

29 October 2025

ASX Market Announcements Office, Melbourne
Level 4, North Tower, Rialto
525 Collins Street
MELBOURNE VIC 3000

Dear Sir / Madam

Cann Group Limited (ASX:CAN) – Notice of Annual General Meeting – Friday, 28 November 2025

In accordance with Listing Rule 3.17, I attach a copy of the following documents being sent to shareholders today:

1. Chairman's Cover Letter to Notice of Annual General Meeting to be held on Friday, 28 November 2025;
2. Notice of Annual General Meeting and Explanatory Memorandum; and
3. Proxy voting form.

Yours faithfully,



Steven Notaro
Company Secretary
Cann Group Limited

Authorised for release by the Board of Directors, Cann Group Limited.

About Cann Group

Cann Group Limited (ABN 25 603 949 739) is enhancing patients' lives by developing, producing, and supplying innovative cannabis medicines. The Company has research facilities and corporate headquarters in Melbourne and operates a state-of-the-art large-scale cultivation and GMP manufacturing facility near Mildura, Victoria. Cann Group supplies a range of dried flower and oil products, as well as active pharmaceutical ingredients and extracts, to customers in Australia and around the world. Cann Group also owns Satipharm and its patent-protected capsule technology.

Learn more at: www.canngrouponlimited.com | www.satipharm.com

29 October 2025

ANNUAL GENERAL MEETING

Dear Shareholder

You are invited to the Annual General Meeting of Cann Group Limited (**Company** or **Cann Group**) to be held in person at **11:00 am (Melbourne time) on Friday, 28 November 2025** at the offices of **HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, VIC 3000**.

The Notice of Annual General Meeting (**Meeting**) and Explanatory Memorandum (together, the **Notice**), and other documents and information, can be viewed and downloaded at the Company's website at www.canngrouponlimited.com.

The Notice contains information that is material in respect of the business of the Meeting and, accordingly, should be read in its entirety. A summary of the business purpose of each resolution is provided below to assist you, noting that the Notice has the complete details:

Resolution	Purpose
Item 1	Receiving annual financial statements
Resolution 1	Approval of Remuneration Report
Resolution 2	Re-election of Director
Refinance and capital raise	
Resolution 3	Ratification of Prior Issue of Tranche 1 Placement Shares
Resolution 4	Approval of Issue of Tranche 2 Placement Shares
Resolution 5	Approval of Proposed Placement of Equity Securities to Ms. Jennifer Pilcher
Resolution 6	Approval of Issue of Lender Options
Issue of options to Directors for remuneration purposes	
Resolution 7	Approval of Issue of Options to Ms. Jennifer Pilcher, CEO & Managing Director
Resolution 8	Approval of Issue of Options to Mr. Doug Rathbone, Non-executive Director
Resolution 9	Approval of Issue of Options to Mr. Peter Kopanidis, Non-executive Director
General corporate matters	
Resolution 10	Ratification of Prior Issue of Convertible Note Shares
Resolution 11*	Approval to Amend the Constitution to include Proportional Takeover Provisions
Resolution 12*	Additional 10% Placement Capacity Annual Renewal

* special resolutions requiring 75% approval

Shareholders are strongly encouraged to vote by lodging a Proxy Form as early as possible, and in any event prior to the cut-off for proxy voting as set out in the Notice (being **11:00am (Melbourne time) on Wednesday, 26 November 2025**). Instructions for lodging proxies are included in your personalised Proxy Form. In addition to your personalised Proxy Form, the Proxy Form is also available on the Company's website at <https://www.canngrouponlimited.com/annual-general-meeting>.

In accordance with the Company's constitution, each resolution considered at the Meeting will be decided on a poll.

We look forward to your attendance and participation at the Meeting. Your continued support is greatly appreciated.

Yours faithfully,



Doug Rathbone, Chairman



ACN 603 949 739

Notice of Annual General Meeting and Explanatory Memorandum

Date: Friday, 28 November 2025

Time: 11:00am (Melbourne time)

Location: HWL Ebsworth Lawyers
Level 8, 447 Collins Street, Melbourne, VIC 3000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety.

If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, lawyer or other professional adviser without delay.

NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of Cann Group Limited ABN 25 603 949 739 (**Company**) will be held at the offices of **HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, VIC 3000** at **11:00am (Melbourne time) on Friday, 28 November 2025** to transact the business set out below.

The Explanatory Memorandum and Proxy Form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Memorandum and the Proxy Form in their entirety. Capitalised terms not otherwise defined in this Notice have the meaning given in the Explanatory Memorandum which accompanies this Notice.

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

1. Financial Statements and Reports

To receive the financial report, directors' report and auditor's report for the Company and its controlled entities for the financial year ended 30 June 2025.

Note: Except as set out in Resolution 1, there is no requirement for shareholders to approve these reports and therefore no resolution will be required to be passed on this matter.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following non-binding advisory resolution as an **ordinary resolution**:

"That, pursuant to and in accordance with section 250R(2) of the Corporations Act, the Remuneration Report for the financial year ending 30 June 2025 be adopted."

Note: This resolution is advisory only and does not bind the Company or the Directors.

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

3. Resolution 2 – Re-election of Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr. Douglas Rathbone, a Director who retires from office in accordance with ASX Listing Rule 14.4 and Rule 55.2 of the Company's Constitution and being eligible for re-election, be re-elected a Director of the Company."

4. Resolution 3 – Ratification of Prior Issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 54,477,651 ordinary fully paid Shares in the Company on the terms set out in the Explanatory Memorandum."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

5. Resolution 4 – Approval of Issue of Tranche 2 Placement Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of up to 440,474,327 ordinary fully paid Shares in the Company on the terms set out in the Explanatory Memorandum."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

6. Resolution 5 – Approval of Proposed Placement of Equity Securities to Ms. Jennifer Pilcher

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of Listing Rule 10.11, Shareholders approve the issue of up to 4,347,826 ordinary shares in the Company at an issue price of 1.15 cents per share to Ms Jennifer Pilcher, on the terms set out in the Explanatory Memorandum which accompanies and forms part of the Notice of this Meeting."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

7. Resolution 6 – Approval of Issue of Lender Options

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purpose of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 63,439,600 Options, each to acquire one ordinary fully paid Share in the Company, to the Company's financier on the terms set out in the Explanatory Memorandum."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

8. Resolution 7 – Approval of Issue of Options to Ms. Jennifer Pilcher, CEO & Managing Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.14, section 200E of the Corporations Act and for all other purposes, approval is given for the Company to grant 9,000,000 Options to Ms. Jennifer Pilcher (or her nominee), CEO & Managing Director of the Company, on the terms set out in the Explanatory Memorandum."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

9. Resolution 8 – Approval of Issue of Options to Mr. Doug Rathbone, Non-executive Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 600,000 options, each to acquire one Share in the Company, to Mr. Douglas (Doug) Rathbone, a Non-executive Director of the Company (or his nominee), on the terms set out in the Explanatory Memorandum."

