

# OFFER DOCUMENT ENTITLEMENT ISSUE

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Fertoz Limited  
ACN 145 951 622

For a non-renounceable entitlement issue of 1 Share for every 7 Shares held by Eligible Shareholders registered at the Record Date at an issue price of A\$0.05 (5 cents) per Share to raise up to approximately A\$1,109,440 before costs.

## IMPORTANT INFORMATION

This Offer Document is provided for information purposes only and is not a prospectus, product disclosure statement or other form of disclosure document.

This Offer Document is dated 8 March 2021. This Offer Document does not contain all the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, Securities offered under this Offer Document.

This Offer Document should be read in its entirety before deciding whether to apply for the Shares offered under this document. If after reading this Offer Document, you have any questions about the Offer or this Offer Document or any other matter, then you should consult your stockbroker, accountant or other professional adviser.

This Offer Document is not for distribution in the United States of America or US persons.

The Securities offered by this Offer Document should be considered speculative.

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## 1. Key details of Offer

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### 1.1 Key terms of Offer

| Detail                                   | Terms  |
|--|--|
| Issue Price                              | A\$0.05 (5 cents)  |
| Entitlement of each Eligible Shareholder | 1 New Share for every 7 Shares held at 7pm (AEDT) on the Record Date |
| Minimum Subscription                     | Nil  |

### 1.2 Key indicative dates\*

| ACTION   | Date*                       |
|--|-----------------------------|
| Announcement of Offer  | 8 March 2021                |
| Cleansing Notice and Lodgement of Offer Document and Appendix 3B with ASX                                | 8 March 2021                |
| Ex Date<br><br>(Date from which Shares commence trading without Entitlement to participate in the Offer) | 10 March 2021               |
| Record Date for determining Entitlements of Eligible Shareholders to participate in the Offer            | 11 March 2021 at 7pm (AEDT) |
| Offer Document despatched to Eligible Shareholders and Company announces despatch has been completed     | 16 March 2021               |
| Opening Date   | 16 March 2021               |
| Closing Date (Last day for acceptance and payment of Entitlements in full or in part)                    | 30 March 2021 at 5pm (AEDT) |
| Securities quoted on a deferred settlement basis   | 31 March 2021               |
| Announcement of results of Offer and ASX notified of Shortfall   | 6 April 2021                |
| Expected date of allotment of New Shares applied for under the Offer                                     | 8 April 2021                |
| Quotation and Trading of New Shares starts   | 9 April 2021                |
| Expected date of despatch of Holding Statements (for New Shares)   | 13 April 2021               |

\*The above timetable is indicative only and subject to change. Subject to the ASX Listing Rules, the Directors reserve the right to vary these dates, including the Closing Date, without prior notice. The Directors may extend the period of the Offer or bring forward the Closing Date at their discretion. Any change to the Closing Date will have a consequential effect on other dates. If the Offer is withdrawn, Application Money will be returned without interest.

## 2. Chairman's Letter

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Dear Shareholders,

On behalf of the Board of Fertoz Limited (**Company**), I am pleased to invite you to participate in this non-renounceable entitlement issue of 1 Share for every 7 Shares held by Eligible Shareholders in the Company as at the Record Date, being 7pm AEDT on 11 March 2021, at an issue price of A\$0.05 (5 cents) to raise up to A\$1,109,440 (before costs and expenses of this entitlement issue) (**Offer**).

As reported in the recent December quarterly (ASX 29 Jan 2021) after a challenging 2020 year in both our North American and Australian operations Fertoz managed solid results across the Group. Fertoz expanded its distribution partners in North America, increased Company sales overall with a strong 4Q 2020 and has commenced 2021 with a regular order flow in Q1 2021; stronger than any prior years. Australia has announced price increases to cover higher freight costs however with solid rainfall in Eastern Australia is experiencing a strong start to the 2021 year.

The Company opened a new sales channel in late 2020; the ability to order Fertoz products through its website, [www.fertoz.com](http://www.fertoz.com). The channel is already gaining awareness from small organic farmers and home gardeners on the West Coast of America and early sales are encouraging.

The Board and management recently completed a scoping study to further reduce costs across the North American granulated phosphate line of products. Implementing this business plan will result in significant savings and improve Group margins. Benefits will accrue in the 2H 2021 and assist the Company's target to achieve positive cashflow from operations in the 2021 fiscal year.

The rights issue primarily will assist with working capital requirements as sales expand in all geographies in Fertoz; North America, Australia and South East Asia. US\$240,000 is budgeted for capex into a granulation partnership that as previously mentioned is expected to materially improve Fertoz's granulated phosphate sales margin.

And finally, the Board and management of Fertoz wish to emphasise that the Group continues to drive to be the largest **carbon negative** supplier of organic inputs in North America and Australia.

As part of that focus, Fertoz is establishing its transparency and commitment to Environment, Social and Governance (ESG) best practice and sector leadership. Further progress will be reported on ESG developments in coming months as well Fertoz establishing itself as a carbon negative organic phosphate supplier. Mining, processing and delivering rock phosphate is approximately 1/6<sup>th</sup> of the emissions and impact as conventional fertilizers, and has far less overall environmental impacts. Fertoz is actively working with farmers to generate meaningful on-farm carbon credits (which increasingly have commercial value) and enhance sustainable carbon sequestration as part of a larger effort to mitigate the greenhouse effect. The Company believes strongly in partnering with farmers in developing leading sustainable agricultural practices. This in turn will drive demand for Fertoz's rock phosphate which positively contributes to these efforts both on organic farms but increasing interest and demand on conventional farm properties.

Under the Offer, Eligible Shares may subscribe for 1 Share for every 7 existing Shares held as at 7pm (AEDT) on the Record Date of 11 March 2021 at an issue price of A\$0.05 (5 cents) per new Share.

The issue price for the Shares offered under this Offer Document reflects a 23% discount to A\$0.065, being the last closing price of the Company's Shares on the ASX on 5 March 2021. Reflecting their commitment to the Company, I am pleased to confirm that the Directors and their associated entities, who hold Shares on the Record Date, intend to take up their full Entitlement.

### **Further information**

Eligible Shareholders should be aware that subscribing for Securities involves a number of risks. The key risk factors of which investors should be aware are set out in **section 8** of this Offer Document. Eligible Shareholders should carefully consider the risk factors that affect the Company specifically.

