

MELODIOL GLOBAL HEALTH LIMITED

ACN 609 406 911

PROSPECTUS

For offers of:

- (a) up to 53,085,125 Quoted Options to various placement participants and creditors on the basis of the allocations set out at Section 2.1 (**Options Offer**); and
- (b) up to 10,000 Shares at an issue price of \$0.004 per Share to raise up to \$40 (**Cleansing Offer**),

(together, the **Offers**).

IMPORTANT NOTICE

This document is important and should be read in its entirety. If, after reading this Prospectus you have any questions about the Securities being offered under this Prospectus or any other matter, then you should consult your professional advisers without delay.

The Securities offered by this Prospectus should be considered as highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 25 March 2024 and was lodged with the ASIC on that date. The ASIC, ASX and their respective officers take no responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

No Securities may be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

No person is authorised to give information or to make any representation in connection with this Prospectus, 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 this Prospectus.

It is important that investors read this Prospectus in its entirety and seek professional advice where necessary. The Securities offered by this Prospectus should be considered as highly speculative.

Applications for Securities offered pursuant to this Prospectus can only be made by an original Application Form.

This Prospectus is a transaction specific prospectus for an offer of 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 and is only required to contain information in relation to the effect of the issue of securities on a company and the rights attaching to the Securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company.

Representations contained in this Prospectus are made taking into account that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters are publicly available information or may reasonably be expected to be known to investors and professional advisers whom prospective investors may consult.

No Investment Advice

The information contained in this Prospectus is not financial product advice or investment advice and does not take into account your financial or investment objectives,

financial situation or particular needs (including financial or taxation issues). You should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding to subscribe for Securities under this Prospectus to determine whether it meets your objectives, financial situation and needs.

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 expected to take place.

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 Company's management.

The Company cannot and does 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 Company has 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 5.

Overseas shareholders

The Offers do not, and are not intended to, constitute an offer in

any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular this document may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia except to the extent permitted in Section 2.9.

Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, the Company is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of the Securities.

This Prospectus is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include all of the information that would be included in a prospectus for an initial public offering of securities in an entity that is not already listed on a stock exchange. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

Having taken such precautions and having made such enquires as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the three months before the issue of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Please refer to Section 6.3 for further details.

Electronic Prospectus

A copy of this Prospectus can be downloaded from the website of the Company at <https://melodioglobalhealth.com/>. If you are accessing the electronic version of this Prospectus for the purpose of making an investment in the

Company, you must be an Australian resident and must only access this Prospectus from within Australia.

The Corporations Act prohibits any person passing onto another person an Application Form unless it is attached to a hard copy of this Prospectus or it accompanies the complete and unaltered version of this Prospectus. You may obtain a hard copy of this Prospectus free of charge by contacting the Company by phone on +61 8 9389 3180 during office hours or by emailing the Company at winton@azc.com.au.

The Company reserves 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.

Company Website

No documents or other information available on the Company's website is incorporated into this Prospectus by reference.

Financial forecasts

The Directors have considered the matters set out in ASIC Regulatory Guide 170 and believe that they do not have a reasonable basis to forecast future earnings on the basis that the operations of the Company are inherently uncertain. Accordingly, any forecast or projection information would contain such a broad range of potential outcomes and possibilities that it is not possible to prepare a reliable best estimate forecast or projection.

Clearing House Electronic Sub-Register System (CHES) and Issuer Sponsorship

The Company will apply to participate in CHES, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHES will be issuer sponsored by the Company.

Electronic sub-registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with statements (similar to a bank account statement) that set out the number of Securities issued to them under this Prospectus. The notice will also advise holders of their Holder Identification Number or Security Holder Reference

Number and explain, for future reference, the sale and purchase procedures under CHES and issuer sponsorship.

Electronic sub-registers also mean ownership of securities can be transferred without having to rely upon paper documentation. Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

Photographs and Diagrams

Photographs used in this Prospectus which do not have descriptions are for illustration only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents or that the assets shown in them are owned by the Company. Diagrams used in this Prospectus are illustrative only and may not be drawn to scale.

Definitions and Time

Unless the contrary intention appears or the context otherwise requires, words and phrases contained in this Prospectus have the same meaning and interpretation as given in the Corporations Act and capitalised terms have the meaning given in the Glossary in Section 8.

All references to time in this Prospectus are references to Australian Western Standard Time.

Privacy statement

If you complete an Application Form, you will be providing personal information to the Company. The Company collects, holds and will use that information to assess your application, service your needs as a Shareholder and to facilitate distribution payments and corporate communications to you as a Shareholder.

The information may also be used from time to time and disclosed to persons inspecting the register, including 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.

You can access, correct and update the personal information that we hold about you. If you wish to do so, please contact the share registry at the relevant contact number set out in this Prospectus.

Collection, maintenance and disclosure of certain personal information is governed by

legislation including the Privacy Act 1988 (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the application for Securities, the Company may not be able to accept or process your application.

Enquiries

If you are in any doubt as to how to deal with any of the matters raised in this Prospectus, you should consult with your broker or legal, financial or other professional adviser without delay. Should you have any questions about the Offers or how to accept the Offers please call the Company Secretary on +61 8 9389 3180.

CORPORATE DIRECTORY

Directors

William Lay
(CEO & Managing Director)

Boaz Wachtel
(Non-Executive Chairman)

Bruce Linton
(Non-Executive Director)

Micheline MacKay
(Executive Director)

Ben Quirin
(Non-Executive Director)

Jodi Scott
(Non-Executive Director)

Peter Hatfull
(Non-Executive Director)

Company Secretary

Winton Willesee

Registered Office

CPC
Suite 5
145 Stirling Highway
NEDLANDS WA 6009

Telephone: +61 8 9389 3180
Email: info@cresopharma.com
Website: <https://melodiolglobalhealth.com/>

Auditor

BDO Audit Pty Ltd
Level 11
1 Margaret Street
SYDNEY NSW 2000

Share Registry*

Automic Registry Services
Level 5
191 St Georges Terrace
PERTH WA 6000

Telephone:
1300 288 664 (within Australia)
+61 02 9698 5414 (International)

Legal Advisers

Steinepreis Paganin
Lawyers and Consultants
Level 4, The Read Buildings
16 Milligan Street
PERTH WA 6000

*This entity is included for information purposes only. It has not been involved in the preparation of this Prospectus and has not consented to being named in this Prospectus.

TABLE OF CONTENTS

TABLE OF CONTENTS	4
1. KEY OFFERS INFORMATION.....	5
2. DETAILS OF THE OFFERS.....	7
3. PURPOSE AND EFFECT OF THE OFFERS	10
4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES	17
5. RISK FACTORS	22
6. ADDITIONAL INFORMATION	32
7. DIRECTORS' AUTHORISATION	45
8. GLOSSARY	46

1. KEY OFFERS INFORMATION

1.1 Timetable

Action	Date
Lodgement of Prospectus with the ASIC and the ASX	25 March 2024
Opening Date of the Offers	25 March 2024
Closing Date of the Options Offer	29 March 2024
Closing Date of the Cleansing Offer	29 March 2024
Issue of the Quoted Options and lodgement of Appendix 2A with ASX	Before noon (Sydney time) 29 March 2024
Quotation of Quoted Options*	On or around 2 April 2024

* The above dates are indicative only and subject to change. The Company reserves the right to amend any or all of these dates and times subject to the Corporations Act, the ASX Listing Rules and other applicable laws. The Company also reserves the right not to proceed with any of the Offers at any time.

1.2 Shareholder Approvals

At a Shareholder meeting held on 23 January 2024 (**General Meeting**), the Company obtained Shareholder approval to, amongst other things, complete a 20 to 1 consolidation of the Company's Securities (**Consolidation**) and issue 53,085,125 Options (on a post-Consolidation basis) as detailed below:

- (a) up to 34,810,813 quoted Options exercisable at \$0.12 each on or before 13 November 2028, being the Options currently trading on the ASX under the code 'ME1OE' (**Quoted Options**) to unrelated professional and sophisticated investors (**Placement Participants**) who participated in the placement undertaken by the Company in October 2023, on the basis of two for one free attaching Quoted Option for each Share issued to the Placement Participants under the placement (**October Placement**);
- (b) an aggregate 10,874,312 Quoted Options to Six Degrees Relations Pty Ltd, 10 Bay Street Capital Investments Pty Ltd and Nandil Pty Limited (**Nandil**) (together, the **Debtors**) as part consideration to debt conversions (**Debt Conversion**) comprising of:
 - (i) 2,609,849 Quoted Options, on the basis of two for one free attaching Quoted Option for each Share issued to Six Degrees Relations Pty Ltd in consideration for the investor relations services for the period between August 2023 to October 2023;
 - (ii) 4,820,937 Quoted Options, on the basis of two for one free attaching Quoted Option for each Share issued to 10 Bay Street Capital Investments Pty Ltd in consideration for consulting services for the period between 25 October 2023 to 25 July 2024; and
 - (iii) 3,443,526 Quoted Options, on the basis of two for one free attaching Quoted Option for each Share issued to Nandil in consideration for the instalment payments under a loan facility between Nandil and the Company;

- (c) up to 7,400,000 Quoted Options to remaining unrelated lenders (other than Nandil) (**Remaining Lenders**) under a loan (**Loan**) comprising of:
 - (i) 5,000,000 Quoted Options on the basis of one for one free attaching Quoted Option for each Share issued in consideration to extend the maturity and repayment date of the loan from 30 September 2023 to 30 November 2023; and
 - (ii) 2,400,000 Quoted Options on the basis of one for one free attaching Quoted Option for each Share issued as a compensation payment for an administrative issue on the issue of Shares.

Further details in respect of these proposed security issued are set out in the notice of meeting released on 22 December 2023 (**Notice of Meeting**).

The Quoted Options noted above are being offered pursuant to this Prospectus. Further details in respect of the Offers is set out in Section 2.1.

2. DETAILS OF THE OFFERS

2.1 Options Offer

This Prospectus includes an offer of up to 53,085,125 Quoted Options exercisable at \$0.12 each on or before 13 November 2028.