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

10. Resolution 9 – Approval of Issue of Options to Mr. Peter Kopanidis, Non-executive Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 600,000 options, each to acquire one Share in the Company, to Mr. Peter Kopanidis, a Non-executive Director of the Company (or his nominee), on the terms set out in the Explanatory Memorandum.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

11. Resolution 10 – Ratification of Prior Issue of Convertible Note Shares

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That, for the purpose of ASX Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 84,359,532 ordinary fully paid Shares in the Company on the terms set out in the Explanatory Memorandum.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

12. Resolution 11 – Approval of Additional 10% Placement Capacity for 12 months

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, for the purpose of ASX Listing Rule 7.1A, approval is given for the issue of equity securities, as that term is defined in the Listing Rules, totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.”

A voting exclusion applies to this Resolution as outlined in the Explanatory Memorandum

13. Resolution 12 – Approval to Amend the Constitution to include Proportional Takeover Provisions

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, pursuant to sections 136(2) and 648G(4) of the Corporations Act 2001 (Cth) and for all other purposes, the Company’s Constitution be amended to include the proportional takeover approval provisions in the form of Clause 90 as set out in the Explanatory Notes accompanying this Notice of Meeting, and that those provisions apply for a period of three (3) years from the date of this resolution.”

By Order of the Board



Steven Notaro, Company Secretary
Cann Group Limited
29 October 2025

HOW TO VOTE

Voting entitlement

The Board of Directors of the Company (**Board**) has determined that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those persons who are registered as holding them at **7:00pm (Melbourne time) on Thursday, 27 November 2025**. This means that if you are not the registered holder of a share at that time you will not be entitled to vote at the Annual General Meeting (**Meeting**) in respect of that share.

Attendance at the Annual General Meeting

If you attend the Meeting, please bring your personalised Proxy Form with you. The barcode at the top of the form will help you to register. If you do not bring your form with you, you will still be able to attend the Meeting but representatives from our share registry will need to verify your identity. You will be able to register from **9:30am** on the day of the Meeting.

All resolutions will be determined by poll

In accordance with the Constitution, each resolution considered at the Meeting will be decided by a poll.

Voting by proxy

If a shareholder is unable to attend and vote at the Meeting, they are entitled to appoint a proxy to attend and vote on their behalf. To do so, they can appoint the Chairman as their proxy or insert the name of their alternative proxy in the space provided in the enclosed Proxy Form. You can direct your proxy to vote for or against, or abstain from voting on, a resolution by marking '**For**', '**Against**' or '**Abstain**' for the item of special business in the appropriate box in the enclosed Proxy Form.

The Proxy Form is available on the Company's website at

<https://www.canngrouplimited.com/annual-general-meeting>

The following applies in terms of proxy appointments:

- a proxy need not be a shareholder and may be an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints an individual as its corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting;
- a shareholder entitled to cast two or more votes may appoint two proxies; and
- where two proxies are appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half of that shareholder's votes.

Directed and undirected proxies

If you choose to appoint a proxy, the Board encourages you to direct your proxy how to vote on each Resolution, by marking either '**For**', '**Against**' or '**Abstain**' for the item of special business on the Proxy Form.

If you sign the enclosed Proxy Form and do not appoint the Chairman or specify an individual or body corporate as your proxy, you will have appointed the Chairman as your proxy by default. In that case, your shares will be voted on the proposed Resolutions in accordance with your directions on the Proxy Form.

Where the Chairman is appointed as your proxy, you will be taken to have expressly authorised the Chairman to cast your votes on all of the proposed Resolutions set out in the Notice.

If you return your Proxy Form but your nominated proxy does not attend the Meeting, then your proxy will revert to the Chairman. As each Resolution will be determined on a poll, if your nominated proxy is either not recorded as attending the Meeting or does not vote on the Resolution, the Chairman is taken, before voting on the Resolution closes, to have been appointed as your proxy for the purposes of voting

on the Resolution.

If you do not direct the Chairman how to vote your shares, the Chairman intends to vote undirected proxies in favour of Resolutions 1-12.

To vote by proxy, please complete and sign the enclosed Proxy Form and return no later than **11:00am (Melbourne time) on Wednesday, 26 November 2025 (Proxy Due Date/Time)** in accordance with the instructions set out on the Proxy Form. Completed Proxy Forms must be delivered as set out below.

Lodging your Proxy Form

For the appointment of a proxy to be effective for the Meeting, the following documents must be received no later than the **Proxy Due Date/Time** specified above:

- the enclosed Proxy Form; and
- if the enclosed Proxy Form is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Documents may be lodged online, by posting, by hand delivery or by facsimile to the Company's Share Registry, MUFG Corporate Markets (AU) Limited, at

Online ⁽¹⁾ :	By Facsimile:	By Post:	By hand delivery ⁽²⁾ :
https://au.investorcentre.mpms.mufg.com	(+61 2) 9287 0309	Cann Group Limited C/- MUFG Corporate Markets (AU) Limited Locked Bag A14 Sydney South NSW 1235 Australia	Parramatta Square, Level 22, Tower 6 10 Darcy Street, Parramatta NSW 2150 OR Level 12, 680 George Street, Sydney NSW 2000

1. Login to the MUFG website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, you will need your "Holder Identifier" – Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

2. Delivery only during business hours (Monday to Friday, 9:00am-5:00pm)

If you have any queries and wish to contact our share registry, please call (+61) 1300 554 474.

Shareholders should consider lodging the Proxy Form electronically at the Company's Share Registry at au.investorcentre.mpms.mufg.com so that it is received by the Proxy Due Date/Time specified above, in order to be valid.

