatory bodies, including the Australian Taxation Office, authorised securities brokers, print service providers, mail houses and the Share Registry.

By submitting an Application Form, each Applicant agrees that the Company may use the information provided by an Applicant on the Application Form for the purposes set out in this privacy disclosure statement and may disclose it for those purposes to the Share Registry, the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Application Form, the Company may not be able to accept or process your Application.

An Applicant has an entitlement to gain access to the information that the Company holds about that person subject to certain exemptions under law. A fee may be charged for access.

Access requests can be made in accordance with Principle 12 of the Australian Privacy Principles and may be made in writing to the Company's registered office.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

1.16 Enquiries concerning Prospectus

Enquiries relating to this Prospectus should be directed to the Company by telephone on +61 3 8630 3321 or by email via investors@liveverdure.com.au.

For general shareholder enquiries, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

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2. Application for Quoted Options

2.1 Application Form

Persons entitled to apply for Quoted Options under the Offer should complete and submit an Application Form, in accordance with the instructions on the Application Form. Please read the instructions carefully.

Please complete the Application Form by filling in the details in the spaces provided.

Completed Application Forms must be lodged at any time after the issue of this Prospectus and on or before the Closing Date.

2.2 Acceptance of Application

Acceptance of a completed Application Form by the Company creates a legally binding contract between the Applicant and the Company for the number of Quoted Options accepted by the Company. The Application Form does not need to be signed to be a binding acceptance of Quoted Options.

If the Application Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat the Application as valid and how to construe, amend or complete the Application Form is final.

By completing and returning your Application Form, you will be deemed to have represented that you are entitled to apply for Quoted Options under the Offer. In addition, you will also be deemed to have represented and warranted on behalf of yourself or each person on whose account you are acting that the law in your place of residence and/or where you have been given the Prospectus, does not prohibit you from being given the Prospectus and that you:

(a) agree to be bound by the terms of the Offer;

(b) declare that all details and statements in the Application Form are complete and accurate;

(c) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Application Form;

(d) authorise the Company and its respective officers or agents, to do anything on your behalf necessary for the Quoted Options to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Application Form;

(e) declare that you have a registered address in Australia, or another country which permits the Company to make the Offer to you without the requirement to lodge any documents with your local regulatory authority;

(f) acknowledge that the information contained in, or accompanying, the Prospectus is not investment or financial product advice or a recommendation that Quoted Options are suitable for you given your investment objectives, financial situation or particular needs; and

(g) acknowledge that the Quoted Options have not, and will not be, registered under the securities laws in any other jurisdictions outside Australia.

3. Effect of the Offer

3.1 Capital structure on completion of the Offer

Assuming that no existing Options or Performance Rights are exercised into Shares, the effect of the Offer on the Company's issued capital as at the date of this Prospectus is as shown in the following table.

	Shares[1]	Quoted Options[3]	Unquoted Options[4,5]	Performance Rights[6]
Existing Securities on issue	73,759,056	-	50,002,627	2,500,000
Maximum Securities to be issued under the Offer[2]	-	15,100,001	-	-
Total	**73,759,056**	**15,100,001**	**50,002,627**	**2,500,000**

Notes:

1. Includes 13,333,334 Placement Shares and 666,666 Director Placement Shares issued under the Placement on 5 September 2022 and 2 November 2022, respectively.
2. Assumes the Offer is fully subscribed.
3. 15,100,001 Quoted Options to be issued under this Prospectus (being the Placement Options, Director Placement Options, and Lead Manager Options), the terms and conditions of which are set out in Section 5.1.
4. Comprising:
   (a) 32,602,627 unquoted Options exercisable at $0.30 each and expiring on 4 October 2024;
   (b) 1,000,000 unquoted Options exercisable at $0.30 each and expiring on 15 July 2024;
   (c) 4,000,000 unquoted Options exercisable at $0.25 each and expiring on 14 December 2023;
   (d) 2,000,000 unquoted Options exercisable at $0.30 each and expiring on 4 March 2024;
   (e) 1,000,000 unquoted Options exercisable at $0.30 each and expiring on 15 July 2024;
   (f) 8,000,000 unquoted Options exercisable at $0.20 each and expiring on 14 December 2025; and
   (g) 1,400,000 unquoted Options exercisable at $0.3975 each and expiring on 9 August 2024;
5. The number of existing unquoted Options does not include the proposed issue under the Company's employee securities incentive plan of up to 3,000,000 Options to CEO Mark Tucker

pursuant to Mr Tucker's executive services agreement. These Options will be issued subject to the satisfaction of certain vesting conditions (see the Company's ASX announcement on 24 August 2022).

6. Performance Rights held by Directors Mr Gernot Abl and Mr Ran Vaingold (or their respective nominees).

3.2 Use of funds

No funds will be raised as a result of the Placement Options Offer.

A total of $810 (before costs) will be raised pursuant to the Lead Manager Options Offer.

The Company will receive $0.25 for each Quoted Option exercised. If all Quoted Options are issued and exercised, the Company will receive approximately $3.78 million (before costs). There is no certainty that any of the Quoted Option will be exercised.

It is currently intended that the funds raised pursuant to the Lead Manager Options Offer, and any funds raised by the exercise of the Quoted Options will be used towards achieving the Company's existing growth initiatives, new product development for Edible Beauty and 8 Seeds skincare and general working capital.