Further information about the Offer and your entitlement to participate in the Offer is set out in this Offer Document, which you should read in its entirety before deciding whether to participate in the Offer.

On behalf of the Board, I would like to thank you for your continued support and encourage you to carefully consider this investment opportunity.

Yours Sincerely,

Pat Avery  
Executive Chairman  
Ferto Limited

### **3. Important Information**

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This Offer Document is dated 8 March 2021 and a copy of this Offer Document was given to ASX on that date. This Offer Document is not a prospectus, product disclosure statement or other form of disclosure document under the Corporations Act and has not been lodged with ASIC. Neither ASX nor ASX takes any responsibility as to the contents of this Offer Document.

The Offer Document is for information purposes only. The information in this Offer Document is not intended to be comprehensive and should be read in conjunction with the more detailed information released by the Company under its continuous disclosure obligations.

#### **3.1 Investment decisions**

The information contained in this Offer Document is not financial product advice and is not intended to be relied on as advice. The Offer contained in this Offer Document does not take into account the investment objectives, financial situation and particular needs of any Investor. Before deciding to invest in the Company, potential investors should read the entire Offer Document and in particular the technical information and risk factors that could affect the future operations and activities of the Company and consult their professional advisers. An investment in the New Shares that are offered under this Offer Document should be considered speculative.

#### **3.2 Additional information available under the Company's continuous disclosure obligations**

The Company is subject to continuous disclosure obligations under the ASX Listing Rules. You can find market releases by the Company at [www.asx.com.au](http://www.asx.com.au) under the code "FTZ".

The Company may, during the period of the Offer, make additional releases to the ASX. To the maximum extent permitted by law, no release by the Company to the ASX will permit an Applicant to withdraw any previously submitted application without the Company's prior consent.

#### **3.3 Disclaimer**

This Offer Document has been prepared by the Company. No party other than the Company has authorised or caused the issue of this Offer Document or takes responsibility for, or makes any statements, representations or undertakings in, this Offer Document.

No person is authorised to give any information or to make any representations in connection with the Offer which is not contained in this Offer Document. Except for any periodic or specific releases by the Company at [www.asx.com.au](http://www.asx.com.au) under the code "FTZ", any information or representation not contained in this Offer Document may not be relied on as having been authorised by the Company in connection with the Offer.

No person named in this Offer Document guarantees the Company's performance or any return on investment made pursuant to this Offer Document. Any references to information on the Company's website are provided for convenience only. No document or other information included on the Company's website is incorporated by reference into this Offer Document.

#### **3.4 Offer is only made in Australia and New Zealand**

This Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. In particular, this Offer Document may not be distributed to any person and the New Shares and the Entitlements may not be offered or sold, in any country outside Australia and New Zealand, except to the extent permitted below.

The Company has decided that it is unreasonable to make offers under this Offer Document to Shareholders with registered addresses outside Australia and New Zealand having regard to the number of Shareholders in those places, the number and value of the New Shares they would be offered and the cost of complying with the legal and regulatory requirements

in those places. Accordingly, the Offer is not being extended to and does not qualify for distribution or sale by, and no New Shares will be issued to Shareholders having registered addresses outside of Australia and New Zealand as at the Record Date.

The distribution of this Offer Document in jurisdictions outside Australia may be restricted by law and persons who come into possession of this Offer Document should seek advice on and observe any of these restrictions. Failure to comply with these restrictions may violate securities laws. Applicants who are resident in countries other than Australia should consult their professional advisers as to whether any governmental or other consents are required or whether any other formalities need to be considered and followed. In particular, this Offer Document may not be distributed in the United States or any other country except Australia and New Zealand and, where outside Australia, in the manner expressly permitted below.

#### Eligible Shareholders in New Zealand

The Offer to Shareholders resident in New Zealand is made pursuant to the New Zealand *Securities Act (Overseas Companies) Exemption Notice 2013*. Pursuant to this Act, the only members of the public to whom the Shares are offered in New Zealand under the Offer are those who, at the time of the Offer, are holders of Shares in the Company.

This Offer Document is not an investment statement or prospectus under the New Zealand law and may not contain all the information that an investment strategy or prospectus under New Zealand law is required to contain.

As the ASX does not operate in New Zealand, the way in which the market operates, the regulation of participants in that market, and the information available to you about the securities and trading may differ from securities markets that operate in New Zealand.

### **3.5 US Shareholders**

Neither the Offer nor this Offer Document constitutes an offer for sale of New Shares or any right to a Security in the United States or to “U.S. Persons” as that term defined for the purposes of the Securities Act 1933 of the United States (**Securities Act**). The New Shares and the rights of Eligible Shareholders under this Offer have not been, and will not be, registered under the Securities Act and no securities of the Company may be offered or sold within the United States or to U.S. Persons unless they are registered under the Securities Act or an exemption under the Securities Act is available.

### **3.6 Forward-looking statements**

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'plan', 'anticipate', '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 Offer Document, 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 management of the Company.

We cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Offer Document will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

### **3.7 Risk factors**

Potential investors should be aware that subscribing for Securities in the Company involves a number of risks. The key risk factors of which investors should be aware are set out in section 8 of this Offer Document. Potential investors should carefully consider all the risk factors that affect the Company specifically.

### **3.8 Defined terms and abbreviations**

Terms and abbreviations used in this Offer Document are defined in section 10 of this Offer Document. All financial amounts shown in this Offer Document are expressed in Australian dollars unless otherwise stated.

### **3.9 Enquiries**

Any questions concerning the Offer should be directed to Justyn Stedwell, Non-Executive Director and Company Secretary on (+ 61 3) 8395 5446.

## 4. Details of the Offer

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### 4.1 The Offer

The Company is making a non-renounceable pro-rata entitlement issue offering of 1 Share for every 7 Shares held by Eligible Shareholders registered as at 7pm (AEDT) on the Record Date at an issue price of A\$0.05 (5 cents) per Share (**New Share**). Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as at the date of this Offer Document, a maximum of 22,188,804 New Shares will be issued pursuant to this Offer to raise up to approximately A\$ 1,109,440 (before costs of this Offer).

All New Shares issued under this Offer Document will have the rights attaching to those securities as set out in **sections 4.11 and 7** of this Offer Document.

The intended use of funds raised is set out in **section 6.1** of this Offer Document.