Bodies corporate

A body corporate may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the Meeting. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at the Meeting or in voting on a Resolution. Unless it has previously been given to the Company, the representative should provide a "Certificate of Appointment of Corporate Representative" to the Company's Share Registry by emailing that certificate to support@cm.mpms.mufg.com no later than 48 hours before the scheduled time for the Meeting (refer to Proxy Due Date/Time specified above). A form of the certificate may be obtained from the Company's Share Registry or online at www.mpms.mufg.com/en/mufg-corporate-markets. The appointment must comply with Section 250D of the Corporations Act.

Attorneys

A shareholder may appoint an attorney to vote on their behalf. To be effective for the Meeting, the instrument effecting the appointment (or certified copy of it) must be received no later than 48 hours before the scheduled time for the Meeting (refer to Proxy Due Date/Time specified above).

VOTING EXCLUSIONS

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(4) and 250BD of the Corporations Act, the Company will disregard any votes cast (in any capacity) on Resolution 1 by or on behalf of Excluded Persons.

However, the Company will not disregard a vote in favour of Resolution 1 made by an Excluded Person as proxy if the vote is not cast on behalf of an Excluded Person, and either:

- (a) the Excluded Person is appointed as proxy or attorney in writing that specifies the way the proxy or attorney is to vote on the resolution; or
- (b) the Excluded Person is the Chairman who has been appointed as proxy for a person entitled to vote and the appointment of the proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the Chairman to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

The Company will disregard any votes cast in favour of each of the resolutions set out below by or on behalf of the following persons:

Resolution	Voting Exclusion
Resolution 3 – Ratification of Prior Issue of Tranche 1 Placement Shares;	Any person who participated in the issue (namely the Tranche 1 Placement Participants) and any Associate of those persons.
Resolution 4 – Approval of Issue of Tranche 2 Placement Shares	Any person who participated in or is expected to participate in the issue (namely the Placement Participants) or who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), and any Associate of those persons.
Resolution 5 – Approval of proposed placement of shares to Jennifer Pilcher	Ms Jennifer Pilcher, or any person who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an Associate of Ms Jennifer Pilcher.
Resolution 6 – Approval of Issue of Lender Options	Any person who participated in or is expected to participate in the issue (namely the Lender) or who will obtain a material benefit as a result of the issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or an Associate of the Lender.
Resolution 7 – Approval of issue of options to Ms. Jennifer Pilcher, CEO & Managing Director	Ms Jennifer Pilcher; A person referred to in Listing Rule 10.14.1 (a director of the Company), 10.14.2 (an associate of a director of the Company) or 10.14.3 (a person whose relationship with the Company or a director of the Company or their Associate is such that the ASX is of the opinion that the acquisition should be approved by security holders), who are eligible to participate in the Cann Group Employee Share Option Plan; or an associate of such person(s).
Resolution 8 – Approval of issue of options to Mr. Doug Rathbone, Non-executive Director	Mr. Doug Rathbone (or nominee) and any of his (or his nominee's) associates, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

Resolution 9 – Approval of issue of options to Mr. Peter Kopanidis, Non-executive Director	Mr. Peter Kopanidis (or nominee) and any of his (or his nominee's) associates, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).
Resolution 10 – Ratification of Prior Issue of Convertible Note Shares;	Obsidian Global GP, LLC (Obsidian) or an Associate of Obsidian.
Resolution 11 – Approval of additional 10% placement capacity for 12 months	In accordance with the Listing Rules, the Company is required to disregard any votes cast in favour of this resolution by any person who is expected to participate in the issue of equity securities under this resolution and any person who will obtain a material benefit, except a benefit solely in the capacity of a holder of ordinary securities in the Company, if this resolution is passed, and any Associates of those persons. However as at this time the Company has no proposal to issue any securities under Listing Rule 7.1A.2, no persons are excluded.

However, the Company need not disregard a vote in favour of **Resolutions 3-11** by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chairman as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chairman to vote on the resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following criteria are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Key Management Personnel as proxies

In accordance with section 250BD of the Corporations Act, a vote on **Resolutions 7-9** must not be cast by a person appointed as a proxy, where that person is an Excluded Person.

However, an Excluded Person may cast a vote on **Resolutions 7-9** as a proxy if either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the relevant resolution; or
- (b) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Definitions

For the purposes of this voting exclusion statement:

- (a) "Associate" has the meaning set out in Chapter 19 of the Listing Rules;
- (b) "Excluded Persons" means the Key Management Personnel and their Closely Related Parties;

- (c) "Key Management Personnel" are the Directors and those other persons who have authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly, as listed in the Remuneration Report for the year ended 30 June 2025; and
- (d) a "Closely Related Party" of such a Key Management Personnel means:
- a spouse or child of such a Key Management Personnel;
 - a child of such a Key Management Personnel;
 - a dependent of such a Key Management Personnel or of the spouse such a Key Management Personnel; or
 - a company such a Key Management Personnel controls.
- (e) "Eligible Employee" has the meaning given in the Company's Employee Share Option Plan, Long-Term Incentive Plan, Employee Share Contribution Plan or the Employee Share Gift Plan, as applicable.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum, which accompanies and forms part of the Notice of Annual General Meeting of Cann Group Limited ("Company"), has been prepared to assist shareholders of the Company and any of their appointed representatives ("Shareholders") with their consideration of the resolutions set out in the Notice of Annual General Meeting dated 27 October 2025 ("Notice").

1. Financial Statements and Reports

During the Meeting there will be a reasonable opportunity for Shareholders to ask questions and comment on the financial report, directors' report, auditor's report for the Company and its controlled entities for the for the financial year ended 30 June 2025, and on the business, operations and management of the Company. No resolution will be required to be passed on this matter.

Further, in accordance with section 250PA of the *Corporations Act 2001* (Cth) (**Corporations Act**), a Shareholder who is entitled to cast a vote at the Company's Annual General Meeting (**Meeting**) may submit a written question to the Company's auditor if the question is relevant to:

- (a) the content of the auditor's report; or
- (b) the conduct of the audit of the financial report,

by giving the question to the Company by no later than **5:00pm (Melbourne time) on Wednesday, 26 November 2025**, being the fifth business day before the day on which the AGM is to be held. The auditor will then compile the questions relevant to the content of the auditor's report or the conduct of the audit of the financial report into a question list. At or before the start of the Meeting, the Company will make the question list reasonably available to the Shareholders attending the Meeting.

Shareholders can view or download the Company's 2025 Annual Report (**Annual Report**) from the Company's website at www.canngrouponlimited.com.