The application of funds will depend on when Quoted Options are exercised and the status of the Company's projects and requirements at the relevant time.

The above is a statement of current intentions at the date of this Prospectus. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

3.3 Substantial Shareholders

Based on available information as at the date of this Prospectus, those persons which together with their associates have a voting power in 5% or more of the Shares on issue are set out below:

Substantial Shareholders	Number of shares	Voting power
Mr Gernot Abl[1]	5,915,296	8.02%
Mr Ran Vaingold[2]	5,852,796	7.94%
Mr Andrew Wilson and associated entities	4,701,842	6.37%
Hardwood Holdings Pty Ltd	5,224,008	7.08%

Notes:

1. Gernot Abl is considered a substantial shareholder by virtue of section 608(1) of the Corporations Act 2001 (Cth), being a relevant interest held in 4,290,565 Shares held by KG Venture Holdings Pty Ltd and 1,624,731 Shares held by CSNA Pty Ltd, entities of which Gernot Abl is a director and shareholder.

2. Ran Vaingold is considered a substantial shareholder by virtue of section 608(1) of the Corporations Act 2001 (Cth), being a relevant interest held in 3,076,296 Shares held by Seed Strategic Advisory Pty Ltd and 2,776,500 Shares held by SQ Nominees Pty Ltd, entities of which Ran Vaingold is a director and beneficiary.

The Offer will not have an effect on the quantity of Shares held by existing Shareholders as only Quoted Options are being offered under this Prospectus.

3.4 Diluting effect of the Offer

On the assumptions that:

(a) all of the Quoted Options offered under this Prospectus are issued and exercised into Shares; and

(b) no other Securities are issued or exercised (including the Options and Performance Rights currently on issue),

the diluting effect on the percentage interest of existing Shareholders' would be 16.99%.

3.5 Effect of the Offer on control of the Company

The Company is of the view that the Offer will not affect the control (as defined by section 50AA of the Corporations Act) of the Company. No new investor or existing Shareholder will have a voting power greater than 20% as a result of the completion of the Offer.

3.6 Financial effect of the Offer

The Company does not consider that the Offer will have a material effect on the financial position of the Company as the Quoted Options will be issued as free attaching options for no consideration, or as partial consideration for lead manager services (for nominal consideration).

The expenses of the Offer will be met from the Company's existing cash reserves. The Offer will have an effect on the Company's financial position of reducing the cash balance by approximately $25,503.

Please refer to Section 5.11 for further details on the estimated expenses of the Offer.

4. Risk Factors

As with any investment in Securities, there are risks involved. This Section identifies the major areas of risk associated with an investment in the Company but should not be taken as an exhaustive list of the potential risk factors to which the Company and its security holders are exposed. Potential investors should read the entire Prospectus and consult their professional advisers before deciding whether to apply for Quoted Options.

The Directors consider that the following summary represents some of the major risk factors which Shareholders need to be aware of in evaluating the Company's business and risks of increasing your investment in the Company. Investors should carefully consider the following factors in addition to the other information presented in this Prospectus.

The principal risks include, but are not limited to, the following:

4.1 Risks specific to the Company

(a) **Future capital requirements**

The future capital requirements of the Company will depend on many factors, including the pace and magnitude of the development of its business and sales, and the Company may need to raise additional funds from time to time to finance the ongoing development and commercialisation of its products and to meet its other longer-term objectives. Should the Company require additional funding, there can be no assurance that additional financing will be available on acceptable terms or at all. Any inability to obtain additional financing, if required, would have a material adverse effect on the Company's business, financial condition and results of operations.

(b) **Power of suppliers, third party and contractual risks**

The Company is dependent on the ability of suppliers to supply sufficient raw material for the manufacture of its products and contractors to process the raw material in sufficient quantities and in a time and cost-effective manner. The Company is also reliant on third parties to distribute its products in accordance with distribution agreements.

As with any manufacturing operation, the availability of reputable suppliers of key inputs and any significant interruption or change in availability or costs of key inputs could materially impact the production process and hence the products available for supply. Subsequently, this would affect the operating results of the Company during the period which these risks materialise.

The supply risk is partly mitigated through the entry of forward contracts, storage of delivered supply, and the Company's entry into and negotiation of further supply and distribution arrangements.

Financial failure, default or contractual non-compliance, including as to time, quality and sufficiency of work performed, on the part of third party contractors would affect the Company's financial position. The Company may be required to negotiate and enter into alternate agreements sooner than otherwise may be the case. Such alternate agreements may not be readily available, or available on reasonable terms, and this would impact the Company's financial position.

(c) **Brand establishment and maintenance**

Establishing and maintaining the Company's brand in the industry in which it operates is critical to growing its customer base and product acceptance. This will depend largely on the Company's ability to provide in-demand products. There is no guarantee that the Company's brand development and sales and marketing campaign will be successful. If the Company fails to successfully establish and maintain its brand, its business and operating results could be adversely affected.

Even if the Company does successfully commercialise its new products, there is a risk the Company will not achieve a commercial return. The Company may not be able to sell products to customers at a rate which covers its operating and capital costs.

(d) **COVID-19**

A pandemic, including new waves or variants of COVID-19, may prevent the Company, its suppliers, customers, and other business partners from conducting business activities for an indefinite period of time, including due to shutdowns that may be requested or mandated by governmental authorities. Such measures taken in response to a pandemic may adversely impact the Company's operations and are likely to be beyond the control of the Company.