As set out in Section 1.2, the Quoted Options will be offered for nil consideration to:

- (a) the Placement Participants (or their nominee/s), on the basis of two New Quoted Options for every Share subscribed for and issued under the October Placement;
- (b) the Debtors (or their nominee/s) in connection with the Debt Conversions; and
- (c) the Remaining Lenders under the Loan for extension of the Loan and compensation payment,

(together, the **Eligible Applicants**).

No funds will be raised from the issue of these Quoted Options as the Quoted Options are being issued for nil consideration.

The Quoted Options offered under this Prospectus will only be issued to the Eligible Applicants (or their nominee/s). Application Forms in respect of the Options Offer will only be provided by the Company to the Eligible Applicants.

The Quoted Options offered under the Options Offer summarised below will be issued on the terms and conditions set out in Section 4.2 of this Prospectus, being the same terms and conditions as the Company's existing quoted Options (ASX:ME1OE).

Any Shares issued upon the future exercise of Quoted Options will rank equally with the Shares on issue at the date of this Prospectus. Please refer to Section 4.1 for further information regarding the rights and liabilities attaching to Shares.

As set out in Section 1.2, Shareholder approval for the issue of the Quoted Options offered under the Offer was obtained at the General Meeting. Further information in respect of the details of the Quoted Options is set out in the Notice of Meeting.

2.2 Cleansing Offer

The Cleansing Offer is an offer of up to 10,000 Shares at an issue price of \$0.004 per Share, to raise up to \$40 (before expenses).

The Cleansing Offer will only be extended to specific parties on invitation from the Directors. Application Forms in respect of the Cleansing Offer will only be provided by the Company to these parties.

The Shares offered under this Prospectus will rank equally with the existing Share on issue. A summary of the material rights and liabilities attaching to the shares are set out in Section 4.1.

The primary purpose of the Cleansing Offer is to remove any trading restrictions that may have attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus). In particular, the Cleansing Offer is intended to remove any on-sale restrictions that may affect the

Shares which were issued prior to the date of this Prospectus. Accordingly, the Company is seeking to raise only a nominal amount of \$40 under the Cleansing Offer as the purpose of the Cleansing Offer is not to raise capital.

Relevantly, section 708A(11) of the Corporations Act provides that a sale offer does not need disclosure to investors if:

- (a) the relevant securities are in a class of securities that are quoted securities of the body; and
- (b) either:
 - (i) a prospectus is lodged with the ASIC on or after the day on which the relevant securities were issued but before the day on which the sale offer is made; or
 - (ii) a prospectus is lodged with ASIC before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities were issued; and
- (c) the prospectus is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

2.3 Opening and Closing Date of the Offers

The Opening Date and Closing Date for each of the Offers are set out in the timetable at Section 1.1. The Directors reserve the right to close each of the Offers early or extend the Closing Date (as the case may be), should it be considered necessary to do so.

2.4 Minimum subscription

There is no minimum subscription to the Offers.

2.5 Not underwritten

The Offers are not underwritten.

2.6 Applications for Quoted Options

Only the Eligible Applicants (or their respective nominee/s) may accept the Offers. A personalised Application Form in relation to each of the Offers will be issued to the Eligible Applicants together with a copy of this Prospectus.

2.7 ASX listing

Application for Official Quotation of the Securities offered pursuant to this Prospectus will be made within 7 days after the date of this Prospectus. If ASX does not grant Official Quotation of the Quoted Options or Shares offered pursuant to this Prospectus before the expiration of 3 months after the date of issue of the Prospectus, (or such period as varied by the ASIC), the Company will not issue the Quoted Options or Shares. No application monies will be repayable if the Quoted Options are not issued within this time period given that the Quoted Options are being issued under the Offers for nil consideration.

The fact that ASX may grant Official Quotation to the Securities is not to be taken in any way as an indication of the merits of the Company or the Securities offered for subscription under this Prospectus.

2.8 Issue of Securities

The issue of the Quoted Options under the Options Offer will take place as soon as practicable after the Closing Date of the Options Offer as set out in the indicative timetable set out at Section 1.

As noted in Section 2.2, the primary purpose of the Cleansing Offer is to remove any trading restrictions that may have been attached to Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus).

If the Directors decide to issue Shares under the Cleansing Offer, the issue of Shares will take place as soon as practicable after the Closing Date. Pending the issue of the Shares or payment of refunds pursuant to this Prospectus, all application monies will be held by the Company in trust for the applicants in a separate bank account as required by the Corporations Act. Any interest earned on the application monies will be for the benefit of the Company and will be retained by the Company irrespective of whether any Shares are issued, and each applicant waives the right to claim any interest.

The Directors will determine the recipients of the Shares. The Directors reserve the right to reject any application or to allocate any applicant fewer Shares than the number applied for. Where the number of Shares issued is less than the number applied for, or where no issue is made, surplus application monies will be refunded (without interest) to the applicant as soon as practicable after the Closing Date of the Cleansing Offer.

Holding statements for the Securities issued under the Offers will be mailed as soon as practicable after the issue of the Securities.

2.9 Overseas shareholders

This Prospectus does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Prospectus. In particular, this document may not be distributed to any person, and the Securities may not be offered or sold, in any country outside Australia.

3. PURPOSE AND EFFECT OF THE OFFERS

3.1 Purpose and effect of the Offers

The Primary purposes of the Offers are set out in Sections 2.1 and 2.2.

The principal effect of the Offers, assuming all Securities offered under this Prospectus are issued and no other Securities are issued, exercised or converted, will be to:

- (a) increase the number of Options on issue from 140,231,084 Options as at the date of this Prospectus to 193,316,209 Options following completion of the Offers;
- (b) remove any trading restrictions that may have attached to the Shares issued by the Company without disclosure under Chapter 6D of the Corporations Act prior to the Closing Date of the Cleansing Offer (including prior to the date of this Prospectus);
- (c) to remove any trading restrictions attaching to Shares issued on exercise of the Quoted Options issued under this Prospectus; and
- (d) subject to ASX granting quotation of the Securities, to remove trading restrictions to the Quoted Options so the Applicants that receive the Quoted Options will be enabled to trade those Quoted Options on a listed, public financial market, being the financial market operated by the ASX.

No funds will be raised directly under the Offers (assuming no Shares are issued under the Cleansing Offer). However, if all the Quoted Options are exercised, the Company will receive approximately \$6,370,215 in aggregate, by virtue of payment of the exercise price.

3.2 Effect on capital structure

The effect of the Offers on the capital structure of the Company, is set out below.

Shares

	Number
Shares currently on issue	392,996,083
Shares offered pursuant to the Cleansing Offer ¹	Nil
Total Shares on issue on completion of the Cleansing Offer	392,996,083

Notes:

1. Assumes no Shares are issued under the Prospectus.
2. Subject to certain milestones being met, up to 136,215,681 Shares (on a post-Consolidation basis) (noting that the first milestone was not achieved) will be issued to the vendors of Sierra Sage Herbs LLC (**SSH**) as deferred consideration for the acquisition of 100% of the issued capital of SSH. Further details are set out in Resolution 10 of the notice of general meeting dated 11 July 2022.
3. The Company received Shareholder approval at the General Meeting to issue:
 - (a) 1,400,000 Shares (on a post-Consolidation basis) to the Remaining Lenders. Further details are set out in resolution 17 of the Notice of General Meeting;

- (b) \$3,000,000 worth of Shares at an issue price of a 30% discount to the 10 trading day volume weighted average price of Shares to future unrelated placement participants, as set out in resolution 20 of the Notice of General Meeting;
 - (c) an aggregate of US\$1,364,276 worth of Shares (on a post-Consolidation basis), subject to a floor price of \$0.001, to La Plata for interest payments, modification fee and legal fees, based on the various issue price multipliers, as set out in resolutions 21 to 27 of the Notice of General Meeting; and
 - (d) 7,500,000 Shares (on a post-Consolidation basis) to Nandil to satisfy remainder of Nandil's loan with the Company, as set out in resolution 31 of the Notice of General Meeting.
4. Subject to receiving Shareholder approval the Company will issue 332,005 Shares (on a post-Consolidation basis) to Director, Mr William Lay for his participation in the placement undertaken in February 2023.

Options

	Number
Listed Options currently on issue¹	
ME1O (exercisable at \$0.50 on or before 2 November 2024)	38,981,457
ME1OD (exercisable at \$1.60 on or before 31 January 2027)	66,523,452
ME1OE (exercisable at \$0.12 on or before 13 November 2028)	9,234,908
Unlisted Options Currently on issue	
ME1AAN: Options exercisable at \$5.00 on or before 6 September 2024	500,000
ME1AAL: Options exercisable at \$3.60 on or before 1 August 2024	600,000
ME1AAK: Options exercisable at \$3.00 on or before 1 August 2024	600,000
ME1AAM: Options exercisable at \$3.60 on or before 6 September 2024	500,000
ME1AAH: Options exercisable at \$0.78 on or before 23 December 2025	1,500,000
ME1AAI: Options exercisable at \$7.60 on or before 14 July 2024	600,000
ME1AAP: Options exercisable at \$2.75 on or before 25 October 2024 ¹	50,000
ME1AAT: Options exercisable at \$2.80 on or before 12 June 2024	5,797,079
ME1AAV: Options exercisable at \$8.00 on or before 28 June 2024	31,312
ME1AAW: Options exercisable at \$26.80 on or before 28 June 2024	31,312
ME1AAX: Options exercisable at \$40.00 on or before 28 June 2024	31,312
ME1AAY: Options exercisable at \$53.00 on or before 28 June 2024	31,312
ME1AAZ: Options exercisable at \$0.40 on or before 28 June 2025	82,413
ME1ABA: Options exercisable at \$7.60 on or before 8 June 2024	1,399,916
ME1ABC: Options exercisable at \$0.80 on or before 10 October 2024	100,000
ME1ABB: Options exercisable at \$0.60 on or before 24 August 2024	12,953,911
ME1ABF: Options exercisable at \$0.44 on or before 16 November 2027	532,700

	Number
ME1ABE: Options exercisable at \$0.44 on or before 30 November 2024	150,000
Total Options on issue as at the date of this Prospectus	140,231,084
Quoted Options offered pursuant to the Options Offer	53,085,125
Total Options on issue on completion of the Options Offer	193,316,209

Notes:

1. 16,667 ME1AAP are subject to retention conditions and will vest on 25 October 2024. 33,333 ME1ABC are subject to vesting conditions, vesting on 10 April 2024.
2. Subject to receiving Shareholder approval the Company will issue:
 - 332,005 ME1OD and 332,005 ME1OPT54 free-attaching Options to Shares to be issued to William Lay (also subject to shareholder approval) for participation in the placement undertaken in February 2023. Each of the Options are on a post-Consolidation basis;
 - (a) 1,044,325 Bonus Options (on a post-Consolidation basis) to EverBlu as part payment for the 6% cash fee on the gross cash amount raised and converted to equity under the Placement and Debt Conversions;
 - (b) 45,685,141 Bonus Options (on a post-Consolidation basis) to EverBlu in consideration for services provided in connection with the Placement; and
 - (c) 6,000,000 Options (ASX:ME1OE) to EverBlu and 10,000 Options (ASX: ME1OE) to Mr Lay, approval for which was obtained at the General Meeting, but for which approval has subsequently lapsed. Each of the Options are on a post-Consolidation basis.