### 4.2 Minimum subscription

There is no minimum subscription in respect of the Offer.

### 4.3 Issue price

The issue price is A\$0.05 (5 cents) for each New Share subscribed, payable in full in Australian currency on the acceptance of the Offer by cheque, money order or via BPAY® on the individual entitlement form.

Your completed Entitlement and Acceptance Form must reach the Share Registry and your payment must be received by the Company by no later than 5pm (AEDT) on the Closing Date.

### 4.4 Purpose of the Offer

The purpose of the offer is to secure sufficient funds to enable the Company to implement the following:

- Purchase and install a granulator to enable the Company to undertake its own granulation processing near Butte, Montana
- Implement the Company's ESG strategy including securing third party accreditation for the Company's carbon negative position
- Working capital to enable the Company to secure larger orders from companies seeking organic fertilizers to improve yields and reduce carbon emissions

### 4.5 Record Date and Entitlement

Details of how to apply under the Offer are set out in **Section 5** of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer is to be determined by reference to the number of Shares held by them in the Company as recorded in the Company's share register as at 7pm (AEDT) on the Record Date.

Each Eligible Shareholder's Entitlement is shown on the personalised Entitlement and Acceptance Form accompanying this Offer Document.

## **4.6 Eligibility to Participate in the Offers**

### **4.6.1 Eligible Shareholders**

The Offer is made to, and can only be participated by, Eligible Shareholders only.

An 'Eligible Shareholder' is any person or entity who is registered, in the Register of Members, as a holder of any Shares in the Company in its own names as at 7pm (AEDT) on the Record Date where the person or entity has a registered address in the Register of Members in Australia, or New Zealand.

Applications for New Shares by Eligible Shareholders can only be made on an original Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement of Eligible Shareholders will be shown on the Entitlement and Acceptance Form accompanying this Offer Document.

#### *Eligible Shareholders in New Zealand*

The Offer is being made in New Zealand pursuant to the *Securities Act (Overseas Companies) Exemption Notice 2013*.

The Offer Document has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority. It is not a product disclosure statement or disclosure document under New Zealand law and is not required to, and may not, contain all the information that a product disclosure statement or disclosure document under New Zealand law is required to contain.

### **4.6.2 Ineligible Shareholders**

This Offer 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 Offer Document.

It is not practicable for the Company to comply with the securities laws of overseas jurisdictions having regard to the number of overseas Shareholders, the number and value of Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction. Accordingly, the Offer is not being extended and Shares will not be issued to Shareholders with a registered address which is outside Australia and New Zealand as at 7pm (AEDT) on the Record Date (**Ineligible Shareholders**).

### **4.6.3 Nominees and custodians**

Nominees and custodians that hold Shares should note that the Entitlement Offer is available only to Eligible Shareholders. Accordingly, only nominees and custodians with registered addresses in Australia or New Zealand (or who contact or are contacted by the Company and can demonstrate to the satisfaction of the Company that their participation in the Entitlement Offer would not constitute a violation of securities laws in their jurisdiction) will be entitled to participate. Nominees and custodians resident in Australia and New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

### **4.6.4 Opening and Closing Dates**

The Offer opens for acceptances on the Opening Date and all acceptances and payments must be received by the Share Registry by 5pm (AEDT) on the Closing Date.

To apply for New Shares under the Offer, an Eligible Shareholder must complete their Entitlement and Acceptance Form and lodge it with payment of the relevant Application Money by no later than 5pm (AEDT) on the Closing Date. Please refer to **section 5** of this Offer Document for further information about applying for New Shares under the Offer.

The Directors may at any time decide to withdraw this Offer Document and the Offer of New Shares made under this Offer Document in which case, the Company will return all Application Monies (without interest) within 28 days of giving such notice of withdrawal.

#### **4.7 Shortfall and oversubscription**

A Shortfall will arise if the applications for New Shares in the Entitlement and Acceptance Forms received from Eligible Shareholders under the Offer before 5pm (AEDT) on the Closing Date are less than the total number of New Shares offered.

This Entitlement Offer includes the Shortfall Share Offer whereby Eligible Shareholders (excluding directors and all other Related Parties of the Company) may, in addition to applying for their Entitlement, apply for Shortfall Shares. The issue price of the New Shares to be issued pursuant to the Shortfall Share Offer is \$0.05, being the same as the Issue Price under the Entitlement Offer.

Eligible Shareholders who want to apply for Shortfall Shares should insert the number of Shortfall Shares they want to apply for in the appropriate section of the Entitlement and Acceptance Form. Any Shortfall Shares that are applied for must be paid for at the same time and in the same way that the New Shares to be issued pursuant to the acceptance of Entitlements are paid for. There is no guarantee that Eligible Shareholders will receive any or all of the Shortfall Shares they apply for.

If any Shortfall remains after the Closing Date, the Directors reserve the right to place the Shortfall Shares to those Eligible Shareholders that applied for them on a pro rata basis within three months after the Closing Date in accordance with the Corporations Act and the ASX Listing Rules (**Shortfall Placement**).

In the event the total number of New Shares applied for by Eligible Shareholders including Shortfall Shares, exceeds the total of New Share on offer (**Oversubscription**), the Directors reserve the right to accept Shortfall Share applications so as to increase the Offer to raise up to A\$ 1,500,000 (before costs of this Offer) and place any additional New Shares to the Eligible Shareholders within three months after the Closing Date in accordance with the Corporations Act and the ASX Listing Rules.

No New Shares will be issued to any Eligible Shareholder under the Shortfall Placement or Oversubscription if, in the view of the Directors, to do so would increase that Eligible Shareholder's voting power in the Company above 20%, unless exempted under exemption 9 in section 611 of the Corporations Act, or otherwise result in a breach of the ASX Listing Rules, the Corporations Act or any other applicable law.

#### **4.8 Section 606 of the Corporations Act**

The Company has not sought relief from the application of section 606 of the Corporations Act to the issue or acquisition of New Shares under this Offer. Any Shareholder who may be at risk of exceeding the restrictions on acquiring a relevant interest in voting Shares in the Company under Section 606 of the Corporations Act as a result of applying for any New Shares should seek professional advice before completing and returning an Entitlement and Acceptance Form.

The Company expressly disclaims any responsibility for ensuring that you do not breach section 606 of the Corporations Act as a result of apply for any New Shares.