The outbreak of COVID-19 has impacted global economic markets. The long term effects of the outbreak and the global reaction to it, on the performance of the Company remains unknown.

The Directors continue to monitor the situation and have considered the impact of COVID-19 on the Company's business and financial performance. In compliance with its continuous disclosure obligations, the Company will continue to update the market regarding the impact of COVID-19 on its revenue channels and any other material adverse impacts on the Company.

(e) **Competition risk**

The Company currently competes with other companies offering plant-based food, nutraceutical and skin care products and there can be no assurance that the Company can compete effectively with these other companies. Additionally, existing competitors and new competitors to the market may replicate a business model similar to that of the Company, which could result in a loss of market share or a decrease in profitability.

(f) **Uncontracted arrangements risk**

A large proportion of the Company's business relationships are subject to agreements which are subject to standard terms and conditions rather than comprehensive agreements which protect the Company's interests (as is considered standard in the food industry).

Given the nature of these contractual relationships, it is not possible for the Company to contractually guarantee consistency of sales volumes, price or terms going forward. Further, there is a risk that these customer relationships may not be able to be maintained, or new relationships may not be formed on terms acceptable to the Company.

(g) **Product liability risk**

The Company supplies plant-based food, skin care and nutraceutical products. As with all food, skin care and nutraceutical products, there is a risk that the products sold by the Company could cause serious or unexpected side effects, including injury to consumers. Should any of the Company's products be associated with safety risks such as misuse or abuse, mislabelling, tampering or product contamination or spoilage, a number of materially adverse outcomes could occur, including:

(i) litigation or claims by the parties affected;

(ii) regulatory authorities may revoke any approvals granted, impose more onerous regulatory requirements under any licence or approval, or force the Company to conduct a product recall;

(iii) regulatory action or being sued by the regulatory authority and being held liable for any harm caused to customers; or

(iv) the Company's brand and reputation being damaged.

Additionally, material risks to the health and safety of customers may force the Company to voluntarily suspend or terminate sales and/or operations.

Regardless of insurance and quality standards applied by the Company, as in any manufacturing concern, there remains a risk of defective products. These defects or problems could result in the loss or delay in revenue, or a material cost to the Company.

(h) **Storage**

Products supplied by the Company include hemp-based products. Hemp seed is a bulk commodity and the Company typically receives purchases of hemp seed in quantities which must be stored. As a bulk commodity, hemp seeds are susceptible to weather, mould, vermin and other contaminants, which can damage the hemp seed or otherwise render it unsuitable for human consumption. The damage or contamination of stored hemp seed would have a significant impact on the Company's ability to generate revenue.

(i) **Processing and manufacturing**

The Company outsources its processing and its manufacturing. Although this outsourcing is in the Company's view, strategic and economical, the reliance on third parties to conduct this essential aspect of its business is a material risk to the Company. The Company has worked to mitigate this risk by developing strong commercial business relationships with these third parties and outsourcing its manufacturing and production activities to companies that have longevity and strong reputations. In addition, the high number of service providers in the market allows the Company the option to contract the company that is efficient and cost-saving in their processes.

(j) **Logistics**

As the Company relies on outsourced logistics, events such as strike, an increase in the cost of energy, changes in transport services or destruction of infrastructure may mean the Company cannot supply and deliver the Company’s products.

(k) **Reliance on key personnel**

Success of the business will depend on the Directors and the management of the Company to develop the business and manage operations, and on the ability to attract and retain key quality staff and consultants.

The Company has key management personnel. It is important to retain and attract additional suitable qualified personnel. Although its key personnel have entered into contracts with the Company, there is no assurance that such contracts will not be terminated. If such contracts are terminated or breached, or if its key personnel no longer continue in their current roles, new personnel will need to be employed, which may adversely affect the business.

(l) **Reputation, trademarks and protection of intellectual property**

The Company believes that reputation and brand recognition are important to its business and the effective protection of intellectual property rights is critical to its interest.

The Company depends on its reputation and the reputation of its third-party suppliers, damage to the third party's reputation will affect the Company's reputation and therefore profitability and operations.

The Company seeks to protect its intellectual property through trade-marks, trade secrets and know-how. Whilst The Company has contractual arrangements in place and trademark applications on foot in order to protect its intellectual property, the Company cannot guarantee that there will not be any unauthorised use or misuse of its intellectual property and brands. Any infringement may be detrimental to the Company's reputation and may lead to costly and time-consuming litigation or adversely affect the Company's financial performance.

If the Company does not adequately protect its intellectual property moving forward or infringes a third party's intellectual property, it may have to cease using certain intellectual property or be liable for damages to that third party. This may also have an adverse impact on the Company's operations, financial performance and future prospects.

(m) **Regulatory risks**

The Company's business is regulated by State and Federal laws in Australia. Failure by the Company and its suppliers, processors, manufacturers and distributers to comply with such regulations would have a materially adverse effect on the business, results of operations, and financial conditions. Government regulations and oversight are subject to change at any time. The Federal and State Governments legalised the use of hemp for human consumption in November 2017. There can be no assurances or guarantees that existing rules and regulations will not be modified or amended or that new rules and regulations will not be adopted in the future that will have a material and adverse impact on the Company's business.