Performance Rights

	Number
Performance Rights currently on issue ^{1, 2, 3, 4}	4,200,000
Performance Rights offered pursuant to the Offers	Nil
Total Performance Rights on issue after completion of the Offers	4,200,000

Notes:

1. 100,000 Performance Rights are subject to the following vesting conditions:
 - (a) 25,000 ME1PERR48 Performance Rights, subject to vesting upon the achievement of at least \$5 million in audited gross sales revenue in ImpACTIVE based on the US GAAP definition of gross sales on or before 14 July 2025;
 - (b) 25,000 ME1PERR49 Performance Rights, subject to vesting upon the achievement of at least \$10 million in audited gross sales revenue in ImpACTIVE based on the US GAAP definition of gross sales, on or before 14 July 2026; and
 - (c) 50,000 ME1PERR50 Performance Rights, subject to vesting upon the achievement of at least \$20 million in audited gross sales revenue in ImpACTIVE based on the US GAAP definition of gross sales on or before 14 July 2027.
2. 100,000 Performance Rights are subject to the following vesting conditions:
 - (a) 25,000 ME1PERR45 Performance Rights, subject to vesting upon the achievement of at least \$5 million in audited gross sales revenue in ImpACTIVE based on the US GAAP definition of gross sales on or before 27 July 2025;
 - (b) 25,000 ME1PERR46 Performance Rights, subject to vesting upon the achievement of at least \$10 million in audited gross sales revenue in ImpACTIVE based on the US GAAP definition of gross sales, on or before 27 July 2026; and
 - (c) 50,000 ME1PERR47 Performance Rights, subject to vesting upon the achievement of at least \$20 million in audited gross sales revenue in ImpACTIVE based on the US GAAP definition of gross sales on or before 27 July 2027.

3. 2,500,000 ME1PERR52 Performance Rights held by William Lay vest 50% on 31 December 2023 and 50% on 30 June 2024. Performance Rights expiring 27 October 2028.
4. 1,500,000 ME1PERR54 Performance Rights held by the nominee of Azalea Corporate Services Pty Ltd vest 50% on 31 December 2023 and 50% on 30 June 2024. Performance Rights expiring 27 October 2028.

Performance Shares¹

	Number
Performance Shares currently on issue	300,000
Performance Shares offered pursuant to the Offers	Nil
Total Performance Shares on issue after completion of the Offers	300,000

Notes:

1. Which will vest upon achievement of the following milestones:
 - (a) 150,000 Performance Shares upon Creso ImpACTIVE reaching CAD\$20,000,000 in audited gross sales based on US GAAP definition gross sales (**First Milestone**) at or prior to 25 October 2024; and
 - (b) 150,000 Performance Shares upon Creso ImpACTIVE achieving the First Milestone and upon Creso ImpACTIVE reaching an additional CAD\$20,000,000 in audited gross sales (being an aggregate amount of CAD\$40,000,000 in audited gross sales between 25 October 2021 and 25 October 2026) based on the US GAAP definition of gross sales at or prior to 25 October 2026.

Convertible Notes

	Number
Convertible Notes currently on issue ¹	25,998
Convertible Notes to be offered pursuant to the Offers	Nil
Total Convertible Notes on issue after completion of the Offers	25,998

Notes:

1. Comprising of:
 - (a) 17,499 convertible notes with the terms and conditions set out in ASX announcement dated 13 March 2023. Further details are also set out in the ASX announcement dated 14 June 2023 and 8 August 2023; and
 - (b) 8,499 convertible notes with the terms and conditions set out in ASX announcement dated 2 June 2023. Further details are also set out in the ASX announcement dated 26 October 2023.
2. The Company has agreed to acquire La Plata's interest in a secured loan to Abby and Finn LLC and extended the maturity date to existing debt. Subject to Shareholder approval, the Company will issue 360 convertible notes to La Plata. Refer to ASX announcement dated 14 June 2023.

The Company's capital structure on a fully diluted basis as at the date of this Prospectus is 537,727,167 Shares (not including Shares issued on conversion of the Convertible Notes) and on completion of the Offers (assuming all Securities offered under this Prospectus are issued and that no other Securities are issued) is 590,812,292 Shares.

3.3 Details of Substantial Holders

Based on Company records as at the date of this Prospectus, no person (together with their associates) has a relevant interest in 5% or more of the Shares.

3.4 Pro-forma balance sheet

The unaudited balance sheet as at 30 December 2023 and the unaudited pro-forma balance sheet as at that date shown below have been prepared on the basis of the accounting policies normally adopted by the Company and reflect the changes to its financial position.

The pro-forma balance sheet has been prepared on the basis that no convertible securities are exercised and including expenses of the Offers.

The pro-forma balance sheet has been prepared to provide investors with information on the assets and liabilities of the Company and pro-forma assets and liabilities of the Company as noted below. The historical and pro-forma financial information is presented in an abbreviated form, insofar as it does not include all of the disclosures required by Australian Accounting Standards applicable to annual financial statements.

	30 December 2023 unaudited 4E '000	Adjustments not raising from proposed transactions '000	Adjustments from proposed transactions '000	Pro forma '000
Current assets				
Cash and Cash Equivalents	692	924	-	1,616
Trade and Other Receivables	2,976	-	-	2,976
Inventory	1,461	-	-	1,461
Biological Assets	391	-	-	391
Other assets	-	-	-	-
Total current assets	5,520	924	-	6,444
Non-current assets				
Property, plant and equipment	9,655	-	-	9,655
Intangible assets	3,595	-	-	3,595
Other assets	274	-	-	274
Total non-current assets	13,524	-	-	13,524
Total assets	19,044	924	-	19,968
Current liabilities				
Trade and other payables	12,974	(460)	-	12,514
Provisions	631	-	-	631

	30 December 2023 unaudited 4E '000	Adjustments not raising from proposed transactions '000	Adjustments from proposed transactions '000	Pro forma '000
Borrowings	9,413	-	-	9,413
Total current liabilities	23,018	(460)	-	22,558
Non-current liabilities				
Provisions	84	-	-	84
Total non-current liabilities	84	-	-	84
Total liabilities	23,102	(460)	-	22,642
Net assets	(4,058)	1,384	-	(2,674)
Equity				
Issued Capital	150,470	3,782	-	154,252
Reserves	15,332	166	-	15,498
Accumulated Losses	(169,860)	(2,564)	-	(172,424)
Total equity	(4,058)	1,384	-	(2,674)

Notes:

- On 16 January 2024, the Company raised \$215,000 before costs through the issue of approximately 167,315,175 Shares and receive one free attaching Option (ASX: ME1OE) for every one Share.
- On 16 January 2024, the Company issued 5,479,289 Shares to Edward Wittman in lieu of business advisory services.
- On 2 February 2024, the Company issued 6,000,000 Shares for trustee services, negotiation and consulting fees.
- On 2 February 2024, the Company issued 11,000,000 Shares for marketing strategy and support for period of six months commencing on 1 December 2023.
- On 2 February 2024, the Company issued 1,044,325 Shares to EverBlu for corporate advisory services.
- On 2 February 2024, the Company issued 6,000,000 Shares to EverBlu for corporate advisory services for the extension and La Plata transaction.
- On 21 February 2024, the Company receive the firm commitments to issue 106,415,113 Shares at an issue price of \$0.01019 per Share and \$220,000 was paid to GBA Capital for services provided as lead manager under a placement.
- On 28 February 2024, the Company issued 20,000,000 Shares for advisory service.
- On 23 January 2024, shareholder approved that the Company would issue 28,000,000 compensation securities to the remaining lenders, deemed price at \$0.003 per Share.
- In November 2023, the Company entered the loan modification agreement with La Plata and agreed to pay interest Shares and repayment Shares. Shareholder approved on 23 January 2024, being:
 - 2.0 times the amount November interest payable and repayment;

- 1.5 times the amount December 2023, January 2024 & February 2024 interest, and repayment; and
 - 2.0 times the amount USD\$320,000 modification fee and USD\$35,400 legal fee.
11. On 23 January 2024, Shareholders approved that the Company would issue 200,000,000 Options to Director, Will Lay.

4. RIGHTS AND LIABILITIES ATTACHING TO SECURITIES

4.1 Rights and liabilities attaching to Shares

The following is a summary of the more significant rights and liabilities attaching to the Shares being offered pursuant to this Prospectus and underlying Shares of the Quoted Options. This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. To obtain such a statement, persons should seek independent legal advice.

Full details of the rights and liabilities attaching to Shares are set out in the Constitution, a copy of which is available for inspection at the Company's registered office during normal business hours.