2. Resolution 1 - Adoption of Remuneration Report

2.1 Introduction

The Remuneration Report for the year ended 30 June 2025 is set out in the Annual Report.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Company's 2025 Remuneration Report as set out in pages 14 to 22 (inclusive) of the Annual Report (**Remuneration Report**) be adopted must be put to a vote at the Meeting. The vote on the proposed resolution is advisory only and does not bind the Company or the Company's Board of Directors (**Board**). However, the Board will take the outcome of the vote into consideration when reviewing the Company's remuneration practices and policies.

Pursuant to the Corporations Act, if 25% or more votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company (**AGMs**), Shareholders will be required to vote at the second of those AGMs on a resolution (a **spill resolution**) to decide whether a general meeting of Shareholders is to be held within 90 days of the date of that AGM to consider the election of the Company's directors (**Directors**). If a spill resolution is passed (that is, more than 50% of votes cast in favour), all of the Directors will cease to hold office at the end of that general meeting, unless re-elected at that meeting. The Company's remuneration report for the year ended 30 June 2024 was adopted at the AGM held on 6 November 2024, therefore a spill resolution cannot occur at the Meeting.

During the Meeting there will be a reasonable opportunity for Shareholders at the Meeting to comment on and ask questions about the Remuneration Report.

2.2 Voting and Directors' recommendation

The Chairman of the Meeting (**Chairman**) intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of adopting the Remuneration Report.

3. Resolution 2 - Re-election of Director

3.1 Introduction

Mr. Douglas Rathbone was appointed as a Director on 16 March 2015 and was last re-elected by Shareholders at the 2024 AGM held on 6 November 2024. Mr. Rathbone is required to retire from office under the Constitution and ASX Listing Rule 14.4, which requires that no Director holds office (without re-election) past the longer of three years and the third AGM following their appointment (other than the Managing Director). Being eligible, Mr. Rathbone has offered himself for re-election and is seeking re-election by Shareholders at the Meeting. His biographical details are set out below:

Doug is the former Managing Director and CEO of Nufarm Limited (ASX:NUF) and brings to the Board strong leadership skills and experience in agribusiness, marketing and innovation. He is Chairman of Rathbone Wine Group, Director of Cotton Seed Distributors, Leaf Resources (ASX:LER) and AgBiTech Pty Ltd, an Honorary Life Governor of the Royal Children's Hospital and a former Director of the CSIRO and the Burnett Centre for Medical Research. Over a 40-year career at Nufarm, Doug led the transformation of a small Australian agribusiness company into one of the world's leading crop protection and seed companies with an extensive global footprint.

Mr. Rathbone has served as a non-executive director since his appointment as a director on 16 March 2015, and non-executive Chairman since 10 February 2025.

3.2 Voting and Directors' recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of the re-election of Mr. Rathbone.

The Directors (other than Mr. Rathbone) recommend that Shareholders vote in **FAVOUR** of the re-election of Mr. Rathbone.

4. Resolutions 3 - Ratification of prior issue of Tranche 1 Placement Shares

4.1 Background to the Placement

4.1.1 General

As announced to market on 27 October 2025, the Company is in the process of completing a major refinance of its loans. The refinance broadly involves four core activities:

- Securing a new loan for the amount of \$9 million (before costs) from its existing private credit lender (New Loan);
- Raising \$9 million (before costs) by way of a 2-tranche placement and share purchase plan (described below at 4.1.2);
- Repaying its major lender (The National Australia Bank (**NAB**)) the agreed total sum of \$15.3 million as full settlement of its loans (approximately \$70 million) with NAB; and
- Securing working capital for the Company (**Refinance**).

4.1.2 Capital raising

As announced to market on 27 October 2025, the Company received firm commitments of \$6,450,000 (before costs) from unrelated professional and sophisticated investors identified as part of a book build process (**Placement Participants**) by the Company's appointed Lead Manager (refer 5.1.2 below) and \$50,000 (before costs) from Directors of the Company to raise up to approximately \$6,500,000 (before costs) under a capital raising through the issue of an aggregate of approximately 521.74 million Shares at an issue price of 1.15 cents per Share (**Placement Shares**) (**Placement**). The issue price of the Placement Shares represents a 17.9% discount to the closing share price of 1.4 cents on 24 October 2025 and a 18.3% discount to the 5-day VWAP up to and including 24 October 2025. The Placement will be conducted in two tranches, comprising the issue of:

- 1) 120,395,238 Placement Shares to the Placement Participants which were issued under the Company's combined Listing Rule 7.1 and 7.1A capacity (**Tranche 1 Placement Shares**), partial ratification of which is sought under Resolution 3;
- 2) 440,474,327 Placement Shares subject to Shareholder approval (**Tranche 2A Placement Shares**) to unrelated participants (**Tranche 2A Placement Participants**), approval of which is sought under Resolution 4; and
- 3) 4,347,826 Placement Shares subject to Shareholder approval to Ms Jennifer Pilcher (**Tranche 2B Placement Shares**), a Director of the Company, approval of which is sought under Resolution 5.

In addition to the Placement, the Company also is in the process of undertaking a securities purchase plan of Shares to certain eligible Shareholders pursuant to ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 for up to \$30,000 worth of New Shares to raise \$2.5 million, which will close on or around 17 November 2025 (**SPP Offer**). The Company has the ability to accept oversubscriptions on the SPP Offer. The SPP Offer will be conducted at the lower of the price for the Placement Shares or a 2.5% discount to the 5-day VWAP before the closing date of the SPP Offer.

4.1.3 Options

In connection with the Placement and SPP Offer, it is proposed that all participants receive one free attaching option for every one Share subscribed for under the Placement and the SPP with an exercise price of 1.15 cents per option and an expiry date of 15 June 2026 (**Attaching Options**).

For every Attaching Option exercised, the holder will receive one fully paid ordinary share in the Company along with an additional option with an exercise price of 2.85 cents per Share and an expiry date of 15 June 2028 (**Piggyback Options**).

The Attaching Options and Piggyback Options (collectively **New Options**) are subject to shareholder approval, to be sought at an EGM to be called once the SPP closes and the total number of New Options to be issued is known. The EGM is anticipated to be held on 22 December 2025.

The Company proposes to seek quotation of the New Options on ASX.