In addition, the Company will incur ongoing costs and obligations associated with compliance with necessary regulations. Any failure to comply with regulations may result in additional costs for corrective measures, penalties or in restrictions on the Company's proposed business operations.

(n) **Data Collection Risk**

The provision of secure and reliable information storage and processing services is integral to the businesses and operations of the Company and the Company must ensure appropriate protection of customer information that is collected.

The collection, use, storage and disclosure of personal and sensitive information within the data and analytics industry in Australia is governed by the *Privacy Act 1988* (Cth) (**Privacy Act**) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules.

The Company engages third parties to facilitate payment services (**Payment Processor Providers**). The Payment Processor Providers are platforms such as Paypal, Afterpay, Eway and Stripe.

The Company does collect customer information, that is stored through Shopify, the Company's e-commerce store, and Klavivo, the Company's customer relationship manager.

The Company considers that the engagement of reputable Payment Processor Providers in relation to collecting sensitive and personal data adequately protects customers and the Company, however even with such systems in place, if the Company's, or the Payment Processor Provider's systems or data is compromised for any reason there is a risk that the Company may become involved in legal action due to breaching data confidentiality agreements.

(o) **Obtaining and maintaining licences and approvals**

The Company's ability to research, manufacture and commercialise its products is dependent on the Company, its contractors and its suppliers' ability to maintain licenses and approvals. Although the Company, its contractors and its suppliers may have previously granted the required licenses historically, they may not be granted these in the future.

Currently, the Company and its contractors have the necessary permits and approvals required to operate its business as described in this Prospectus and intends to seek additional permits and approvals, when necessary. The Company needs to maintain those permits and approvals to continue operating. While the Directors have no reason to believe that the Company will not be in a position to maintain its regulatory permits, any change to the regulatory systems in the Company's markets that adversely impact on maintenance of the Company's regulatory permits would materially adversely impact the Company and its performance.

Operations by the Company may also require approvals from regulatory authorities which may not be forthcoming or which may not be able to be obtained on terms acceptable to the Company. While the Company has no reason to believe that all requisite approvals will not be forthcoming with respect to any products under development, investors should be aware that the Company cannot guarantee that any requisite approvals will be obtained.

A failure to obtain any approvals or renew any licenses, or the revocation of any existing license or approval, would mean that the ability of the Company to manufacture or sell any products may be limited or restricted either in part or absolutely.

(p) **Research and development activities**

Research and development activities for new product ranges are expensive, time consuming and difficult to design and implement. Even if the results of the Company's research and development activities are favourable, some product development activities may be expected to continue for several years and may take significantly longer to complete. In addition, regulatory authorities, including state and local, may suspend, delay or terminate research and development activities at any time, or suspend or terminate the registrations and quota allotments required in order to procure and handle controlled substances, for various reasons. Any of the foregoing could have a material adverse effect on the Company's business, results of operations and financial condition.

(q) **Climate change**

Climate change is a risk the Company has considered, particularly related to its operations in the fast moving consumer goods market. Climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates. In particular, higher temperatures could lead to less rain, which may affect the growth or availability of hemp. Similarly, unforeseen changes in temperature, sea level or humidity may affect the drying, transport and storage of hemp seed.

4.2 General Risks

(a) **Stock market conditions**

As with all stock market investments, there are risks associated with an investment in the Company. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company. Further, the stock market is prone to price and volume fluctuations. There can be no guarantee that trading prices will be sustained. These factors may materially affect the market price of the Shares, regardless of Company's operational performance.

General factors that may affect the market price of Shares include without limitation: economic conditions in Australia and internationally; investor sentiment; local and international share market conditions; changes in interest rates and the rate of inflation; variations in commodity prices; the global security situation and the possibility of terrorist disturbances; changes to government regulation, policy or legislation; changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws; changes to the system of dividend imputation in Australia; and changes in exchange rates.

Further or prolonged outbreaks of the COVID-19 pandemic in Australia and globally may have adverse impacts on Australian and international stock markets, and similarly, may negatively impact Australian and international economic conditions.

(b) **Insurance risks**

The Company will maintain insurance for its operations where it is considered appropriate for its needs and is available, in accordance with industry practice. However, in certain circumstances, such insurance may not be of a nature or level to provide adequate insurance cover. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company affected.

(c) **Litigation risks**

The Company is exposed to possible litigation risks including, but not limited to, intellectual property and patent claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position. The Company is not currently engaged in any litigation.

(d) **Policies and legislation**

Any material adverse changes in government policies or legislation of Australia or any other country that the Company has economic interests (including New Zealand) may affect the viability and profitability of the Company.

(e) **Negative publicity may adversely affect the Share price**

Any negative publicity or announcement relating to any of the Company's substantial Shareholders, key personnel or activities may adversely affect the stock performance of the Company, whether or not this is justifiable. Examples of such negative publicity or announcements may include involvement in legal or insolvency proceedings, failed attempts in takeovers, joint ventures or other business transactions.

(f) **Taxation**

The acquisition and disposal of Securities will have tax consequences, which will differ depending on the individual financial affairs of each investor. All potential investors in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation point of view and generally.

To the maximum extent permitted by law, the Company, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Securities under this Prospectus.

4.3 Investment speculative

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the Quoted Options offered under this Prospectus.

Therefore, the Quoted Options to be issued pursuant to this Prospectus carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Quoted Options.

Potential investors should consider that the investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for Quoted Options pursuant to this Prospectus.