(a) General meetings

Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of the Company.

Shareholders may requisition meetings in accordance with section 249D of the Corporations Act and the Constitution of the Company.

(b) Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at general meetings of shareholders or classes of shareholders:

- (i) each Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder has one vote; and
- (iii) on a poll, every person present who is a Shareholder or a proxy, attorney or representative of a Shareholder shall, in respect of each fully paid Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Share held, but in respect of partly paid shares shall have such number of votes as bears the same proportion to the total of such Shares registered in the Shareholder's name as the amount paid (not credited) bears to the total amounts paid and payable (excluding amounts credited).

(c) Dividend rights

Subject to the rights of any preference Shareholders and to the rights of the holders of any shares created or raised under any special arrangement as to dividend, the Directors may from time to time declare a dividend to be paid to the Shareholders entitled to the dividend which shall be payable on all Shares according to the proportion that the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) in respect of such Shares.

The Directors may from time to time pay to the Shareholders any interim dividends as they may determine. No dividend shall carry interest as against the Company. The Directors may set aside out of the profits of the

Company any amounts that they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of the Company may be properly applied.

Subject to the Listing Rules and the Corporations Act, the Company may, by resolution of the Directors, implement a dividend reinvestment plan on such terms and conditions as the Directors think fit and which provides for any dividend which the Directors may declare from time to time payable on Shares which are participating Shares in the dividend reinvestment plan, less any amount which the Company shall either pursuant to the Constitution or any law be entitled or obliged to retain, be applied by the Company to the payment of the subscription price of Shares.

(d) **Winding-up**

If the Company is wound up, the liquidator may, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any shares or other securities in respect of which there is any liability.

(e) **Shareholder liability**

As the Shares issued will be fully paid shares, they will not be subject to any calls for money by the Directors and will therefore not become liable for forfeiture.

(f) **Transfer of shares**

Generally, shares in the Company 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 and the Listing Rules.

(g) **Future increase in capital**

The issue of any new Shares is under the control of the Directors of the Company. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the Constitution and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Shares as they shall, in their absolute discretion, determine.

(h) **Variation of rights**

Under section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of Shareholders vary or abrogate the rights attaching to Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not the Company is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

(i) **Alteration of Constitution**

In accordance with the Corporations Act, the Constitution can only be amended by a special resolution passed by at least three quarters of Shareholders present and voting at the general meeting. In addition, at least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

4.2 Terms of Quoted Options

(a) **Entitlement**

Each Quoted Option entitles the holder to subscribe for one (1) Share upon exercise of the Quoted Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Quoted Option will be \$0.12 (**Exercise Price**).

(c) **Expiry Date**

Each Quoted Option will expire at 5:00 pm (WST) on 13 November 2028 (**Expiry Date**). A Quoted Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Quoted Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Quoted Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Quoted Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Quoted Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Quoted Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 5 Business Days after the latter of the following:

- (i) Exercise Date; and
- (ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information,

but in any case, not later than 20 Business Days after the Exercise Date, the Company will:

- (iii) issue the number of Shares required under these terms and conditions in respect of the number of Quoted Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (iv) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (v) if admitted to the official list of ASX at the time, apply for Official Quotation of Shares issued pursuant to the exercise of the Quoted Options.

If a notice delivered under Section (g)(iv) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Quoted Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a Quoted Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(j) **Quotation of Options**

The Company will seek quotation of the Quoted Options in accordance with the Listing Rules and Corporations Act, subject to satisfaction of the quotation conditions of the ASX Listing Rules.

(k) **Participation in new issues**

There are no participation 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) **Change in Exercise Price**

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

(m) **Transferability**

The Quoted Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

(n) **Restriction on sales and transfers under the US Securities Act**

The Quoted Options and the Shares have not been registered under the U.S. Securities Act of 1933 or any U.S. State Securities Laws. The holder hereof, by purchase such Securities, agrees for the benefit of the Company that these Securities may be offered, sold, pledged or otherwise transferred only (a) to the Company, (b) outside the United States in compliance with the regulations under the U.S. Securities Act and local laws, including sales of Securities in ordinary transaction on the ASX that are not pre-arranged with a person in the United States, (c) in a transaction that does not require registration under the U.S. Securities Act and in compliance with applicable U.S. state securities laws or (d) pursuant to an effective registration under the U.S. Securities Act.

5. RISK FACTORS

5.1 Introduction

The Securities offered under this Prospectus should be considered as highly speculative and an investment in the Company is not risk free.

The Directors strongly recommend that prospective investors consider the risk factors set out in this Section 5, together with all other information contained in this Prospectus.

The future performance of the Company and the value of the Securities may be influenced by a range of factors, many of which are largely beyond the control of the Company and the Directors. The key risks associated with the Company's business, the industry in which it operates and general risks applicable to all investments in listed securities and financial markets generally are described below.

The risks factors set out in this Section 5, or other risk factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Securities. This Section 5 is not intended to provide an exhaustive list of the risk factors to which the Company is exposed.

Before determining whether to invest in the Company you should ensure that you have a sufficient understanding of the risks described in this Section 5 and all of the other information set out in this Prospectus and consider whether an investment in the Company is suitable for you, taking into account your objectives, financial situation and needs.

If you do not understand any matters contained in this Prospectus or have any queries about whether to invest in the Company, you should consult your accountant, financial adviser, stockbroker, lawyer or other professional adviser.

5.2 Company specific

Risk Category	Risk
Default Risk	As of the date of this Prospectus, the Company is in technical default of the Secured Loan Agreements. The Company is maintaining ongoing conversations with each of the lenders under the respective Secured Loan Agreements with an objective to extend the repayment date and gain additional concessions from each lender. The Company has a historical track record of successfully extending the repayment dates. However there can be no guarantee that the Company will be successful with the current negotiations. In the event the Company is not able to extend the repayment dates or otherwise cure the default, each of the lenders holds right to enforce the security granted to each of the lenders.
Statutory Demands	As of the date of this Prospectus, the Company has received statutory demand notices from two unsecured creditors for outstanding amounts equal to approximately \$375,000. The Company is currently in conversations with one of the unsecured creditors who represents the majority of this amount, and is attempting to secure a payment plan rather than crystallising the entire amount. Conversations to date indicate that there is a pathway for this to occur. With respect to the second unsecured creditor, the Company will attempt to negotiate a payment plan.

Risk Category	Risk
	<p>As part of managing its debt obligations, the Company regularly enters into payment plans with unsecured creditors. If the Company defaults on these plans, there is a risk that further demand notices are presented to the Company. If further notices are provided, the Company will make efforts to negotiate a payment plan, or make payments, if possible, and provide updates to the market in due course.</p> <p>If the Company cannot renegotiate or pay a demand notice within the statutory time, the Company will be presumed insolvent under the Corporations Act. Within three months of the date of non-compliance, the creditor who served the demand may rely on the presumption of insolvency as the basis for a court application to wind up the Company.</p> <p>Additionally, the Company intends to raise approximately \$750,000 in short term loan funds immediately to address outstanding demand notices and negotiate acceptable payment plans with other creditors.</p>
Potential for dilution	<p>Upon completion of the Options Offer, assuming all Quoted Options offered under this Prospectus are issued and no additional Shares are issued prior to the Record Date, the number of Options on issue in the Company will increase from 140,231,084 Options to 193,316,209 Options.</p> <p>If the Quoted Options are exercised, each Share will represent a lower proportion of the ownership of the Company. The likelihood of Quoted Option being exercised is dependent on a range of factors, mainly the price of Shares from time to time until the Quoted Option expire and the financial capacity of Optionholders to exercise their Quoted Option.</p>
Additional requirements for capital	<p>The Company's ability to effectively implement its business and operations plans in the future, to take advantage of opportunities for acquisitions, joint ventures or other business opportunities and to meet any unanticipated liabilities or expenses which the Company may incur may depend in part on its ability to raise additional funds.</p> <p>The Company does require further financing in the future.</p> <p>The Board believes the Company will have sufficient working capital to adequately meet the Company's short-term creditor commitments as a result of the funds raised and funds generated through the Company's revenue streams. There can be however, be no guarantee that these circumstances do not change abruptly.</p> <p>The Company is confident that it will be able to generate further funding as and when available. Further, the Company continuously explores further product offerings and available market opportunities in line with its business strategies and objectives which may enable the Company access additional funding.</p> <p>Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations, scale back its development and research programmes or completely cease operations as the case may be. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.</p>

Risk Category	Risk
	<p>Further, the Company, in the ordinary course of its operations and developments, is required to issue financial assurances, particularly insurances and bond/bank guarantee instruments to secure statutory and environmental performance undertakings and commercial arrangements. The Company's ability to provide such assurances is subject to external financial and credit market assessments, and its own financial position.</p> <p>Additionally, the loan agreements and other financing rearrangements such as debt facilities and convertible note issue (and any related guarantee and security) that the Company is a party to (or may become a party to) contain covenants, undertakings and other provisions which, if breached, entitle the lenders to accelerate repayment of loans. The Company expects to be able to meet the repayments from the proceeds of future debt or equity raisings, cash flows from operations or proceeds from the sale of assets. However, there is a risk that the Company may be unable to procure or raise sufficient cash resources from its operations, future debt or equity raisings.</p> <p>Should the Company default on its obligations under the loan agreements and financing arrangements an event of default may occur. In these circumstances, if the Company is unable to raise sufficient funds or otherwise cure the default, the lenders may be able to seek immediate repayment of the debts or enforce the security granted.</p>
<p>Going Concern</p>	<p>The Company's half year financial report for 30 June 2023 (Financial Report) included a statement that there was material uncertainty that casts significant doubt upon the Company's ability to continue as a going concern.</p> <p>As disclosed in the half year financial statements, the consolidated entity incurred a loss of \$28,251,000 (2022: \$7,090,000) and had net cash outflows from operating activities of \$5,880,000 (2022: \$6,000,000) for the half year ended 30 June 2023. As at 30 June 2023, the consolidated entity had a net current asset deficiency of \$12,408,000 (2022: \$3,818,000) and a cash position of \$1,078,000 (2022: \$1,388,000).</p> <p>As a result of these events and conditions, there is a material uncertainty that may cast significant doubt on whether the consolidated entity will continue as a going concern and, therefore, whether it will realise its assets and settle its liabilities and commitments in the normal course of the business and at the amounts stated in the financial report. The continuing viability of the Group and its ability to continue as a going concern and meet its debts and commitments as they fall due are dependent upon the Group being successful with the following factors:</p> <ul style="list-style-type: none"> (a) the ability of the Company group to raise additional funds from shareholders, new investors and debt markets, as well as renegotiation of creditor payment terms and an ability to settle creditors balances with the issuance of equity; (b) the Company group has successfully conducted a number of capital raisings in recent years and has also renegotiated payment terms for existing facilities and creditors. During the half year, the Company raised \$4.152 million in new equity and \$4.175 million in loans and had a \$900,000 commitment for additional capital