4.1.4 Lead Manager

The Company engaged Bell Potter Securities Pty Ltd (ABN 25 006 390 772) (**Bell Potter**) to act as lead manager to the Placement pursuant to a lead manager mandate dated 24 September 2025 (**Lead Manager Mandate**). Pursuant to the Lead Manager Mandate, in consideration for lead manager services provided, the Company agreed to pay the Lead Manager:

- a) 6% of the total funds raised under the Placement; and
- b) a number of options (**Lead Manager Options**) which will be issued subject to shareholder approval sought at the EGM.

The Lead Manager Mandate otherwise contains terms which are considered standard for an agreement of this type.

4.1.5 Use of funds

Funds raised from the Placement will contribute to funding the Refinance transaction mentioned in 4.1.1.

4.2 Shareholder approval

This resolution seeks Shareholder approval to ratify the prior issue of 54,477,651 Tranche 1 Placement Shares to unrelated Tranche 1 Placement Participants issued under Listing Rule 7.1.

4.3 Listing Rule 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period (**Placement Capacity**).

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder/ approval under that rule.

4.4 Approval of issue of Tranche 1 Placement Shares

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, Cann Group wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under Listing Rule 7.1. To do this, Cann Group is asking shareholders to approve the Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 3 seeks Shareholder ratification of the issue of the Tranche 1 Placement Shares under Listing Rule 7.4.

If Resolution 3 is passed, the issue of the Tranche 1 Placement Shares will be excluded from the Company's Placement Capacity.

If Resolution 3 is not passed, the issue of the Tranche 1 Placement Shares will reduce, to that extent, Cann Group's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

4.5 Technical Information required under Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is set out below:

- (a) The Placement Shares the subject of Resolution 3 were issued to professional and sophisticated investors who are clients of Bell Potter and/or existing shareholders of the Company. The Placement Participants were identified through a bookbuild process, which involved Bell Potter and the Company seeking expressions of interest to participate in the capital raising from non-related parties of the Company. In accordance with paragraph 7.2 and 7.4 of ASX Guidance Note 21, the Company confirms that none of the Placement Participants were:
 - i. related parties of the Company, members of the Company's Key Management Personnel, substantial holders of the Company, advisers of the Company or an associate of any of these parties; and
 - ii. issued more than 1% of the issued capital of the Company;
- (b) the number of Tranche 1 Placement Shares issued under Listing Rule 7.1 is 54,477,651;
- (c) the number of Tranche 1 Placement Shares issued under Listing Rule 7.1A is 65,917,587;
- (d) the date of issue of the Tranche 1 Placement Shares is Friday, 31 October 2025;
- (e) the issue price of the Placement Shares is 1.15 cents per Share and the Company has not and will not receive any other consideration for the issue of the Placement Shares;

- (f) the purpose of the Placement was to raise funds for the Refinance transaction described above in 4.1.1.
- (g) the Placement Shares were issued as fully paid ordinary shares in the capital of the Company and from the date of issue rank equally in all respects with the existing shares;
- (h) the Placement Shares were issued pursuant to the terms and conditions outlined in the subscriptions letters issued to, and accepted by, the Placement Participants by the Lead Manager, and were not issued under an agreement; and
- (i) the Placement Shares were not issued to fund a reverse takeover.

4.6 Voting

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

A voting exclusion statement is included in the Notice.

4.7 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of Resolution 3.

5. Resolution 4 - Approval of issue of Tranche 2A Placement Shares

5.1 Introduction

This resolution seeks Shareholder approval for the issue of 440,474,327 Tranche 2A Placement Shares, to the Tranche 2A Participants, as described in 4.1 above.

5.2 Listing Rule 7.1

Listing Rule 7.1 is summarised in section 5.3 above.

The proposed issue of the Tranche 2A Placement Shares does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Tranche 2A Placement Shares. In addition, the issue of any Tranche 2A Placement Shares will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the issue of the Tranche 2A Placement Shares can only proceed when and if the Company can issue the Tranche 2 Placement Shares under its Placement Capacity.

5.4 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 4:

Recipients	Tranche 2A Participants who are unrelated
Maximum number of Tranche 2A Placement Shares	440,474,327 fully paid ordinary shares
Issue Date	the Tranche 2A Placement Shares will be issued no later than 3 months after the date of the Meeting and are intended to be issued within 2 business days of the Meeting.
Purpose of issue, use of funds	to satisfy the Company's obligations owing to Placement Participants in connection with the Placement. The Use of Funds is described at Section 4.1.3 above.

Terms of the Tranche 2A Placement Shares	The Tranche 2A Placement Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares.
Confirmatory Statements	<ul style="list-style-type: none"> The recipients are not a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser of the Company or an associate of any of these parties who have been issued with Placement Shares that total more than 1% of issued capital of the Company; and The Tranche 2A Placement Shares are not being issued under, or to fund, a reverse takeover.

5.5 Voting and Directors' recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

A voting exclusion statement is included in the Notice.

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of Resolution 4.

6. Resolution 5 – Approval of proposed placement of Placement Shares to Jennifer Pilcher

6.1 Introduction

Resolution 5 seeks Shareholder approval for the purposes of Listing Rule 10.11 for the issue of 4,347,826 Tranche 2B Placement Shares to Ms Jennifer Pilcher (or nominee(s)) on the terms and conditions set out below to enable Ms Jennifer Pilcher to participate in the Placement on the same terms as Placement Participants.

6.2 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party (as defined in the Corporations Act and includes Directors) of the public company, the public company or entity must obtain the approval of the public company's members unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Under section 210 of the Corporations Act, Shareholder approval is not needed to give a financial benefit on terms that would be reasonable in the circumstances if the company and the Related Party were dealing at arm's length.

As the terms of the proposed issue of Shares to Ms Jennifer Pilcher contained in Resolution 5 will be at the same price and terms as the Shares under the Placement, the exception in section 210 of the Corporations Act applies in the circumstances and Shareholder approval is not required for the purposes of Section 208 of the Corporations Act.

6.3 Listing Rule 10.11

Listing Rule 10.11.1 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to a related party.

The issue of Tranche 2B Placement Shares and Options falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

6.4 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the Company will be able to proceed with the issue of Tranche 2B Placement Shares within one month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules). As approval pursuant to Listing Rule 7.1 is not required for

the issue of Tranche 2B Placement Shares (because approval is being obtained under Listing Rule 10.11), the issue will not use up any of the Company's 15% annual placement capacity.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue.