#### **4.9 Non-renounceable offer**

The Entitlement to the New Shares under the Offer is non-renounceable. Accordingly, there will be no trading rights on the ASX (or any other exchange) and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by 5pm (AEDT) on the Closing Date, the Offer to you will lapse, you will receive no benefit and your interest in the Company may be diluted. Please refer to **Sections 6.3** and **6.4** of this Offer Document for details of the effect of the Offer on the control and capital structure of the Company.

#### **4.10 No underwriting**

The Offer is not underwritten.

#### **4.11 Rights attaching to New Shares**

New Shares issued pursuant to the Offer will be fully paid and rank equally with all other issued Shares, including in respect of dividends.

The rights attaching to New Shares are set out in the Constitution and are regulated by the Corporations Act, the ASX Listing Rules and general law.

Please refer to **sections 7** of this Offer Document for a summary of the rights attaching to the New Shares.

#### **4.12 Acceptance**

Acceptance of the Offer must be made by submitting the Entitlement and Acceptance Form accompanying this Offer Document on or before the Closing Date.

Instructions for accepting your Entitlement, are set out in **section 5** of this Offer Document and on the Entitlement and Acceptance Form which accompanies this Offer Document.

A copy of this Offer Document and the Entitlement and Acceptance Form will be sent to each Eligible Shareholder and will also be available from the Company by contacting the Company secretary, Mr Justyn Stedwell on 03 8395 5446.

#### **4.13 ASX listing**

Application for Official Quotation of the New Shares offered pursuant to this Offer Document will be made in accordance with the timetable set out at the commencement of this Offer Document.

The fact that ASX may grant Official Quotation to the New Shares is not to be taken in any way as an indication of the merits of the Offer or an interest in the Company.

#### **4.14 Allotment**

New Shares issued pursuant to the Offer will be allotted in accordance with the ASX Listing Rules and timetable set out in **Section 1.2** of this Offer Document.

Pending the allotment and issue of the New Shares or payment of refunds under this Offer Document, all Application Monies will be held by the Company in trust for the Investor in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Investor waives the right to claim interest.

Holding statements for New Shares issued under the Offer will be mailed in accordance with the ASX Listing Rules and the timetable set out in **section 1.2** of this Offer Document.

#### **4.15 Offer Document and the Corporations Act**

This Offer Document is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) without disclosure to investors under Part 6D.2 of the Corporations Act.

Accordingly, neither this Offer Document nor the Entitlement and Acceptance Form is required to be lodged or registered with ASIC and no prospectus for the Offer will be prepared. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would ordinarily expect in, a prospectus.

In accordance with the conditions imposed on the Company by section 708AA of the Corporations Act, the Company provided ASX with a notice that complied with the requirements of section 708AA(7) on 8 March 2021. The notice was required to:

- (a) set out information that had been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and that investors and their professional advisers would reasonably require, and would reasonably expect to find in a disclosure document, for the purpose of making an informed assessment of:
  - (i) assets and liabilities, financial position and performance, profits and losses and prospects of the Company; or
  - (ii) the rights and liabilities attaching to the New Shares offered under this Offer Document; and
- (b) state the potential effect of the issue of the New Shares offered under this Offer Document on the control of the Company and the consequences of that effect.

#### **4.16 Discretions**

Without limiting the other powers and discretions set out in this Offer Document, the Directors (or their delegate for this purpose) may implement the Offer in the manner they think fit and settle any difficulty, anomaly or dispute which may arise either generally or in a particular case in connection with, or by reason of, the operation of the Offer or a matter in this Offer Document, as they think fit, whether generally or in relation to any Shareholder, any New Shares, and the determination of the Directors (or their delegate) is conclusive and binding on all relevant Shareholders and other persons to whom the determination relates.

#### **4.17 Enquiries**

Any questions concerning the Offer should be directed to Justyn Stedwell, Non-Executive Director and Company Secretary on (+ 61 3) 8395 5446.

## 5. Actions required from the Eligible Shareholders

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### 5.1 What Eligible Shareholders May Do

The number of New Shares to which you are entitled is shown on the Entitlement and Acceptance Form.

You may:

- Take up all of your Entitlement; or
- Take up part of your Entitlement and allow the balance of your Entitlement to lapse; or
- Allow all of your Entitlement to lapse.

If you have more than one holding of Shares, you will be sent more than one Entitlement and Acceptance Form and you will have separate Entitlements for each separate holding. A separate Entitlement and Acceptance Form and payment of Application Money must be completed for each separate Entitlement you hold.

Entitlement and Acceptance Forms (and payments for any Application Money) will not be accepted at the Company's registered or corporate office or at offices of the Share Registry.

### 5.2 If you do not wish to accept any of your Entitlement

If you do not wish to accept any of your Entitlement, you are not obliged to do anything. In that case, New Shares not accepted by 5pm (AEDT) on the Closing Date will become Shortfall Shares and you will receive no benefit.

### 5.3 How to take up some or all of your Entitlement

If you wish to take up some or all of your Entitlement and pay for the New Shares by cheque, money order or bank draft, you should complete the Entitlement and Acceptance Form (for all of the New Shares offered to you or such lesser number you wish to accept) in accordance with the instructions set out on the form.

All completed Entitlement and Acceptance Forms and Application Monies must be received by the Closing Date, at the Share Registry at the following address:

**Computershare Investor Services Pty Limited  
GPO Box 505, Melbourne, Vic 3001**

An Eligible Shareholder may pay the Application Monies by cheque, money order or via BPAY®. All cheques must be in Australian currency and made payable to "Fertoz Limited" and crossed "Not Negotiable".

Do not send cash. Receipts for payment will not be forwarded to Shareholders who subscribe for New Shares.

Your completed Entitlement and Acceptance Form, once sent to the Company, cannot be withdrawn.

#### **Pay by BPAY®**

Alternatively, you may wish to make payment through the BPAY® facility. Payment by BPAY® should be made in accordance with the instructions set out on the Entitlement and Acceptance Form using the reference number shown on the form and must be made by 5pm (AEDT) on the Closing Date. The reference number is used to identify your holding. If you

have multiple holdings you will also have multiple reference numbers. You must use the reference number shown on each Entitlement and Acceptance Form to pay for each holding separately.

**If you make your payment by BPAY® you do not need to lodge the Entitlement and Acceptance Form.**

Your BPAY® payment cannot be withdrawn.