Risk Category	Risk
	<p>(subject to shareholder approval) as at 30 June 2023. Since the half-year end the Company group has raised \$575,000 in new equity before costs. Therefore, there is a reasonable expectation that additional sources of funding can be achieved;</p> <p>(c) increased revenue from opportunities with existing and new customers in the Company group's Canadian, Australian and UK operations; and</p> <p>(d) effective monitoring and, reduction of the Company's overhead expenditures, including the continued realisation of head office cost reductions.</p> <p>In the event that the Company is unable to achieve the matters detailed above, it may not be able to continue as a going concern and therefore the Company may not be able to realise its assets and extinguish its liabilities in the ordinary course of operations and at the amounts stated in the financial statements.</p>
<p>Potential acquisition risk</p>	<p>As part of its business strategy, the Company continues to engage in the assessment and evaluation of new business and asset acquisition opportunities within the global cannabis sector and other similar sectors, such as psychedelics, as an organic extension of the Company's operations with a view to increasing the overall value of the Company. The Company may make acquisitions of, or significant investments in businesses and assets that are complementary to the Company's business. Any such future transactions are accompanied by the risks commonly encountered in making acquisitions of businesses and assets, such as integrating cultures and systems of operation, relocation of operations, short term strain on working capital requirements, achieving the sales and margins anticipated and retaining key staff and customer and supplier relationships.</p> <p>If the Company proceeds with such an acquisition, it will also be subject to risks associated with the business or asset being acquired, including, but not limited to legal risks, the risks associated that the negative aspects of the reputation of a business or asset which has been acquired will be applied to or associated with the relevant business of the Company and the regulatory risks associated with the business.</p> <p>To proceed with a future acquisition, the Company may be required to raise additional funds. There is no guarantee that at that time that the Company will be able to raise those funds on terms that are favourable to the Company, if at all. Alternatively, the Company may be required to issue securities in consideration for the acquisition, which may have a dilutive effect upon existing shareholders.</p>
<p>Intellectual property rights</p>	<p>The Company may be forced to litigate, to enforce or defend its intellectual property rights against infringement and unauthorised use by competitors, and to protect our trade secrets. In so doing, the Company's intellectual property may be put at risk of being invalidated, unenforceable, or limited or narrowed in scope. Further, an adverse result in any litigation or defence proceedings may place pending applications at risk of non-issuance. In addition, if any licensor fails to enforce or defend their intellectual property rights, this may adversely affect the Company's ability to develop and commercialise the Company's current and future products (Products) and prevent competitors from making, using, and selling competing</p>

Risk Category	Risk
	<p>products. Any such litigation could be very costly and could distract management from focusing on operating the Company's business. Further, because the content of much of the Company's intellectual property concerns cannabis and other activities that are not legal in some state jurisdictions, we may face additional difficulties in defending our intellectual property rights.</p>
<p>Protection of proprietary technology</p>	<p>The Company's success will depend, in part, on the Company's ability to obtain patents, protect trade secrets and operate without infringing on the proprietary rights of others. If the Company fails to adequately protect its intellectual property, it may face competition from companies who attempt to create a generic product to compete with the Products. The Company may also face competition from companies who develop a substantially similar product to one of the Products that is not covered by any protection.</p> <p>Many companies have encountered significant problems in protecting and enforcing intellectual property rights in foreign jurisdictions. Proceedings to enforce the Company's patent rights in foreign jurisdictions could result in substantial cost and divert our efforts and attention from other aspects of its business.</p>
<p>Competition</p>	<p>The cannabis and nutraceutical industries are highly competitive and subject to rapid change. The industries continue to expand and evolve as an increasing number of competitors and potential competitors enter the market. Many of these competitors and potential competitors have substantially greater financial, technological, managerial and research and development resources and experience than the Company. Some of these competitors and potential competitors have similar or more experience than the Company in the development of pharmaceutical products, including validation procedures and regulatory matters. In addition, the Products compete with, product offerings from large and well-established companies that have greater marketing and sales experience and capabilities than we or our future collaboration partners may have. If the Company is unable to compete successfully, it may be unable to generate, grow and sustain its revenue.</p>
<p>Joint venture, partnerships or other strategic alliances</p>	<p>The Company may enter into strategic partnerships or alliances with third parties in order to enhance its business. Additionally, the Company continuously explores merger and acquisition opportunities with a view to strengthening its existing business and/or divesting non-core business operations. Any entry into, or commitment to, such relationship or opportunity will bring additional risks specifically contractual risks. The Company would also be likely to incur transactional costs in evaluating and negotiating such relationships which will need to be incurred regardless of whether the proposed transactions complete or bring benefit to the Company.</p>

5.3 Risks relating to Products

Risk Category	Risk
Risk of generating public controversy	<p>Some of the Products contain controlled substances and their regulatory approval may generate public controversy. Political and social pressures and adverse publicity could lead to delays in approval of, and increased expenses for the Products. These pressures could also limit or restrict the introduction and marketing of the Products. Adverse publicity from cannabis misuse or adverse side effects from cannabis or other cannabinoid products may adversely affect the commercial success or market penetration achievable by the Products and the operations of the Company. The nature of the Company's business attracts a high level of public and media interest, and in the event of any resultant adverse publicity, our reputation may be harmed.</p>
Legal and Regulatory changes	<p>Achievement of the Company's business objectives is also contingent, in part, upon compliance with other regulatory requirements enacted by governmental authorities and obtaining required regulatory approvals all over the world. The regulatory regimes applicable to the cannabis business in the US, Canada, Australia, Colombia, Brazil, and the European Union are currently undergoing significant changes and the Company cannot predict the impact of the changes on its operations once the regulatory regimes are finalized.</p> <p>Any delays in obtaining, or failing to obtain, required regulatory approvals may significantly delay or impact the development of markets, products and sales initiatives and could have a material adverse effect on the business, results of operations and financial condition of the Company. The Company will incur ongoing costs and obligations related to regulatory compliance. Failure to comply with regulations may result in additional costs for corrective measures, penalties or restrictions on the Company's operations.</p> <p>In addition, changes in regulations, more vigorous enforcement thereof or other unanticipated events could require extensive changes to the Company's operations, increased compliance costs or give rise to material liabilities, which could have a material adverse effect on the business, results of operations and financial condition of the Company.</p>
Controlled substance legislation may restrict or limit ability to develop and commercialise the Products	<p>Most countries are parties to the Single Convention on Narcotic Drugs 1961, which governs international trade and domestic control of narcotic substances, including cannabis extracts. Countries may interpret and implement their treaty obligations in a way that creates a legal obstacle to our obtaining marketing approval for the Products in those countries. These countries may not be willing or able to amend or otherwise modify their laws and regulations to permit the Products to be marketed or achieving such amendments to the laws and regulations may take a prolonged period of time.</p>

<p>Product liability and uninsured risks</p>	<p>Through its intended business, the Company is exposed to potential product liability risks which are inherent in the research and development, manufacturing, marketing and use of its products or products developed with future co-development alliance partners. The Company may not be able to maintain insurance for product or service liability on reasonable terms in the future and, in addition, the Company's insurance may not be sufficient to cover large claims, or the insurer could disclaim coverage on claims.</p> <p>Although the Company endeavors to work to rigorous standards there is still the potential for the products to contain defects or fail to meet customer's agreed specification. These defects or problems could result in the loss of or delay in generating revenue, requirements to repay prepaid revenue, loss of market share, failure to achieve market acceptance, diversion of development resources, and damage to the Company's reputation or increased insurance costs.</p> <p>If the Company fails to meet its clients' expectations, the Company's reputation could suffer, and it could be liable for damages.</p> <p>Further, the Company is exposed to the risk of catastrophic loss to necessary laboratory equipment, computer equipment or other facilities which would have a serious impact on the Company's operations. The Company gives no assurance that all such risks will be adequately managed through its insurance policies to ensure that catastrophic loss does not have an adverse effect on its performance.</p>
<p>Customer and Contractual Risks</p>	<p>Partnering or distribution agreement are subject to the risk that the parties to these agreements will not adequately or fully comply with their respective contractual rights and obligations including the obligations to order minimum quantities or that these contractual relationships may be terminated. Any failure to meet these obligations or termination of contractual relationships may result in the need to replace products, loss of revenue or termination of existing agreements which may have a material adverse effect on the Company and its operations.</p>
<p>Access to active ingredients</p>	<p>Some of the Products will/do contain active cannabis or hemp derived ingredients from full plant extracts. The Company needs access to these materials. An inability to access these raw materials with the required specifications or quality could mean that some of the Products are compromised or delayed.</p> <p>The Company may, from time to time, enter into agreements with other suppliers of active cannabis or hemp derived ingredients. There is a risk that the Company may have protracted negotiations on commercial terms and this may result in delays in the development of the Company's products and/or increase in the Company's costs of development and production.</p>