5. Additional information

5.1 Terms and conditions of Quoted Options

The terms and conditions of the Quoted Options are as follows:

(a) (**Entitlement**) Each Quoted Option entitles the holder to subscribe for one Share upon exercise of the Quoted Option.

(b) (**Exercise Price**) The amount payable upon exercise of each Quoted Option is $0.25 per Option (**Exercise Price**).

(c) (**Expiry Date**) Each Quoted Option will expire at 5:00pm (AEST) on 31 August 2025 (**Expiry Date**). A Quoted Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) (**Exercise**) A holder may exercise their Quoted Options by lodging with the Company, before the Expiry Date:

(i) a written notice of exercise of Quoted Options specifying the number of Quoted Options being exercised; and

(ii) a electronic funds transfer for the Exercise Price for the number of Quoted Options being exercised.

(e) (**Exercise Notice**) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds. The Quoted Options held by each holder may be exercised in whole or in part, and if exercised in part, at least 10,000 must be exercised on each occasion.

(f) (**Timing of issue of Shares on exercise**) Within 5 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will issue the number of Shares required under these terms and conditions in respect of the number of Quoted Options specified in the Exercise Notice.

(g) (**Transferability**)

(i) to the extent they are quoted on ASX's official list, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws, the Quoted Options will be freely transferable from the date of issue, subject to any restriction or escrow arrangements imposed by ASX or under Australian securities laws; and

(ii) to the extent they are not quoted on ASX's official list, the Quoted Options will not be transferable without the prior written approval of the Company.

(h) (**Ranking of Shares**) All Shares allotted upon the exercise of Quoted Options will upon allotment be fully paid and rank *pari passu* in all respects with other Shares.

(i) (**Quotation**)

(i) The Company will apply for quotation of the Quoted Options on ASX. The Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 5 Business Days after the date of allotment of those Shares. However, the Quoted Options will only be admitted to official quotation by ASX if the conditions for quotation of a new class of securities are satisfied (which include, amongst other things, there being a minimum of

100,000 Quoted Options on issue, with at least 50 holders with a marketable parcel (within the meaning of the ASX Listing Rules).

(ii) If official quotation of the Quoted Options is not granted by ASX in accordance with Section 5.1(i)(i) above), the Quoted Options will not be quoted.

(j) (**Reconstruction**) If at any time the issued capital of the Company is reconstructed, all rights of a holder of Quoted Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(k) (**Participating rights**) There are no participating rights or entitlements inherent in the Quoted Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Quoted Options without exercising the Quoted Options.

(l) (**Amendments**) A Quoted Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Quoted Option can be exercised.

(m) (**Dividend and voting rights**) A Quoted Option does not confer on the holder an entitlement to vote at general meetings of the Company or to receive dividends.

5.2 Rights and liabilities attaching to Shares

A summary of the rights attaching to Shares in the Company is below. This summary is qualified by the full terms of the Constitution (a full copy of the Constitution and the Constitution is available from the Company on request free of charge) and does not purport to be exhaustive or to constitute a definitive statement of the rights and liabilities of Shareholders. These rights and liabilities can involve complex questions of law arising from an interaction of the Constitution with statutory and common law requirements. For a Shareholder to obtain a definitive assessment of the rights and liabilities which attach to Shares in any specific circumstances, the Shareholder should seek legal advice.

(a) **General meetings**

Each member is entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive all notices, accounts and other documents required to be sent to members under the Constitution, the Corporations Act or the Listing Rules.

(b) **Voting rights**

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting of the Company every holder of fully paid Shares present in person or by an attorney, representative or proxy has one vote on a show of hands (unless a member has appointed 2 proxies) and one vote per Share on a poll.

A person who holds a Share which is not fully paid is entitled, on a poll, to a fraction of a vote equal to the proportion which the amount paid bears to the total issue price of the Share.

(c) **Issue of further Shares**

Subject to the Corporations Act and the Constitution, the Board may, on behalf of the Company, issue, grant options over or otherwise dispose of unissued shares to any person on the terms, with the rights, and at the times that the Board decides. The Company must not issue shares or grant options if the issue or grant would result in a breach of the Listing Rules.

(d) **Variation of rights**

Unless otherwise provided by the Constitution or by the terms of issue of a class of Shares, the rights attached to the Shares in any class may be varied or cancelled only with the written consent of the holders of at least threequarters of the issued Shares of the affected class, or by special resolution passed at a separate meeting of the holders of the issued Shares of the affected class.

(e) **Transfer of Shares**

Generally, Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act or the ASX Listing Rules.

(f) **Dividends**

Subject to the Corporations Act, the Listing Rules, the Constitution and the rights attaching to Shares issued on special conditions, the Directors may from time to time declare that a dividend is payable to the holders of ordinary Shares and fix the time for payment.

(g) **Winding up**

Subject to the Constitution, the Corporations Act and the rights of holders of Shares with special rights, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Company, divide among the Members in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair on any property to be so divided and may determine how the division is to be carried out as between the Members or different classes of Members.

(h) **Dividend reinvestment and share plans**

The Directors may establish a dividend reinvestment plan on any terms, under which participants may elect in respect of all or part of their Shares to apply the whole or any part of a dividend from the Company in subscribing for Securities of the Company.

(i) **Directors**

The Company must have not less than 3 Directors.