6.5 Technical Information required by Listing Rule 10.13 and section 219 of the Corporations Act

- 4,347,826 Shares will be issued to Ms Jennifer Pilcher or her nominee entities;
- the issue price will be 1.15 cents per Share, being the same issue price as for the Placement Shares;
- the Tranche 2B Placement Shares are expected to be issued within two Business Days of the date of this Meeting but in any event no later than one month after the date of this Meeting;
- the Tranche 2B Placement Shares are fully paid ordinary shares in the capital of the Company and from the date of issue rank equally in all respects with the existing Shares;
- the funds raised from the issue of Tranche 2B Placement Shares will go towards the same items as the Placement Shares as noted above; and
- the Tranche 2B Placement Shares are being paid for in cash and are not intended to remunerate or incentivize Ms Jennifer Pilcher.

6.6 Voting and Directors' recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

A voting exclusion statement is included in the Notice.

The Directors (excluding Ms Jennifer Pilcher), unanimously recommend that Shareholders vote in favour of Resolution 5.

7. Resolution 6 - Approval of issue of Lender Options

7.1 Introduction

This resolution seeks Shareholder approval for the issue of 63,439,600 Options, each option to acquire one fully paid ordinary share, to the Company's existing financier being an Australian private credit fund (**Lender**) (**Lender Options**) to satisfy the terms of the New Loan described in 4.1, and extension of maturity of its existing loan of approximately \$5.5 million for a further two years.

7.2 Listing Rule 7.1

Listing Rule 7.1 is summarised in section 2.2 above.

The proposed issue of the Lender Options does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. Accordingly, the Company is seeking Shareholder approval pursuant to Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the issue of the Lender Options. In addition, the issue of any Lender Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 6 is not passed, the issue of the Lender Options can only proceed when and if the Company can issue the Lender Options under its Placement Capacity.

7.3 Technical information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 6:

Recipient	Lender
Maximum number of Lender Options	63,439,600 Options

Issue Date	the Lender Options will be issued no later than 3 months after the date of the Meeting and are intended to be issued within 5-10 business days of the Meeting.
Purpose of issue, use of funds	to satisfy the Company's obligations owing to the Lender in connection with the New Loan. The Company will not receive any funds from the issue of Lender Options, except to the extent they are exercised.
Terms of the Lender Options	Each Lender Option has an exercise price of 1.46 cents and an expiry date which is 2 years after the date of issue of the Lender Options.
Confirmatory Statements	<ul style="list-style-type: none"> The Lender is not a related party of the Company, a member of the Company's Key Management Personnel, a substantial holder of the Company, an adviser of the Company or an associate of any of these parties; and The Lender Options are not being issued under, or to fund, a reverse takeover.

7.4 Voting and Directors' recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

A voting exclusion statement is included in the Notice.

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of Resolution 6.

8. Resolution 7 - Approval of issue of options to Ms. Jennifer Pilcher, CEO & Managing Director

8.1 Introduction

This resolution seeks Shareholder approval pursuant to ASX Listing Rule 10.14 to issue 9,000,000 options (**Employee Options**), with each Employee Option to acquire one fully paid ordinary share in the Company, to Ms Jennifer Pilcher as a long-term incentive, on the terms described below and in accordance with the Company's Employee Option Plan (**EOP**).

To ensure the Company can attract and retain the executive talent, the Board considers it is important for Cann to offer incentives to its directors and executives that are in line with market practice and in alignment with the interests of shareholders. Further, the Directors consider the proposed award of Employee Options to be appropriate for the CEO role and in line with shareholder interests and are hereby put to shareholders for approval.

The only related parties of the Company who may participate in the EOP are Directors of the Company. Under the EOP, the Directors of the Company may issue options to the Directors and employees of the Company and its subsidiaries, and to their associated entities.

8.2 ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities under an employee incentive scheme to a director of the entity, an associate of the director, or a person whose relationship with the entity, director or associate of the director is, in the ASX's opinion, such that approval should be obtained. Accordingly, Resolution 7 seeks shareholder approval under ASX Listing Rule 10.14 to allow the issue of the Employee Options to Ms. Jennifer Pilcher as CEO and Managing Director under the Company's EOP.

If shareholders approve Resolution 7, the Company will proceed with the issue of the Employee Options to Ms. Pilcher on the terms and conditions as set out in this Notice. Furthermore, Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. If shareholder approval is given for the

purposes of ASX Listing Rule 10.14, approval will not be required under ASX Listing Rule 7.1, and the Employee Options issued pursuant to Resolution 7 will not deplete the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

If shareholders do not approve Resolution 7, the proposed issue of Employee Options to Ms. Pilcher will not proceed, and the Board would need to consider alternative remuneration options.

8.3 Terms of the Employee Options

The terms of the Employee Options are as follows:

	Tranche 1	Tranche 2	Tranche 3
Number of options	3,000,000	3,000,000	3,000,000
Exercise price	\$0.014	\$0.023	\$0.035
Vesting date	1 July 2026	1 July 2027	1 July 2028
Expiry date	30 June 2030	30 June 2030	30 June 2030
Issue price	\$nil	\$nil	\$nil

Each vested Employee Option entitles Ms Pilcher (or her nominee) to be issued one ordinary fully paid share in the Company upon exercise of that Employee Option. Prior to vesting and exercise, Employee Options do not entitle Ms Pilcher to any dividends or voting rights.

8.4 Disclosures for the purposes of ASX Listing Rules 10.14 and 10.15

The following disclosures are made for the purposes of ASX Listing Rules 10.14 and 10.15:

Name of recipient	Ms. Jennifer Pilcher (or her nominee), being a Director of the Company (ASX Listing Rule 10.14.1) (and/or, to the extent any Employee Options are issued to her nominee, under ASX Listing Rule 10.14.2, being an Associate of a Director of the Company).
Maximum number to be Granted	9,000,000 Employee Options.
Fixed Remuneration of the recipient	\$375,000 plus superannuation per annum.
Short Term Incentive of the recipient	Up to 50% of Fixed Remuneration subject to performance targets.
Long Term Incentive of the recipient	9,000,000 Options as outlined in this Notice.
Total number of securities previously issued to Ms Pilcher under the EOP	4,500,000.
Consideration	The Employee Options will be issued for nil consideration, and consequently there are no funds raised from the initial issue of Employee Options.
Material terms of the Employee Options	a summary of the material terms of the Employee Options is included above at 8.3.
Material terms of the EOP	a summary of the material terms of the EOP can be found in Schedule 1 to this Notice of Meeting.
Type of security	The Employee Options have been selected by the Board as the most appropriate way to incentivise and reward the CEO & Managing Director having regard to important factors which include:

	<ul style="list-style-type: none"> the important and strategic nature of the CEO role, the direct alignment to creating shareholder value through share price growth, the need to attract and retain highly qualified and capable executives like Ms Pilcher; and the need to conserve cash resources.
Value per Employee Option	The value which the Company attributes to the Employee Options range is less than 1c per Option. This value has been ascertained using a trinomial valuation model which references a closing share price of 1.4 cents, share price volatility of 61%, a risk-free interest rate of 3.6%, a dividend yield of 0, and an early exercise factor assumption of 2.5.
Loans	No loan will be made by the Company in relation to the grant of the Employee Options.
Date for issue and allotment of securities	Subject to shareholder approval of this resolution, the Company will issue the Employee Options as soon as practicable after the Meeting, or in any event no later than 3 years after the date of the Meeting in accordance with ASX Listing Rule 10.15.7.
Other	<ul style="list-style-type: none"> Details of securities issued under the EOP are published in the annual report of the Company relating to the period in which such securities have been issued, along with details regarding approval for the issue of those securities which was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the EOP after the resolution is approved and who were not named in the notice of meeting will not participate until approval is obtained under that rule. if approval is given under ASX Listing Rule 10.14, approval does not need to be sought under ASX Listing Rules 7.1 or 10.11. if shareholders do not approve Resolution 7, the proposed issue of Employee Options to Ms. Pilcher will not proceed, and the Board would need to consider alternative remuneration options.

8.5 Termination Benefits approval – section 200B and s200E Corporations Act

Sections 200B and 200E of the Corporations Act prohibit the Company from giving a benefit to a person who holds (or has held in the previous three years) a managerial or executive office with the Company or its subsidiaries, if that benefit is given in connection with that person's retirement from office and is in excess of that person's average annual base salary over the relevant period, unless the benefit is approved by Shareholders or an exemption applies.

Approval is therefore sought under section 200E of the Corporations Act to allow for the Board to determine to accelerate vesting of some or all of Ms Pilcher's (or her nominee's) unvested Employee Options in the event Ms Pilcher ceases employment in 'good leaver' circumstances (being cessation due to events such as voluntary resignation, death, serious disability or redundancy) for the benefit not to be a termination benefit for the purposes of the Corporations Act. Where Ms Pilcher ceases employment in 'bad leaver' circumstance (means a Leaver who is not a Good Leaver), all unvested Employee Options will lapse, unless the Board determines otherwise.

If Shareholder approval is obtained, the value of the approved benefits will be disregarded when calculating Ms Pilcher's termination benefits cap for the purpose of subsection 200F(2)(b) or subsection 200G(1)(c) of the Corporations Act.

The value of any benefit relating to the Employee Options given in connection with Ms Pilcher ceasing to hold managerial or executive office cannot presently be ascertained. However, matters, events and circumstances that will, or are likely to, affect the calculation of that value are:

- the number of Employee Options held by Ms Pilcher (or her nominee) prior to cessation of her employment,
- the date when, and circumstances in which, Ms Pilcher ceases employment,
- the number of Employee Options that vest (which could be all of the Employee Options held by Ms Pilcher (or her nominee)) as a result of the acceleration; and
- the market price of the Company's shares on ASX on the date the Employee Options vest.

8.6 Voting and Directors' recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

A voting exclusion statement is included in the Notice.

The Directors (other than Ms Pilcher) unanimously recommend that Shareholders vote in **FAVOUR** of Resolution 7.

9. Resolutions 8 & 9 - Approval of issue of options to non-executive Directors

9.1 Introduction

Resolutions 8 and 9 seek shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of 1,200,000 options (Director Options), being 600,000 options each to Mr. Douglas Rathbone and Mr. Peter Kopanidis as Non-executive Directors.

The Director Options (subject to approval) are being issued to supplement current Director Fees which were reduced to \$50,000 inclusive of superannuation effective 1 April 2025 (previously \$65,000 inclusive of superannuation).

9.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Mr. Douglas Rathbone and Mr. Peter Kopanidis, as Directors, are related parties of the Company by virtue of section 228(2) of the Corporations Act.

Accordingly, Resolutions 8 and 9 seek shareholder approvals under ASX Listing Rule 10.11 to allow the issue of the Director Options to each Non-executive Director.

If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the Director Options issued pursuant to Resolutions 8 and 9 will not deplete the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

To the extent shareholders do not approve Resolutions 8 and 9, the proposed issue of Directors Options will not proceed and the Company may need to increase Director fees.

9.3 Information required under Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:

Names of recipients (Recipients)	Resolution 8: Mr. Douglas Rathbone (or nominee) and Resolution 9: Mr. Peter Kopanidis (or nominee), each a director of the Company.
Maximum number of securities to be issued	1,200,000 Options, being: <ul style="list-style-type: none"> • 600,000 Options to Mr. Douglas Rathbone (or nominee) • 600,000 Options to Mr. Peter Kopanidis (or nominee)
Date for issue and allotment of securities	Subject to shareholder approval, the Company will issue the Director Options as soon as practicable after the Meeting, or in any event no later than one (1) month after the date of the Meeting.

Issue price per security and use of funds	The Director Options will be granted for nil consideration and there will be no funds raised from the issue of these securities. However, to the extent that any Director Options are exercised, the Company will raise funds from the payment of the Exercise Price per Director Option. The Company expects that any such funds raised will be applied towards its working capital requirements.
Current remuneration package (inclusive of superannuation)	\$50,000 per annum (inclusive of superannuation)
Terms of securities	<p>The options will have an exercise price of 2.3 cents per share, and vest in three equal tranches (of 200,000 each) on 1 November 2026, 1 November 2027, and 1 November 2028. All options will expire on 31 October 2030. There are no performance hurdles attached.</p> <p>The options are valued at less than 1c per option.</p>

9.4 Approval not sought under Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. For the purposes of Chapter 2E, the Directors are related parties of the Company, by virtue of section 228(2) of the Corporations Act. A “financial benefit” is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or shareholder approval is obtained. Relevantly, one exception is where the benefit constitutes “reasonable remuneration” in respect of the duties and responsibilities of the related party in the management of the public company.