<p>Cultivation Risks</p>	<p>Part of the Company's business involves the cultivation and growing of cannabis and/or hemp, which are agricultural products. As such the business may be subject to the risks inherent in the agricultural industry, such as insects, plant diseases, invasive plant species, storm, fire, frost, flood, drought, water availability, water salinity, pests, bird damage and force majeure events. In addition, significant interruptions or negative changes in the availability of economics of the supply chain for the raw material and supplies related to growing operations as well as electricity, water and other local utilities inputs could materially impact the business, financial condition and operating results of the Company.</p> <p>The Company's cultivation operations are subject to the licenses required and other applicable legislation and regulations enforced in those countries. Accordingly, the amount of cannabis and hemp the Company is able to produce may be capped and ultimately this will restrict the amount that the Company can sell, at least whilst no further legislation is in operation.</p>
<p>Climate Change</p>	<p>There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:</p> <ul style="list-style-type: none"> (a) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and (b) 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. These physical risks may have financial implications for the Company, such as indirect impacts from supply chain disruption and industry demand. <p>All these risks associated with climate change may significantly change the industry in which the Company operates.</p>

5.4 General risks

Risk Category	Risk
Economic	General economic conditions, introduction of tax reform, new legislation, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's research and development programmes, as well as on its ability to fund those programmes.
Market conditions	<p>Share market conditions may affect the value of the Company's Securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:</p> <ul style="list-style-type: none"> (a) general economic outlook; (b) introduction of tax reform or other new legislation; (c) interest rates and inflation rates; (d) changes in investor sentiment toward particular market sectors; (e) the demand for, and supply of, capital; and (f) terrorism or other hostilities. <p>The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and cannabis stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.</p>
Reliance on key personnel	The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.
Unforeseen expenditure risk	Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.
Dependence on outside parties	The Company may pursue a strategy that forms strategic business relationships with the other organisations for the manufacture and distribution of products and services. The manufacture and global distribution of products and services is important to the overall success of the Company. There can be no assurance that the Company will be able to attract such prospective organisations and to negotiate appropriate terms and conditions with these organisations.
Contractual risk	The Company's ability to efficiently conduct its operations in a number of respects depends upon a number of contracts. As in any contractual relationship, the ability for the Company to ultimately receive the benefit of the contract is dependent upon the relevant third party complying with its contractual obligations. To the extent that such third parties default in their obligations, it may be necessary for the Company to enforce its rights under any of the contracts and pursue legal action. Such legal action may be costly and no guarantee can be

Risk Category	Risk
	given by the Company that a legal remedy will ultimately be granted on appropriate terms.
Economic conditions and other global or national issues	<p>General economic conditions, laws relating to taxation, new legislation, trade barriers, movements in interest and inflation rates, currency exchange controls and rates, national and international political circumstances (including outbreaks in international hostilities, wars, terrorist acts, sabotage, subversive activities, security operations, labour unrest, civil disorder, and states of emergency), natural disasters (including fires, earthquakes and floods), and quarantine restrictions, epidemics and pandemics, may have an adverse effect on the Company's operations and financial performance, including the Company's exploration, development and production activities, as well as on its ability to fund those activities.</p> <p>General economic conditions may also affect the value of the Company and its market valuation regardless of its actual performance.</p>

5.5 Speculative investment

The risk factors described above, and other risks factors not specifically referred to, may have a materially adverse impact on the performance of the Company and the value of the Quoted Options.

Prospective investors should consider that an investment in the Company is highly speculative.

There is no guarantee that the Securities offered under this Prospectus will provide a return on capital, payment of dividends or increases in the market value of those Securities.

Before deciding whether to subscribe for the Quoted Options under this Prospectus you should read this Prospectus in its entirety and consider all factors, taking into account your objectives, financial situation and needs.

6. ADDITIONAL INFORMATION

6.1 Company update

On 16 January 2024, the Company received a non-binding proposal from a third party to acquire various core assets of the Company for cash consideration. The Company has now entered a non-binding letter of intent with ANU LLC (a company incorporated in Colorado) (**LOI**). Under the terms of the LOI, the Company is proposing to dispose of Mernova Medicinal Inc., and Health House International Limited to ANU LLC for a cash consideration of USD\$4.65 million (**Sale**). The Sale is conditional on the Company and ANU LLC signing a definitive agreement and satisfying certain conditions, including but not limited to, receiving ASX approval and Shareholder approval (if required). The Company also notes that its Director, Ms Jodi Scott, is also a director of ANU LLC.

6.2 Litigation

(a) Statutory Demand

The Company's wholly owned subsidiary, Health House Pharma Limited received a statutory demand from Gees Pharma Limited, an unsecured creditor, for an amount of GBP77,600 and EUR109,000 (being approximately \$331,650). The Company is currently negotiating with Gees Pharma Limited in an attempt to secure a payment plan rather than crystallising the entire amount.

(b) Statutory Demand

The Company received a statutory demand from Watson Mangioni Lawyers Pty Ltd, an unsecured creditor, for an amount of \$42,603.47. The Company will seek to negotiate with Watson Mangioni Lawyers Pty Ltd to secure a payment plan rather than crystallising the entire amount.

6.3 Continuous disclosure obligations

As set out in the Important Notes Section of this Prospectus, the Company is a disclosing entity for the purposes of section 713 of the Corporations Act. Accordingly, information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Prospectus and the Closing Date:
 - (i) the annual financial report most recently lodged by the Company with the ASIC;

- (ii) any half-year financial report lodged by the Company with the ASIC after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC; and
- (iii) any continuous disclosure documents given by the Company to ASX in accordance with the ASX Listing Rules as referred to in section 674(1) of the Corporations Act after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Prospectus with the ASIC.

Copies of all documents lodged with the ASIC in relation to the Company can be inspected at the registered office of the Company during normal office hours.

Details of documents lodged by the Company with ASX since the date of lodgement of the Company's latest annual financial report and before the lodgement of this Prospectus with the ASIC are set out in the table below.

Date	Description of Announcement
11 March 2024	Response to ASX Query
29 February 2024	FY 2023 Results
29 February 2024	Preliminary Final Report
28 February 2024	Secondary Trading Notice
28 February 2024	Application for quotation of securities - ME1
27 February 2024	Secondary Trading Notice
27 February 2024	Application for quotation of securities - ME1
21 February 2024	Proposed issue of securities - ME1
21 February 2024	Proposed issue of securities - ME1
21 February 2024	Proposed issue of securities - ME1
21 February 2024	Proposed issue of securities - ME1
21 February 2024	Capital Raising & Corporate Update
19 February 2024	Trading Halt
12 February 2024	Mernova Continues Strong Performance in Q1 FY24
7 February 2024	HHI Revenue Update
5 February 2024	Mernova Revenue Update
2 February 2024	Appendix 2A x2 and Secondary Trading Notice
2 February 2024	Completion of Share Consolidation
31 January 2024	Quarterly Activities/Appendix 4C Cash Flow Report
23 January 2024	Results of Meeting
19 January 2024	Change of Director's Interest Notice x 2
19 January 2024	Notification of cessation of securities - ME1
16 January 2024	Mernova Revenue Update and Placement
16 January 2024	Application for quotation of securities - ME1

Date	Description of Announcement
16 January 2024	Proposed issue of securities - ME1
27 December 2023	Notification of cessation of securities - ME1
22 December 2023	Consolidation/Split - ME1
22 December 2023	Notice of General Meeting/Proxy Form
22 December 2023	Proposed issue of securities - ME1
22 December 2023	Proposed issue of securities - ME1
22 December 2023	Proposed issue of securities - ME1
22 December 2023	Proposed issue of securities - ME1
22 December 2023	Company Secretary Appointment/Resignation
14 December 2023	Response to Aware Query
13 December 2023	Group Revenue Update
8 December 2023	Change of Director's Interest Notice
8 December 2023	Change in substantial holding
7 December 2023	Cleansing Notice
7 December 2023	Application for quotation of securities - ME1
7 December 2023	Corporate Update
7 December 2023	Proposed issue of securities - ME1
7 December 2023	Proposed issue of securities - ME1
29 November 2023	Application for quotation of securities - ME1
27 November 2023	Application for quotation of securities - ME1
22 November 2023	Extension of Prospectus Offer Closing Date
22 November 2023	Change of Auditor
21 November 2023	Application for quotation of securities - ME1
20 November 2023	Change of Director's Interest Notice x 4
20 November 2023	Application for quotation of securities - ME1
17 November 2023	Application for quotation of securities - ME1
17 November 2023	Application for quotation of securities - ME1
17 November 2023	Application for quotation of securities - ME1
17 November 2023	Application for quotation of securities - ME1
16 November 2023	Application for quotation of securities - ME1
16 November 2023	Notification regarding unquoted securities - ME1
16 November 2023	Application for quotation of securities - ME1
16 November 2023	Application for quotation of securities - ME1
15 November 2023	Change of Director's Interest Notice
15 November 2023	Health House Australia Revenue Update
13 November 2023	Top 20 Holders

Date	Description of Announcement
13 November 2023	Distribution Schedule
13 November 2023	Application for quotation of securities - ME1
13 November 2023	Cancel - Proposed issue of securities - ME1
13 November 2023	Cancel - Proposed issue of securities - ME1
13 November 2023	Proposed issue of securities - ME1
13 November 2023	Proposed issue of securities - ME1
13 November 2023	Capital Raising Re-Price & Prospectus Offers Extension
10 November 2023	Application for quotation of securities - ME1
10 November 2023	Notification regarding unquoted securities - ME1
10 November 2023	Notification regarding unquoted securities - ME1
9 November 2023	Trading Halt
8 November 2023	Update - Proposed issue of securities - ME1
6 November 2023	Proposed issue of securities - ME1
6 November 2023	Supplementary Prospectus - Bonus Options
3 November 2023	Change of Director's Interest Notice x 4
3 November 2023	Change in substantial holding
3 November 2023	Ceasing to be a substantial holder
2 November 2023	Application for quotation of securities - ME1
2 November 2023	Becoming a substantial holder
2 November 2023	Mernova Revenue Update
31 October 2023	Quarterly Activities/Appendix 4C Cash Flow Report
31 October 2023	Update - Proposed issue of securities - ME1
31 October 2023	Prospectus - Bonus Options
30 October 2023	Application for quotation of securities - ME1
27 October 2023	Proposed issue of securities – ME1
27 October 2023	Proposed issue of securities – ME1
27 October 2023	Cleansing Notice
27 October 2023	Notification regarding unquoted securities – ME1
27 October 2023	Application for quotation of Securities – ME1
27 October 2023	Application for quotation of Securities – ME1
27 October 2023	Application for quotation of Securities – ME1
27 October 2023	Application for quotation of Securities – ME1
27 October 2023	Application for quotation of Securities – ME1
27 October 2023	Application for quotation of Securities – ME1
26 October 2023	Change of Director's Interest Notice
26 October 2023	Notification of cessation of Securities – ME1