(j) **Powers of the Board**

Except as otherwise required by the Corporations Act, any other law, the Listing Rules or the Constitution, the Directors may exercise all the powers of the Company

except any powers that the Corporations Act or the Constitution requires the Company to exercise in general meeting.

(k) **Capitalisation of profits**

The Directors may capitalise any profits of the Company and distribute that capital to the members, in the same proportions as the members are entitled to a distribution by dividend.

5.3 Copies of documents

Copies of documents lodged by the Company in connection with its reporting and disclosure obligations may be obtained from, or inspected at, an office of ASIC. The Company will provide free of charge to any person who requests it during the period of the Offer a copy of:

(a) the financial statements of the Company for the financial year ended 30 June 2022, being the last financial statements for a financial year of the Company lodged with ASIC before the issue of this Prospectus; and

(b) the following notices given by the Company to notify ASX of information relating to the Company during the period from 30 June 2022 until the date of this Prospectus:

Date lodged	Subject of Announcement
11 November 2022	Change of Director's Interest Notices
3 November 2022	Section 708A Cleansing Notice
3 November 2022	Application for quotation of securities
3 November 2022	Application for quotation of securities
3 November 2022	Application for quotation of securities
3 November 2022	Completion of Acquisition of Edible Beauty
1 November 2022	Amended Constitution
31 October 2022	LV1 September 2022 Quarterly Business Review & Appendix 4C
28 October 2022	Notice of Annual General Meeting & Proxy Form
28 October 2022	2022 AGM - Letter to Shareholders & Proxy Form
28 October 2022	Results of General Meeting
5 October 2022	Annual General Meeting Date
30 September 2022	Appendix 4G & Corporate Governance Statement
30 September 2022	2022 Annual Report to Shareholders
29 September 2022	Company Update
27 September 2022	Notice of General Meeting & Proxy Form
27 September 2022	2022 General Meeting - Letter to shareholders & Proxy Form
5 September 2022	Section 708A Cleansing Notice
5 September 2022	Change of Director's Interest Notices x 2

Date lodged	Subject of Announcement
5 September 2022	Conversion of performance rights
5 September 2022	Application for quotation of securities
5 September 2022	Application for quotation of securities
31 August 2022	LV1 June 2022 Appendix 4E
25 August 2022	Edible Beauty Acquisition Presentation
24 August 2022	Proposed issue of securities
24 August 2022	Proposed issue of securities
24 August 2022	Proposed issue of securities
24 August 2022	Mark Tucker Appointed Chief Executive Officer
24 August 2022	Transformative Acquisition of Edible Beauty & $2.1m Raise
22 August 2022	Trading Halt
29 July 2022	LV1 June 2022 Quarterly Business Review & Appendix 4C

The following documents are available for inspection throughout the period of the Offer during normal business hours at the registered office of the Company:

(a) this Prospectus;

(b) the Constitution; and

(c) the consents referred to in Section 5.12 and the consents provided by the Directors to the issue of this Prospectus.

5.4 Information excluded from continuous disclosure notices

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules other than as is set out in this Prospectus.

5.5 Determination by ASIC

ASIC has not made a determination which would prevent the Company from relying on Section 713 of the Corporations Act in issuing the Shares under this Prospectus.

5.6 Market price of Shares

The highest and lowest closing market sale prices of the Shares on ASX during the three months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales were:

Highest: $0.27 on 9 and 12 September 2022.

Lowest: $0.15 on 27 October 2022.

The latest available market sale price of the Shares on ASX prior to the date of lodgement of this Prospectus with ASIC was $0.175 per Share on 15 November 2022.

5.7 Interests of Directors

(a) Information disclosed in this Prospectus

Other than as set out in this Prospectus, no Director (or entity in which they are a partner or director) holds or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

(i) the formation or promotion of the Company;

(ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion, or the Offer; or

(iii) the Offer,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to a Director or proposed director:

(i) as an inducement to become, or to qualify as, a Director; or

(ii) for services provided in connection with the formation or promotion of the Company, or the Offer.

(b) CEO and Directors' interests in Securities

The relevant interests of the CEO and each of the Directors in Securities as at the date of this Prospectus is set out below.

Director	Shares	Options	Performance Rights
Gernot Abl[1]	5,915,296	-	1,250,000
Corey Montry	-	1,000,000[(2)]	-
Ran Vaingold[3]	5,852,796	-	1,250,000
Mark Tucker[4]	-	2,000,000[(5)]	-

Notes:

1. Mr Abl's Securities are held:
   - (a) indirectly through KG Venture Holdings Pty Ltd as follows:
     - (i) 4,290,565 Shares;
     - (ii) 4,000,000 unlisted options exercisable at $0.20 on or before 14 December 2025;
     - (iii) 1,353,616 unlisted options exercisable at $0.30 on or before 8 October 2024; and
     - (iv) 1,250,000 Performance Rights expiring 14 December 2025; and
   - (b) indirectly through CSNA Pty Ltd as follows:
     - (i) 1,624,731 Shares; and
     - (ii) 812,365 unlisted options exercisable at $0.30 on or before 8 October 2024.
2. Each exercisable at $0.3975 on or before 9 August 2024.
3. Ran Vaingold's Securities are held:

(a) indirectly through Seed Strategic Advisory Pty Ltd as follows:

(i) 3,076,296 Shares;

(ii) 4,000,000 unlisted options exercisable at $0.20 on or before 14 December 2025;

(iii) 746,481 unlisted options exercisable at $0.30 on or before 8 October 2024; and

(iv) 1,250,000 Performance Rights expiring 14 December 2025; and

(b) indirectly through SQ Nominees Pty Ltd as follows:

(i) 2,776,500 Shares; and

(ii) 1,388,250 unlisted options exercisable at $0.30 on or before 8 October 2024.