If you take up only some of your Entitlement, the balance will lapse. In that case, New Shares not taken up by 5pm (AEDT) on the Closing Date will become Shortfall Securities and you will receive no benefit for those New Shares not taken up.

#### **5.4 Acceptance**

Receipt of your payment will constitute acceptance in accordance with, and your agreement to, the terms of the Offer, including those set out in this Offer Document. You should note that the Company is not required to issue any New Shares to a person accepting the Offer under this Offer Document unless:

- (a) the Share Registry receives a completed Entitlement and Acceptance Form and a cheque money order or bank draft for the full amount due in respect of the New Shares prior to 5pm (AEDT) on the Closing Date; and
- (b) either:
  - there are sufficient funds in the account on which the instrument is drawn so that the instrument clears in favour of the Company when it is first presented for payment; or
  - payment is received via the BPAY® facility for the relevant number of New Shares at or prior to 5pm (AEDT) on the Closing Date.

By lodging a completed Entitlement and Acceptance Form, the Applicant is taken to have warranted to and for the benefit of the Company that it is able to participate in the Offer without breaching any applicable law or regulation (including, without limitation, the regulations set out in **section 4.6.1** of this Offer Document). Each Applicant should seek professional advice before doing so if there is any doubt about this.

If the Entitlement and Acceptance Form is not completed correctly it may still be treated as a valid acceptance for New Shares. The Directors' (or their delegates') decision whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

#### **5.5 Allow Entitlement to lapse**

The rights to which you are entitled may be valuable. If you decide not to take up some or all of your rights, the rights not taken up will lapse. If you do not wish to exercise any of your Entitlement, you are not required to do anything. In that case, your Entitlement will lapse without any benefit to you.

#### **5.6 Enquiries concerning Entitlement and Acceptance Form**

If you have any questions on how to complete the Entitlement and Acceptance Form you should contact the Company.

## 6. Use of Funds Raised and Effect of the Offer on the Company

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### 6.1 Use of funds raised

Funds will be used for the following:

- US\$240,000 for a 3tph (25,000tpa) granulator
- US\$400,000 working capital to secure additional orders
- US\$50,000 for implementation of and third-party accreditation of the Company's ESG strategy and carbon footprint
- AUD \$30,000 for expenses related to the Offer
- AUD \$182,644 for other working capital and corporate costs

### 6.2 Effect of the Offer on the financial position of the Company

Assuming the Entitlement is fully subscribed under this Offer, no additional Shares are issued prior to the Record Date and no Existing Options are exercised, the principal effect of the Offer will be to:

- (a) increase the cash reserves and issued paid up capital by up to approximately A\$1,109,440 immediately after completion of the Offer prior to deducting the estimated expenses of the Offer; and
- (b) increase the total number of Shares on issue from 155,321,628 up to 177,510,442 following completion of the Offer.

### 6.3 Effect of Offer on capital structure

Assuming no further Shares are issued and no Options are exercised, and all Entitlements are fully subscribed, the effect of the Offer on the capital structure of the Company upon completion of the Offer, will be set out below.

| Shares (Note 1)  | Number             |
|--|--------------------|
| Shares on issue as at the Record Date                      | 155,321,628        |
| Maximum number of New Shares offered pursuant to the Offer | 22,188,814         |
| <b>Total Shares on issue after completion of the Offer</b> | <b>177,510,442</b> |

Note:

1. The number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.

### 6.4 Effect of Offer on control of the Company

The potential effect that the issue of the New Shares under the Offer will have on the control of the Company, and the consequences of that effect, will depend on a number of factors including the level of Eligible Shareholder's participation in the Offer, which Eligible Shareholders participate.

If the Eligible Shareholders take up their Entitlement in full, and if all the New Shares to which Ineligible Shareholders would otherwise be entitled, are issued, the issue of the New Shares under the Offer will have no actual or potential effect or consequences on the control of the Company.

However, Shareholders should note that if Eligible Shareholders do not participate in the Offer in full or in part, their holdings could be diluted by up to 20%.

Additionally, the Offer is not being extended to Ineligible Shareholders. As such, the holdings of the Ineligible Shareholders will be diluted by a maximum of 20% in the event that the Entitlement is fully subscribed.

Examples of how the dilution may impact Shareholders who do not take up the Entitlement in full or in part are set out in the table below:

| Holder        | Holding as at Record date | % at Date | Record | Entitlements under the Offer | Holdings if Offer not taken up | % post Offer |
|---------------|---------------------------|-----------|--------|------------------------------|--------------------------------|--------------|
| Shareholder 1 | 12,000,000                | 7.73%     |        | 1,714,286                    | 12,000,000                     | 6.76%        |
| Shareholder 2 | 4,000,000                 | 2.57%     |        | 571,429                      | 4,000,000                      | 2.25%        |
| Shareholder 3 | 1,000,000                 | 0.64%     |        | 142,858                      | 1,000,000                      | 0.56%        |

**Notes:**

1. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are subsequently placed. In the event all Entitlements are not accepted and some or all of the resulting Shortfall Shares are not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.

The substantial holders of the Company are listed below in **section 6.5** of this Offer Document. As these holders are eligible to receive New Shares, it may affect their overall percentage shareholding in the Company. The final percentage interests held by Shareholders of the Company is entirely dependent upon the extent to which the Eligible Shareholders participate in the Offer issued pursuant to the Offer.