Date	Description of Announcement
26 October 2023	Cleansing Notice
26 October 2023	Application for quotation of securities – ME1
26 October 2023	Application for quotation of securities – ME1
26 October 2023	Proposed issue of securities – ME1
26 October 2023	Capital Raising & Corporate Update
26 October 2023	Proposed issue of securities – ME1
26 October 2023	Proposed issue of securities – ME1
26 October 2023	Proposed issue of securities – ME1
24 October 2023	Application for quotation of securities – ME1
24 October 2023	Proposed issue of securities – ME1
24 October 2023	Application for quotation of securities – ME1
24 October 2023	Trading Halt
23 October 2023	Proposed issue of securities – ME1
23 October 2023	Bonus Issue of Options and Other Corporate Updates
20 October 2023	Mernova Q4 Revenue and New Purchase Orders Update
18 October 2023	Application for quotation of securities – ME1
18 October 2023	Application for quotation of securities – ME1
18 October 2023	Application for quotation of securities – ME1
18 October 2023	Application for quotation of securities – ME1
18 October 2023	Results of General Meeting
18 October 2023	Melodiol Group Q3 Revenue Update
16 October 2023	HHI Australian Operations Results Update
12 October 2023	Halucenex Phase II Clinical Trial Update
9 October 2023	Mernova Q3 Revenue Update
25 September 2023	Mernova New Purchase Orders Update
12 September 2023	Proposed issue of securities - ME1
12 September 2023	Notice of General Meeting/Proxy Form
11 September 2023	Mernova Maiden Alberta PO and Revenue Update
5 September 2023	Proposed issue of securities - ME1
4 September 2023	Cleansing Notice
4 September 2023	Debt Restructure Update
4 September 2023	Application for quotation of securities - ME1
4 September 2023	ImpACTIVE Sponsorship Deal & Promising Regulatory Shifts
31 August 2023	Half Year Results Commentary
31 August 2023	Half Yearly Report and Accounts
28 August 2023	Application for quotation of securities - ME1

Date	Description of Announcement
21 August 2023	Mernova Q3 Sales Update
18 August 2023	Restricted Securities to be Released from Escrow
14 August 2023	Cleansing Notice
14 August 2023	Application for quotation of securities - ME1
11 August 2023	Response to ASX Aware Query
9 August 2023	Cleansing Notice
8 August 2023	Application for quotation of securities - ME1
8 August 2023	Application for quotation of securities - ME1
8 August 2023	Proposed issue of securities - ME1
8 August 2023	Proposed issue of securities - ME1
8 August 2023	Proposed issue of securities - ME1
8 August 2023	Capital Raising and Debt to Equity Conversions
4 August 2023	Trading Halt
2 August 2023	LOI for Sale of Sierra Sage and Halucenex to Panacea
31 July 2023	Cancel - Proposed issue of securities - ME1
31 July 2023	Quarterly Activities/Appendix 4C Cash Flow Report
26 July 2023	Mernova Makes Strong Progress on EU GMP Licence Process
24 July 2023	Subsidiary HHI Delivers Strong Revenue & EBITDA in H1 2023
21 July 2023	Notification of cessation of securities – ME1
19 July 2023	Strong Start to Q3 CY2023 with \$1.6m in New Revenue & Pos
13 July 2023	Record Revenue Quarter with Group Sales Up 105%
10 July 2023	Mernova Delivers Record Half Yearly Revenues
7 July 2023	Notification regarding unquoted securities – ME1
7 July 2023	Application for quotation of securities – ME1
6 July 2023	Change of Director's Interest Notice x2
3 July 2023	Health House International Revenue Update
30 June 2023	Appendix 3G
30 June 2023	Appendix 2A
26 June 2023	Appendix 2A
26 June 2023	Appendix 3H
21 June 2023	Appendix 2A
21 June 2023	Change in substantial holding
19 June 2023	Appendix 3B – Amendment
19 June 2023	Appendix 3B
15 June 2023	Appendix 3G
15 June 2023	Appendix 2A

Date	Description of Announcement
15 June 2023	Disclosure Document
14 June 2023	Appendix 3B
14 June 2023	Appendix 2A
14 June 2023	Debt Conversions and Extensions
13 June 2023	Change of Company Name and ASX Code
9 June 2023	Notification regarding unquoted securities - CPH
9 June 2023	LOI to Import MDMA & Psilocybin Treatments to Australia
8 June 2023	Application for quotation of securities - CPH
6 June 2023	Notification of cessation of securities - CPH
5 June 2023	Mernova Appoints CannDelta to Map EU GMP Export Process
2 June 2023	Notification regarding unquoted securities - CPH
2 June 2023	Cleansing Notice - Convertible Notes
31 May 2023	Results of Meeting
24 May 2023	SBC Facility - Second Purchase & Amortisation Payments
24 May 2023	Application for quotation of securities - CPH
24 May 2023	Proposed issue of securities - CPH
24 May 2023	Application for quotation of securities - CPH
24 May 2023	Cleansing Notice
24 May 2023	Application for quotation of securities - CPH
24 May 2023	Notification of cessation of securities - CPH
24 May 2023	Application for quotation of securities - CPH
24 May 2023	Application for quotation of securities - CPH
22 May 2023	Mernova Q2 Sales Update
19 May 2023	Proposed issue of securities - CPH
19 May 2023	Proposed issue of securities - CPH
19 May 2023	Proposed issue of securities - CPH
19 May 2023	Capital Raising & Debt Repayment
17 May 2023	Trading Halt opens
16 May 2023	Completion of Health House International Acquisition
16 May 2023	Notification regarding unquoted securities
16 May 2023	Response to Financial Condition Query
16 May 2023	Application for quotation of securities - CPH
15 May 2023	Results of Meeting
15 May 2023	Creso Pharma Expands Asia Market Footprint
10 May 2023	Response to ASX Price Query
10 May 2023	Sierra Sage Herbs LLC Update

Date	Description of Announcement
8 May 2023	Health House International Transactional and Operational Update
5 May 2023	Court approves Scheme and Scheme becomes effective
5 May 2023	Halucenex Phase II Clinical Trial Update
4 May 2023	Second Court hearing Update
2 May 2023	Application for quotation of securities – CPH
2 May 2023	Results of Scheme Meeting
2 May 2023	HHI: Scheme consideration update
1 May 2023	Notice of Annual General Meeting / Proxy Form
1 May 2023	Mernova – Eighth Province Entry & \$553k in New Pos
28 April 2023	Quarterly Activities / Appendix 4C Cash Flow Report
28 April 2023	Scheme consideration update
21 April 2023	Meeting address and Scheme consideration update
19 April 2023	Mernova – Q1 Cashflow Positive with Record Revenues
14 April 2023	ASX Listing Rule 3.13.1 Notice Regrading AGM
14 April 2023	Notice of General Meeting / Proxy Form
14 April 2023	Scheme consideration update
6 April 2023	February Placement Update & Additional Information
6 April 2023	Correction to ASX Announcement – Scheme consideration update
6 April 2023	Scheme consideration update
31 March 2023	Appendix 4G and Corporate Governance Statement
31 March 2023	Annual Report to Shareholders

ASX maintains files containing publicly available information for all listed companies. The Company's file is available for inspection at ASX during normal office hours.

The announcements are also available through the Company's website <https://melodiologlobalhealth.com/>.

6.4 Market price of Shares and Quoted Options

The Company is a disclosing entity for the purposes of the Corporations Act and its Shares and Quoted Options are enhanced disclosure securities quoted on ASX.

The highest, lowest and last market sale prices of the Shares (on a post-Consolidation basis) on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	(\$)	Date
Highest	\$0.04	24 January 2024

Lowest	\$0.004	22 March 2024
Last	\$0.004	22 March 2024

The highest, lowest and last market sale prices of the Options (ASX:ME1O, ME1OD and ME1OE) (on a post-Consolidation basis) on ASX during the three months immediately preceding the date of lodgement of this Prospectus with the ASIC and the respective dates of those sales were:

	Quoted Option	(\$)	Date
Highest	Option (ASX: ME1O)	\$0.002	15 March 2024
	Option (ASX: ME1OD)	\$0.001	28 February 2024
	Option (ASX: ME1OE)	\$0.005	20 March 2024
Lowest	Option (ASX: ME1O)	\$0.001	19 March 2024
	Option (ASX: ME1OD)	\$0.001	28 February 2024
	Option (ASX: ME1OE)	\$0.001	24 January 2024
Last	Option (ASX: ME1O)	\$0.001	19 March 2024
	Option (ASX: ME1OD)	\$0.001	28 February 2024
	Option (ASX: ME1OE)	\$0.005	22 March 2024

6.5 Interests of Directors

Other than as set out in this Prospectus, no Director or proposed director holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (a) the formation or promotion of the Company;
- (b) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (c) the Offers,

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:

- (d) as an inducement to become, or to qualify as, a Director; or
- (e) for services provided in connection with:
 - (i) the formation or promotion of the Company; or
 - (ii) the Offers.