4. As announced by the Company on 24 August 2022, pursuant to the terms of Mr Tucker's executive services agreement, the Company intends to issue up to 3,000,000 Options to CEO Mark Tucker under the Company's employee securities incentive plan. Subject to satisfying certain vesting conditions, the Options will be exercisable at $0.25 each and will expire three years from the date of issue.

5. Each exercisable at $0.30 on or before 15 July 2024, subject to satisfying certain vesting conditions.

(c) **Remuneration of Directors**

The Constitution of the Company provides that the non-executive directors are entitled to be paid an amount of fees which does not in any year exceed in aggregate the amount last fixed by ordinary resolution. The aggregate amount fixed is $250,000. This aggregate amount is to be allocated among the non-executive directors equally, having regard to the proportion of the relevant year for which each director held office, or as otherwise decided by the Board. The amount may also be provided in a manner the Board decides, which may include provision of non-cash benefits, in which case, the Board must also decide the manner in which the value of those benefits is to be calculated.

The Constitution also provides that:

(i) the Directors shall be entitled to be paid reasonable travelling, accommodation and other expenses incurred by them respectively in or about the performance of their duties as Directors; and

(ii) if any of the Directors being willing are called upon to perform additional or special duties for Company, the Company may remunerate that Director as determined by the Directors and that remuneration may be either in addition to or in substitution for his or her share in the fee-pool described.

The remuneration of executive directors is to be fixed by the Board. As at the date of this Prospectus, the Company does not have an executive director.

The table below sets out the remuneration provided to the Directors of the Company and their associated companies during the last two financial years (**FY**), inclusive of directors fees, consultancy fees, superannuation benefits and share-based payments.

Director	FY ended 30 June 2021 ($)		FY ended 30 June 2022 ($)	
	Cash Payments	Share based payments[1]	Cash Payments	Share based payments[1]
Gernot Abl	153,019	832,360	99,000	-
Ran Vaingold	257,483	832,360	203,500	-
Corey Montry	34,493	-	39,600	128,090

Note:

1. These share based payment amounts relate to the issue of Options and Performance Rights upon listing of the Company on ASX.

5.8 Related party transactions

Other than the aggregate issue of 333,334 Director Placement Options being offered under the Placement Options Offer to Mr Gernot Abl and Mr Ran Vaingold (or their respective nominees), there are no related party transactions involved in the Offer.

As set out in Section 1.1, the issue of 666,666 Director Placement Shares and 333,334 Director Placement Options to Mr Gernot Abl and Mr Ran Vaingold (or their respective nominees) was approved by Shareholders at the Meeting. The Director Placement Shares were issued on 2 November 2022.

5.9 Interests of other persons

Except as disclosed in this Prospectus, no expert, promoter or other person named in this Prospectus as performing a function in a professional, advisory or other capacity:

(a) has any interest nor has had any interest in the last two years prior to the date of this Prospectus in the formation or promotion of the Company, the Placement Options offered under this Prospectus or property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Placement Options offered under this Prospectus; or

(b) has been paid or given or will be paid or given any amount or benefit in connection with the formation or promotion of the Company or the Placement Options offered under this Prospectus.

Hamilton Locke will be paid approximately $10,000 (plus GST) in fees for legal services in connection with the Offer. Hamilton Locke has been paid approximately $94,000 (plus GST) for other legal services to the Company over the past 24 months.

5.10 Lead Manager Mandate

On 21 August 2022, the Company entered into a mandate with CPS Capital Group Pty Ltd (**Lead Manager**) in connection with the Placement for the provision of lead manager services, including the coordination and management of the Placement (**Lead Manager Mandate**).

Under the Lead Manager Mandate, the Company agreed to pay the following fees to the Lead Manager:

(a) a 6% capital raising fee in cash in respect of funds raised under the Placement; and

(b) 6,000,000 Quoted Options, plus one Quoted Option for every $1 raised under the Placement.

The Lead Manager Mandate contains additional provisions, including warranties and indemnities in respect of the Company, which are considered standard for agreements of this nature.

No further fees are payable to the Lead Manager in respect of the Offer.

5.11 Expenses of Offer

The estimated expenses of the Offer are as follows:

Estimated expenses of the Offer	$
ASIC lodgement fee	3,206
ASX quotation fee (excluding GST)	12,297
Legal and preparation expenses (excluding GST)	10,000
Total	**25,503**

5.12 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of Options under this Prospectus), the Directors, any persons named in the Prospectus with their consent having made a statement in the Prospectus and persons involved in a contravention in relation to the Prospectus, with regard to misleading and deceptive statements made in the Prospectus. Although the Company bears primary responsibility for the Prospectus, the other parties involved in the preparation of the Prospectus can also be responsible for certain statements made in it.

Each of the parties referred to in this Section:

(a) does not make, or purport to make, any statement in this Prospectus other than those referred to in this Section; and

(b) in light of the above, only to the maximum extent permitted by law, expressly disclaim and take no responsibility for any part of this Prospectus other than a reference to its name and a statement included in this Prospectus with the consent of that party as specified in this Section.