## 6.5 Details of substantial holders

The table below details those persons which (together with their associates) have a relevant interest in 5% or more of the Shares on issue as at the date of this Offer Document, and the effect of their shareholding in the Company (assuming no further Shares are issued prior to 7pm (AEDT) the Record Date and all Entitlements are fully subscribed)<sup>1 & 2</sup>:

| Shareholder  | Shares as at the date of this Offer Document | % Shares as at the date of this Offer Document | Shares if all Entitlements are accepted | % Shares if all Entitlements are accepted |
|--|--|--|---|---|
| Lenark Pty Ltd <Lenark Investments A/C> and associates | 10,235,564 <sup>3</sup>                      | 6.59% <sup>3</sup>                             | 11,687,931                              | 6.58%                                     |
| Malcolm John Weber                                     | 9,622,489 <sup>4</sup>                       | 6.19% <sup>4</sup>                             | 10,997,131                              | 6.19%                                     |
| Boston First Capital Ltd and Stuart Richardson         | 9,559,960 <sup>5</sup>                       | 6.15% <sup>5</sup>                             | 10,931,383                              | 6.16%                                     |
| Two Tops Pty Ltd and Topsfield                         | 8,749,505 <sup>6</sup>                       | 5.63% <sup>6</sup>                             | 9,999,435                               | 5.63%                                     |

**Notes:**

1. The table assumes that the Offer is fully subscribed and no further Shares are issued prior to the allotment of the New Shares under the Offer.
2. The dilutionary effect shown in the table is the maximum percentage on the assumption that those Entitlements not accepted are fully subsequently placed. In the event all Entitlements are not accepted and some or all of the resulting Shortfall Securities are not subsequently placed, the dilutionary impact for each Shareholder not accepting their Entitlement would be a lesser percentage.
3. These Shares and percentage of voting power comprise of 9,510,499 Shares registered in the name of Lenark Pty Ltd <Lenark Investments A/C> (representing 6.12% of the total voting power) and 725,065 Shares registered in the name of Left Brain Strategies Pty Ltd ATF Left Brain Strategies A/C (representing 0.47% of the total voting power).

4. These Shares and percentage of voting power comprise of 4,911,000 Shares registered in the name of Ashabia Pty Ltd (representing 3.16% of the total voting power), 2,938,489 Shares registered in the name of Wisevest Pty Ltd (representing 1.89% of the total voting power), 1,610,000 Shares registered in the name of Eastern Union Pty Ltd (representing 1.04% of the total voting power), and 163,000 Shares registered in the name of Myra Superannuation (representing 0.10% of the total voting power) .
5. These Shares and percentage of voting power comprise of 9,529,960 Shares registered in the name of Boston First Capital Ltd (representing 6.13% of the total voting power), 10,000 Shares registered in the name of Jeanette Richardson (representing 0.0064% of the total voting power), 10,000 Shares registered in the name of JSR Nominees Pty Ltd ATF Richardson Super Fund A/C (representing 0.0064% of the total voting power), and 10,000 Shares registered in the name of Blackwood Capital Ltd (representing 0.0064% of the total voting power) . Stuart Richardson is a director of Boston First Capital Ltd, JSR Nominees Pty Ltd and Blackwood Capital Ltd and spouse of Jeanette Richardson.
6. These Shares and percentage of voting power comprise of 7,638,393 Shares registered in the name of Two Tops Pty Ltd (representing 4.92% of the total voting power) and 1,111,112 Shares registered in the name of Topsfield ATF The John Bond Investment A/C (representing 0.96% of the total voting power).

If a substantial holder of the Company does not participate in the Offer in full or in part, their holding will be diluted in the manner detailed in **section 6.4** of this Offer Document.

## 7. Rights and liabilities attaching to Shares

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### 7.1 Rights Attaching to Shares

The following is a summary of the more significant rights attaching to the Shares (being the underlying securities). This summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of Shareholders. If investors require more detailed advice regarding the rights and liabilities of Shareholders, they should seek independent legal advice.

Full details of the rights 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

Each Shareholder is entitled to receive notice of all general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

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.

#### (b) Voting rights

Subject to any rights or restrictions for the time being attached to Shares, at general meetings 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 will, in respect of each fully paid Share held by that Shareholder, or in respect of which that Shareholder is appointed a proxy, attorney or representative, have one vote for the Share, but in respect of partly paid Shares 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 Corporations Act, the Directors may from time to time declare such dividends as appear to the Directors to be justified by the profits of the Company.

Subject to the rights of persons entitled to securities with special rights as to dividends, all dividends are paid in the proportion that the amounts paid on those Shares bear to the issue price of the Shares.

#### (d) Winding up

If the Company is wound up, the liquidator may, with the authority of a special resolution of the Company, 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 the liquidator 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 security holders.

The liquidator may, with the authority of a special resolution of the Company, 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) **Transfer of Shares**

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

(f) **Variation of rights**

Pursuant to section 246B of the Corporations Act, the Company may, with the sanction of a special resolution passed at a meeting of security holders or with the written consent of the majority of security holders in the affected class, vary or abrogate the rights attaching to the securities (including Shares).

(g) **Alteration of Constitution**

The Constitution can only be amended by a special resolution passed by at least 75% of Shareholders present (in person, by proxy, attorney or representative) and voting at the general meeting.

## **8. Risk factors**

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### **8.1 Introduction**

An investment in the Company is not risk free and should be regarded as speculative.

There are specific risks which relate directly to the Company's activities. In addition, there are other general risks, many of which are largely beyond the control of the Company and the Directors. The risks identified in this section, or other risk factors, may have a material impact on the financial performance of the Company and the market price of the Shares and the underlying Shares.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed and do not take into account the individual circumstances of Shareholders.

The Directors strongly recommend potential investors to consider the risk factors described below, together with information contained elsewhere in this Offer Document and consult with their professional advisers before deciding whether to apply for Shares under this Offer Document.

The following is not intended to be an exhaustive list of the risk factors to which the Company is exposed.

### **8.2 Specific risks**

#### **(a) Unforeseen expenditure risk**

Expenditure may need to be incurred that has not been taken into account. 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 and its business.

#### **(b) Dilution risk**

The capital structure of the Company will be impacted by the number of Shares issued pursuant to the Offer. Shareholders' respective holding of Shares will also be diluted to the extent that the Company undertakes further capital raising activities and issues securities in the Company under such capital raisings.

### **8.3 General risks**

#### **(a) Economic risks and market conditions**

Factors, such as, but not limited to, world economic conditions, political instability, stock market trends, interest rates, exchange rates, inflation levels, commodity prices, industrial disruption, environmental impacts, international competition, taxation changes and legislative or regulatory changes may all have an adverse impact on our revenues, operating costs, profit margins and Share price. These factors are beyond the control of the Company and the Company cannot predict how they will impact its business.

#### **(b) Additional requirements for capital**

Further funds will be required for the Group to complete its current programs and achieve its current objectives. Until the Group develops or acquires an income producing asset, it will be dependent on its cash resources and the ability of the Group to obtain future equity or debt funding to support clinical trials and product developments.

Additional equity financing may be dilutive to Shareholdings and debt financing, if available, may involve restrictions on financing and operating activities. There are no assurances that additional financing will be available on terms acceptable to us, or at all.