Security holdings

The relevant interest of each of the Directors in the Securities as at the date of this Prospectus, is set out in the table below:

Director	Shares	Options	Performance Rights
William Lay	2,125,000	1,314,583 ¹	2,500,000 ²
Bruce Linton	657,204 ⁴	1,681,971 ³	Nil
Boaz Wachtel	540,000	146,666 ⁵	Nil
Micheline MacKay	155,983	7,799 ⁶	Nil
Ben Quirin	Nil	100,000 ⁷	Nil
Jodi Scott	13,369,699 ⁸	551,924 ⁹	Nil
Peter Hatfull	Nil	150,000 ¹⁰	Nil

Notes:

- Comprising:
 - 83,333 quoted Options exercisable at \$5.00 each on or before 2 November 2024;
 - 125,000 quoted Options exercisable at \$1.60 each on or before 31 January 2027;
 - 106,250 quoted Options exercisable at \$0.12 each on or before 13 November 2028;
 - 500,000 unquoted Options exercisable at \$3.60 each on or before 6 September 2024; and
 - 500,000 unquoted Options exercisable at \$5.00 each on or before 6 September 2024.
- Which will vest 50% on 31 December 2023 and 50% on 30 June 2024.
- Options consisting of:
 - 136,611 quoted Options exercisable at \$1.60 each on or before 31 January 2027 held directly;
 - 20,360 quoted Options exercisable at \$0.12 each on or before 13 November 2028 held directly;
 - 12,500 quoted Options exercisable at \$1.60 each on or before 31 January 2027 held indirectly through HSBC Custody Nominees (Australia) Limited;
 - 12,500 quoted Options exercisable at \$0.12 each on or before 13 November 2028 held indirectly through HSBC Custody Nominees (Australia) Limited; and
 - 1,500,000 unquoted options Exercisable at \$0.78 each on or before 23 December 2025 held directly.
- Subject to certain milestones being met, up to 1,258,253 Shares (noting that the first milestone was not achieved) will be issued to Bruce Linton as deferred consideration for the acquisition of 100% of Sierra Sage Herbs, LLC. Please refer to Resolution 10 of the notice of meeting dated 11 July 2022 for further details.
- Quoted Options exercisable at \$5.00 each on or before 2 November 2024.
- Quoted Options exercisable at \$0.12 each on or before 13 November 2028.
- Unquoted Options exercisable at \$0.80 each on or before 10 October 2024.
- Subject to certain milestones being met, up to 48,676,904 Shares (noting that the first milestone was not achieved) will be issued to Jodi Scott as deferred consideration for the acquisition of 100% of Sierra Sage Herbs, LLC. Please refer to Resolution 10 of the notice of meeting dated 11 July 2022 for further details.
- Quoted Options exercisable at \$0.12 each on or before 13 November 2028.
- Unquoted Options exercisable at \$0.80 each on or before 30 November 2024.

Remuneration

The remuneration of an executive Director is decided by the Board, without the affected executive Director participating in that decision-making process. The total maximum remuneration of non-executive Directors is initially set by the Constitution and subsequent variation is by ordinary resolution of Shareholders in general meeting in accordance with the Constitution, the Corporations Act and the ASX Listing Rules, as applicable. The determination of non-executive Directors' remuneration within that maximum will be made by the Board having regard to the inputs and value to the Company of the respective contributions by each non-executive Director. The current amount has been set at an amount not to exceed \$500,000 per annum.

A Director may be paid fees or other amounts (i.e. non-cash performance incentives such as Options, subject to any necessary Shareholder approval) as the other Directors determine where a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. In addition, Directors are also entitled to be paid reasonable travelling, hotel and other expenses incurred by them respectively in or about the performance of their duties as Directors.

The following table shows the total (and proposed) annual remuneration paid to both executive and non-executive Directors.

Director	Proposed remuneration for the FY ending 31 December 2024 ¹	FY ended 31 December 2023	FY ended 31 December 2022
Ben Quirin ²	\$80,000	\$81,972 ³	\$18,413
Jodi Scott ⁴	Nil	USD\$274,038	\$88,188
Bruce Linton ⁵	\$80,000	\$82,720 ⁶	\$93,504
Boaz Wachtel ²	\$80,000	\$80,000	\$120,000
Micheline MacKay	CAD\$196,000	CAD\$248,077 ⁷	\$185,135
Peter Hatfull ²	\$80,000	\$83,256 ⁸	\$6,969
William Lay ⁹	CAD\$386,000	CAD\$894,875 ¹⁰	\$389,043

Notes:

1. Proposed cash figure estimates only.
2. Eight months of salary is outstanding as at the date of this Prospectus.
3. Appointed on 10 October 2022. Comprising of base salary is \$80,000, and 2,000,000 Options valued at \$1,972.
4. Appointed on 10 October 2022. USD\$250,000 is the base salary and \$24,038 is the overpayment which is being dealt with accordingly.
5. Seven months of salary is outstanding as at the date of this Prospectus.
6. Appointed on 17 January 2022. Comprising of base salary is \$80,000 and 2,732,213 Options valued at \$2,720.
7. Appointed on 17 January 2022. Comprising of base salary of CAD\$175,000 from 26 April 2023, CAD\$50,000 cash bonus proposed to be paid and CAD\$25,000 worth of Shares for her performance in the financial year ended 31 December 2022. The payment of this bonus by the Company remains outstanding as at the date of this Prospectus.
8. Appointed on 30 November 2022. Comprising of base salary of \$80,000 and includes 3,000,000 Options valued at \$3,256.

9. Five and half months of salary is outstanding as at the date of this Prospectus.
10. Appointed on 17 January 2022. Comprising of base salary of CAD\$386,000, 7,500,000 Performance Rights valued at \$575,000 and 10,000,000 Options valued at \$28, 25,000,000 Shares valued at \$175,000 and 50,000,000 Performance Rights valued at \$350,000 (\$233,333 was recognised in 2023). The Company notes that the Performance Rights were valued at time of issuance, which has declined significantly since.

6.6 Interests of experts and advisers

Other than as set out below or elsewhere in this Prospectus, no:

- (a) person named in this Prospectus as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- (b) promoter of the Company; or
- (c) underwriter (but not a sub-underwriter) to the issue or a financial services licensee named in this Prospectus as a financial services licensee involved in the issue,

holds, or has held within the 2 years preceding lodgement of this Prospectus with the ASIC, any interest in:

- (d) the formation or promotion of the Company;
- (e) any property acquired or proposed to be acquired by the Company in connection with:
 - (i) its formation or promotion; or
 - (ii) the Offers; or
- (f) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of these persons for services provided in connection with:

- (g) the formation or promotion of the Company; or
- (h) the Offers.

Steinepreis Paganin has acted as the solicitors to the Company in relation to the Offers. The Company estimates it will pay Steinepreis Paganin \$15,000 (excluding GST and disbursements) for these services.

6.7 Consents

Chapter 6D of the Corporations Act imposes a liability regime on the Company (as the offeror of the Quoted Options), the Directors, the persons named in the Prospectus with their consent as proposed directors, any underwriters, 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;
- (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; and
- (c) has not withdrawn its consent prior to the lodgement of this Prospectus with the ASIC.

Steinepreis Paganin has given its written consent to being named as the solicitors to the Company in this Prospectus.

6.8 Expenses of the Offers

The total expenses of the Offers are estimated to be approximately \$50,000 (excluding GST) and are expected to be applied towards the items set out in the table below:

	\$
ASIC fees	3,206
ASX fees	27,936
Legal fees	15,000
Distributions and miscellaneous items	3,858
Total	50,000

7. DIRECTORS' AUTHORISATION

This Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Prospectus with the ASIC.

8. GLOSSARY

\$ or **A\$** means the lawful currency of the Commonwealth of Australia.

CAD\$ means Canadian dollar.

Application Form means an application form in respect of the Offers either attached to or accompanying this Prospectus.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by it as the context requires.

ASX Listing Rules means the listing rules of the ASX.

ASX Settlement Operating Rules means the settlement rules of the securities clearing house which operates CHESS.

Azalea Consulting means Azalea Consulting Pty Ltd (ACN 080 922 603).

Board means the board of Directors unless the context indicates otherwise.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day and any other day that ASX declares is not a business day.

Cleansing Offer means the offer of up to 10,000 Shares at an issue price of \$0.004 for the purpose set out in Section 2.2.

Closing Date means the date specified in the timetable set out at Section 1 (unless extended).

Company means Melodiol Global Health Limited (ACN 609 406 911).

Consolidation has the meaning given in Section 1.2.

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

Corporations Act means the *Corporations Act 2001* (Cth).

Debt Conversion has the meaning given in Section 1.2.

Debtors has the meaning given in Section 1.2.

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

EverBlu or **EverBlu Capital** means EverBlu Capital Pty Ltd (ACN 612 793 683).

General Meeting has the meaning given in Section 1.2.

Group means the Company and each of its subsidiaries.

Listing Rules means the listing rules of the ASX.

Loan has the meaning given in Section 1.2.

Mernova means Mernova Medical Inc. a company registered in Canada.

Nandil has the meaning given in Section 1.2.

Notice of Meeting has the meaning given in Section 1.2.

October Placement has the meaning given in Section 1.2.

Offers means the Options Offer and Cleansing Offer.

Official Quotation means official quotation on ASX.

Opening Date means the date specified in the timetable set out at Section 1.

Option means an option to acquire a Share.

Optionholder means a holder of an Option.

Options Offer means the offer of up to 53,085,125 Quoted Options to various placement participants and creditors on the basis of the allocations set out at Section 2.1.

Performance Rights means performance rights that can convert into Shares subject to satisfaction of vesting conditions.

Placement Participants has the meaning given in Section 1.2.

Prospectus means this prospectus.

Quoted Options means the Options offered under the Options Offer, being quoted Options exercisable at \$0.12 (on a post-Consolidation basis) each on or before 13 November 2028, being the Options currently trading on the ASX under the code 'ME1OE' and on the terms and conditions set out in Section 4.2.

Remaining Lenders has the meaning given in Section 1.2.

Section means a section of this Prospectus.

Secured Loan Agreement means the secured convertible notes announced on 1 November 2022, 15 December 2022 and 6 March 2023.

Securities means Shares, Options, Performance Rights, performance shares and/or convertible notes, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

USD\$ means the lawful currency of the United States of America.