Hamilton Locke has given its written consent to being named as the solicitors to the Company in this Prospectus. Hamilton Locke has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

CPS Capital Group has given its written consent to being named in this Prospectus as the lead manager to the Placement. CPS Capital Group has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Computershare Investor Services Pty Limited has given its written consent to being named in this Prospectus as share registry to the Company. Computershare Investor Services Pty Limited has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

5.13 Electronic Prospectus

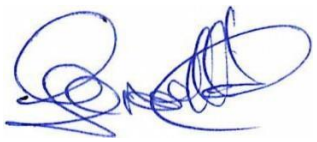
Pursuant to Regulatory Guide 107 ASIC has exempted compliance with certain provisions of the Corporations Act to allow distribution of an Electronic Prospectus on the basis of a paper Prospectus lodged with ASIC and the issue of Shares in response to an electronic application form, subject to compliance with certain provisions. If you have received this Prospectus as an Electronic Prospectus please ensure that you have received the entire Prospectus accompanied by the Application Form. If you have not, please email the Company and the Company will send to you, for free, either a hard copy or a further electronic copy of this Prospectus or both.

The Company and the Lead Manager reserve the right not to accept an Application Form from a person if it has reason to believe that when that person was given access to the electronic Application Form, it was not provided together with the Electronic Prospectus and any relevant supplementary or replacement prospectus or any of those documents were incomplete or altered. In such a case, the Application Monies received will be dealt with in accordance with section 722 of the Corporations Act.

6. Directors' Statement and Consent

This Prospectus is authorised by each of the Directors of the Company.

This Prospectus is signed for and on behalf of Company by:



Gernot Abl
Non-Executive Chairman

Dated: 16 November 2022

7. Definitions

These definitions are provided to assist persons in understanding some of the expressions used in this Prospectus.

$ means Australian dollars.

Applicant means a person who submits an Application Form.

Application means a valid application for Placement Options made on an Application Form.

Application Form means the application form accompanying this Prospectus relating to the Offer.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Settlement means ASX Settlement Pty Limited ACN 008 504 532.

ASX Settlement Operating Rules means ASX Settlement Operating Rules of ASX Settlement.

AEDT means Australian Eastern Daylight Time.

AEST means Australian Eastern Standard Time.

Board means the Directors meeting as a board.

Business Day means Monday to Friday inclusive, other than a day that ASX declares is not a business day.

CHESS means ASX Clearing House Electronic Subregister System.

Closing Date has the meaning given to it in Section 1.5.

Company means Live Verdure Limited (ACN 614 347 269).

Constitution means the constitution of the Company as at the date of this Prospectus.

Corporations Act means *Corporations Act 2001* (Cth), as amended or modified from time to time.

CPS Capital Group means CPS Capital Group Pty Ltd trading as CPS Capital Group (ABN 73 088 055 636).

Director Placement Options means 333,334 free-attaching Options proposed to be issued to Mr Gernot Abl and Mr Ran Vaingold under the Placement, as approved by Shareholders at the Meeting.

Director Placement Shares means 666,666 Shares issued to the Participating Directors.

Director Securities means the Director Placement Shares and Director Placement Options.

Directors mean the directors of the Company as at the date of this Prospectus.

Electronic Prospectus means the electronic copy of this Prospectus located at the Company's website https://liveverdure.com.au/.

Group means the Company and any entity that it controls for the purpose of section 50AA of the Corporations Act (but read as though that section did not exclude fiduciary holdings where the relevant holdings are held for the ultimate benefit of the Company) or any other entity which is consolidated in the consolidated financial statements of the Company.

Issuer Sponsored means Shares issued by an issuer that are held in uncertified form without the holder entering into a sponsorship agreement with a broker or without the holder being admitted as an institutional participant in CHESS.

Lead Manager means the lead manager of the Placement, being CPS Capital Group.

Lead Manager Mandate has the meaning given in Section 5.10.

Lead Manager Options means the Quoted Options to be issued to the Lead Manager (or its nominees).

Lead Manager Options Offer means the 8,100,000 Quoted Options offered under this Prospectus to the Lead Manager (or its nominees), exercisable at $0.25 per Option and expiring at 5:00pm (AEST) on 31 August 2025.

Listing Rules means the listing rules of ASX.

Meeting means the general meeting of Shareholders to be held on 28 October 2022.

Offer means collectively, the Placement Options Offer and Lead Manager Options Offer.

Official List means the official list of ASX.

Official Quotation means quotation of Securities on the Official List.

Opening Date has the meaning given to it in Section 1.5.

Option means the right to acquire one Share in the capital of the Company.

Participating Directors means the Directors participating in the Placement, being Mr Gernot Abl and Mr Ran Vaingold.

Placement has the meaning given in Section 1.1.

Placement Shares means the 13,333,334 Shares issued under the Placement.

Placement Options means the free attaching Quoted Options to be issued to participants of the Placement, other than the Director Placement Options.

Placement Options Offer means the offer of Quoted Options to participants in the Placement.

Prospectus means this prospectus dated 16 November 2022.

Quoted Options means the Placement Options, Director Placement Options, and Lead Manager Options offered under this Prospectus.

Section means a Section of this Prospectus.

Securities mean any securities including Shares or Options issued or granted by the Company.

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

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of Shares.