If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and scale back its projects.

(c) **Implications of Chapter 6 of the Corporations Act**

Shareholders may be prevented from acquiring Shares under this Offer Document where to do so would contravene the takeovers prohibition in section 606 of the Corporations Act. Section 606 prohibits a person from acquiring a "relevant interest" (as defined in the Corporations Act) in issued voting shares in a listed company if, because of the transaction, that person's or someone else's voting power in the listed company increases from 20% or below to more than 20% or from a starting point that is above 20% and below 90%, unless an exception applies. There are various exceptions to the general prohibition. However, there is no guarantee that an exception would be available in the relevant circumstances and, even if an exception was potentially available, there is a risk that the exception could not be relied upon without significant cost or delay.

(d) **Force Majeure Risk**

Force majeure events, such as riot, war, invasion, act of foreign enemies, hostilities (whether war be declared or not), act of terrorism, infectious disease outbreaks, requisition or compulsory acquisition by any governmental or competent authority, earthquakes, flood, fire or other physical natural disasters and strikes or industrial disputes at a national level, may adversely affect the operations of the Company.

(e) **COVID-19 outbreak**

Without limiting paragraph (d), the outbreak of coronavirus (COVID-19) (**COVID-19**) is impacting global economic and securities markets. The nature and extent of the effect of the outbreak on the performance of the Company and its Subsidiaries remains unknown. The Company's share price may be adversely affected in the short-to-medium term by the economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Group's operations and are likely to be beyond the control of the Company.

The Directors are monitoring the situation closely and have considered the impact of COVID-19 on its business and financial performance. However, the situation is continually evolving, and the consequences are therefore inevitably uncertain. The Company is therefore subject to global economic, market and business risks with respect to COVID-19.

In compliance with its continuous disclosure obligations, the Company will continue to update the market regarding the impact of the COVID-19 on its financial performance and adverse impact on the Company and its subsidiaries and the operation of the Company's business.

(f) **Litigation, claims and disputes**

While the members of the Group are currently not subject to litigation and other claims and disputes in the course of business, including contractual disputes, employment disputes, occupational and personal claims (**Claims**), there is no guarantee or assurance that such Claims may not arise after the date of this Offer Document.

It is noted that if the Company or any of its Subsidiaries becomes subject to any Claims, any such Claims, including the costs of settling such Claims, could materially adversely affect the Company's business, operations, financial performance and reputation.

(g) **Returns not guaranteed**

There is no guarantee of any income distribution or capital return on the Shares nor is there a guarantee of repayment of capital amounts. Shareholders will not be entitled to any guaranteed distributions of profits or capital.

## 9. Additional information

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### 9.1 Continuous disclosure obligations

The Company is listed on the ASX and its Shares are quoted on the ASX under the code: FTZ.

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, which require it to disclose to ASX any information of which it is or becomes aware concerning the Company and which a reasonable person would expect to have a material effect on the price or value of the Company's Securities.

This Offer Document is issued pursuant to section 708AA of the Corporations Act (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84) without disclosure to investors under Part 6D.2 of the Corporations Act.

This Offer Document 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 or other disclosure document that is required to satisfy the Corporations Act. 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 enquiries 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 Offer Document 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.

### 9.2 Market price of Shares

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

The highest, lowest and last market sale prices of the Shares on ASX during the three months immediately preceding the date of this Offer Document and the respective dates of those sales were:

|         |          |                                  |
|---------|----------|----------------------------------|
| Highest | A\$0.07  | 17/02/21 and 25/02/21.           |
| Lowest  | A\$0.05  | 19/01- 28/01/2021,<br>21/12/2020 |
| Last    | A\$0.065 | 5/03/2021                        |

### 9.3 Interests of Directors

The interests of the Directors hold either directly or through their controlled entities in the Securities of the Company as at the date of this Offer Document are as follows:

| Director          | Shares                  | Entitlement pursuant to this Offer (New Shares) |
|-------------------|-------------------------|---|
| Patrick Avery     | 2,107,143               | 301,021   |
| James Chisholm    | 10,235,564 <sup>1</sup> | 1,462,224                                       |
| Stuart Richardson | 9,559,960 <sup>2</sup>  | 1,371,423                                       |
| Justyn Stedwell   | 350,000 <sup>3</sup>    | 50,000  |

| <b>Director</b> | <b>Shares</b> | <b>Entitlement pursuant to this Offer (New Shares)</b> |
|-----------------|---------------|--|
| <b>Total</b>    | 22,252,667    | 3,184,668  |

**Note:** The table assumes that the Entitlements under this Offer Documents are fully subscribed.

1. These Shares comprise of 9,510,499 Shares registered in the name of Lenark Pty Ltd and 725,065 Shares registered in the name of Left Brain Strategies Pty Ltd (both entities are controlled by James Chisholm).
2. These Shares comprise of 9,535,960 Shares registered in the name of Boston First Capital Pty Ltd (which is controlled by Stuart Richardson), 10,000 Shares registered in the name of JSR Nominees Pty Ltd (which is controlled by Stuart Richardson), 10,000 Shares registered in the name of Blackwood Capital Ltd (which is controlled by Stuart Richardson), and 10,000 Shares registered in the name of Jeanette Richardson (who is Stuart Richardson's spouse).
3. These Shares are registered in the name of Stedwell Corporate Pty Ltd (which is controlled by Justyn Stedwell)

All Directors have advised that they intend to take up their respective Entitlements in full.

#### **9.4 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.

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

The Company currently operates an electronic issuer-sponsored register and an electronic CHES sub-register. The two sub-registers together will comprise the Company's register of Shares.

The Company will not issue certificates. Investors who are allotted Shares under this Offer Document will be provided with a transaction confirmation statement which sets out the number of Shares allotted to the Investor. Investors who elect to hold Shares on the issuer-sponsored sub-register will be provided with a holding statement (similar to a bank account statement) which sets out the number of Shares allotted to the Shareholder under this Offer Document. For investors who elect to hold their Shares on the CHES sub-register, the Company will issue an advice that sets out the number of the Shares allotted to the Investor under this Offer Document. At the end of the month of allotment, CHES, acting on behalf of the Company, will provide those Shareholders with a holding statement that confirms the number of Shares held and any transactions during that month.

A holding statement (whether issued by CHES or the Company) will also provide details of the applicable Holder Identification Number in case of a holding on the CHES sub-register or Reference Number in case of a holding on the issuer-sponsored sub-register. Following distribution of these initial holding statements, a holding statement will also be provided to each Shareholder at the end of any subsequent month during which the balance of that Shareholder's holding of securities in the Company changes.

A Shareholder may request a holding statement at any other time. However, a charge may be imposed by the Share Registry for additional statements.

#### **9.6 Privacy Act**

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

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

You can access, correct and update the personal information that we hold about you. Please contact the Company or the Share Registry if you wish to do so at the relevant contact numbers set out in this Offer Document.

Collection, maintenance and disclosure of certain personal information is governed by legislation including the *Privacy Act 1988* (Cth), 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 Shares, the Company may not be able to accept or process your application.

If you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process the application.

#### **9.7 Taxation**

Shareholders should consult their own professional taxation advisers to obtain advice in relation to the taxation laws and regulations applicable to their personal circumstances. The Company cannot, and does not, offer any advice to Shareholders relating to taxation implications.

#### **9.8 Alteration of Terms or Withdrawal of the Offer**

The Company reserves the right, at its discretion, to vary, suspend or withdraw the Offer at any time, subject to the Corporations Act, the ASX Listing Rules and any other law or regulation to which the Company is subject. Any variation, suspension or cancellation does not give rise to any liability on the part of, or any action against, the Company or any Director and will be binding on all Shareholders.

#### **9.9 Governing Law**

The Offer and the contracts arising due to acceptance by Shareholders of the Offer are governed by the law in force in Victoria, Australia.

#### **9.10 Share Registry**

The Company's Share Registry, Computershare Investor Services Pty Limited has given and, as at the date hereof, has not withdrawn, its written consent to be named as Share Registry in the form and context in which it is named. Computershare Investor Services Pty Limited has had no involvement in the preparation of any part of this Offer Document other than being named as Share Registry to the Company. Computershare Investor Services Pty Limited has not authorised or caused the issue of, and expressly disclaims and takes no responsibility for, any part of this document.

#### **9.11 Consents**

Cowell Clarke Pty Ltd (as solicitors to the Company in connection with the Offer) have provided, and not withdrawn, their consent to be named in this Offer Document, and nor do such parties take responsibility for, and make any statements, representations or undertakings in, this Offer Document.

## 9.12 Corporate directory

### Directors

Patrick Avery  
Chairman and Executive Director

James Chisholm  
Non-Executive Director

Stuart Richardson  
Non-Executive Director

Justyn Stedwell  
Non-Executive Director

### Company Secretary

Justyn Stedwell

### Share Registry

Computershare Investor Services Pty  
Limited  
Yarra Falls, 452 Johnston Street  
ABBOTSFORD VIC 3067

Telephone: +61 3 9415 4000

### Registered Office

Suite 103, Level 1, 2 Queen Street  
MELBOURNE VIC 3000

Telephone: +61 3 8395 5446

Facsimile: +61 3 8678 1747

Website: [www.fertoz.com](http://www.fertoz.com)

### Legal adviser

Cowell Clarke Pty Ltd

Level 9, 63 Pirie Street

Adelaide SA 5000

## 10. Definitions

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**AEDT** means Australian Eastern Daylight Time.

**Applicant** means an Eligible Shareholder who applies for New Shares pursuant to the Offer.

**Application Monies** means monies received by the Company from Applicants with respect to the Entitlement and Acceptance Form.

**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.

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

**Business Day** means a day that is not a Saturday, Sunday or a public holiday in Melbourne, Victoria.

**Closing Date** means the "Closing Date" specified in the timetable set out at the commencement of this Offer Document (unless extended).

**Company** means Ferto Limited ACN 145 951 622.

**Constitution** means the constitution of the Company as at the date of this Offer Document.

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

**Directors** means the directors of the Company as at the date of this Offer Document.

**Eligible Shareholder** means a Shareholder who has a registered address in Australia and New Zealand as at 7pm (AEDT) on the Record Date and who otherwise satisfies the conditions set out in **Section 4.6.1** of the Offer Document.

**Entitlement** means the entitlement of an Eligible Shareholder who is eligible to participate in the Offer.

**Entitlement and Acceptance Form** means the entitlement and acceptance form either attached to or accompanying this Offer Document.

**Exempt Investor** means any person or entity to whom offer of Securities may be made in Singapore, without a prospectus or investment statement, under Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the "SFA"), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

**Group** means Ferto Limited ACN 145 951 622 and its affiliated companies.

**Ineligible Shareholder** means a Shareholder who is not an Eligible Shareholder.

**Issue Price** means A\$0.05 per Share.

**KMP** means key management personnel of the Company.

**New Shares** means the Shares offered under this Offer Document, as detailed in Section 4.1.

**Offer** means the non-renounceable entitlement issue of 1 New Share for every 7 Shares held by those Eligible Shareholders registered at 7pm (AEDT) on the Record Date at the Issue Price, to be undertaken by the Company on the terms of this Offer Document.

**Offer Document** means this offer document.

**Official Quotation** means official quotation on ASX.

**Opening Date** means the “Opening Date” specified in the timetable set out at the commencement of this Offer Document (unless extended).

**Options** means Options on issue in the Company from time to time.

**Option Holder** means a holder of an Option.

**Qualified Investor** has the meaning given to that term in Article 2(e) of the *Regulation (EU) 2017/1129 of the European Parliament and of the Council of the European Union*, as amended and implemented in member states of the European Economic Area.

**Record Date** means the “Record Date” specified in the timetable set out at the commencement of this Offer Document.

**Related Party** has the meaning given to that term in the Corporations Act.

**Related Entity** has the meaning given to that term in the Corporations Act.

**Securities** has the meaning given to it under section 92 of the Corporations Act.

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

**Share Registry** means Computershare Investor Services Pty Limited.

**Shareholder** means a holder of a Share.

**Shortfall** means the number of New Shares for which valid Entitlement and Acceptance Forms have not been received by the Closing Date.

**Shortfall Placement** means the offer of Shortfall Shares under a private placement on the terms and conditions set out in **section 4.8** of this Offer Document.

**Shortfall Shares** means those New Shares for which valid Entitlement and Acceptance Forms have not been received by 5pm (AEDT) on the Closing Date.