For the reasons detailed above, in the view of the Board, the issue of the Director Options constitutes “reasonable remuneration” given in it replaces certain cash remuneration and, as the provision of such benefits is expressly permitted by section 211(1) of the Corporations Act, the Board does not consider the Company is required to seek shareholder approval under Chapter 2E of the Corporations Act in order to give the Non-Executive Directors the financial benefit that is inherent in the issue to them of the Director Options.

9.5 Voting and Directors’ recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of both Resolutions 8 and 9.

A voting exclusion statement is included in the Notice.

Each of the Directors do not wish to make a recommendation to Shareholders about Resolutions 8 and 9, on the basis that those resolutions are connected with the remuneration of Non-executive directors, and the Directors consider it appropriate to abstain from making recommendations about remuneration related resolutions.

10. Resolution 10 - Ratification of Prior Issue of Convertible Note Shares

10.1 Introduction

On 27 November 2023, the Company entered into a convertible note facility with Obsidian Global GP, LLC (**Obsidian**) (**Note Facility**). On the same day, the Company issued a total of 1,322,200 convertible securities to Obsidian in exchange for A\$2 million, in accordance with the terms and conditions of the facility agreement (**Obsidian Agreement**). All of these convertible securities have been converted into Shares.

On 27 February 2025, the Company announced it had issued a further 480,810 Notes to obtain a further \$750,000 (**Second Drawdown**) from the Note Facility via the issue of a Deed of Variation (**Obsidian Deed**). As at the date of this Notice, the Company has 255,810 Notes from the Second Drawdown outstanding.

10.2 Shareholder approval

This resolution seeks Shareholder approval to ratify the prior issue of 84,359,532 Shares to Obsidian upon the conversion of 501,693 convertible notes, being Shares issued to Obsidian that have not previously been approved by shareholders at previous meetings.

Listing Rule 7.1 and 7.4

Refer to section 4.3 above for a summary of Listing Rule 7.1 and 7.4.

10.3 Approval of issue of Obsidian Shares

The issue of the Obsidian Shares does not fit within any of the exceptions to Listing Rule 7.1. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, Cann Group wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under Listing Rule 7.1. To do this, Cann Group is asking shareholders to approve the Issue under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

To this end, Resolution 10 seeks Shareholder ratification of the issue of the Obsidian Shares under Listing Rule 7.4.

If Resolution 10 is passed, the issue of the Obsidian Shares will be excluded from the Company's Placement Capacity.

If Resolution 10 is not passed, the issue of the Obsidian Shares will reduce, to that extent, Cann Group's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue.

10.4 Technical Information required under Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is set out below:

- (a) the Obsidian Shares were issued to Obsidian.
- (b) the number, date of issue, and issue price per Share of Obsidian Shares is outlined in the table below:

Conversion Date	Notes Converted	Shares Issued	Conversion Price
20/05/2025	75,000	2,991,039	\$0.01
13/06/2025	75,000	13,970,244	\$0.01
8/07/2025	65,000	15,130,872	\$0.01
3/09/2025	61,693	12,306,575	\$0.01
25/09/2025	65,000	11,546,780	\$0.01
26/09/2025	160,000	28,414,222	\$0.01
TOTAL	501,693	84,359,532	

- (c) the purpose of the Obsidian Shares was to issue Shares upon conversion of the Obsidian Notes.
- (d) the Obsidian Shares were issued as fully paid ordinary shares in the capital of the Company and from the date of issue rank equally in all respects with the existing shares;
- (e) the Obsidian Shares were issued pursuant to the terms and conditions outlined in the Obsidian Agreement and Obsidian Deed, which are summarised at Schedule 2; and
- (f) the Obsidian Shares were not issued to fund a reverse takeover.

10.5 Voting exclusion and Directors' recommendation

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

A voting exclusion statement is included in the Notice.

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of Resolution 10.

11. Resolution 11 - Approval of additional 10% placement capacity for 12 months

11.1 General

Listing Rule 7.1A provides that an Eligible Entity (as defined in the Listing Rules) may seek Shareholder approval at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital over the following period of 12 months (**10% Placement Capacity**). The Company is an Eligible Entity.

If Shareholders approve this resolution, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

The effect of this Resolution 11 will be to allow the Company to issue up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the date of the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The Directors understand that many Eligible Entities have sought this form of Shareholder approval to enable a capital raising to be implemented where appropriate during the following year, without incurring costs for obtaining Shareholder approval or incurring any time delay and associated deal risk in obtaining such approval.

Accordingly, Shareholder approval of this resolution is considered to be a prudent approach. The Directors believe that this resolution will provide the Company with flexibility to raise capital quickly if advantageous terms are available and is in the best interests of the Company.

If the resolution is not passed, the Company will not be able to access the additional 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1. If the Company then needs to issue additional equity securities it will need to call a Shareholder meeting to seek that approval, attracting the relevant costs and time delay and associated deal risk from that delay.

Resolution 11 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.

11.2 Listing Rule 7.1A

Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue equity securities in addition to those under the Eligible Entity's 15% annual placement capacity under Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalization (excluding restricted securities and securities quoted on deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and as at 17 October 2025 has a market capitalisation of \$9,850,044 based on a share price of \$0.014.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. The Company currently has one class of quoted equity securities, being fully paid ordinary shares in the capital of the Company (ASX Code: CAN).

The exact number of equity securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A: is the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of shares issued in the previous 12 months under an exception in Listing Rule 7.2, other than exception 9, 16 or 17;
- plus the number of shares issued in the previous 12 months on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or 7.4;
- plus the number of shares issued in the previous 12 months under an agreement to issue securities within Listing Rule 7.3 exception 16 where:
 - the agreement was entered into before the commencement of the previous 12 month period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or rule 7.4;
- plus the number of partly paid ordinary shares that became fully paid in the previous 12 months;
- plus the number of shares issued in the previous 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without shareholder approval; and
- less the number of shares cancelled in the previous 12 months.

D: is 10%.

E: is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders or shares under Listing Rule 7.1 or 7.4.

11.3 Information required by Listing Rule 7.1A

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to this resolution.

(a) Minimum Price

The minimum price (being a cash only price) at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the equity securities are not issued within 10 ASX trading days of the date on which the price at which the equity securities are to be issued is agreed, the date on which the equity securities are issued.

(b) Date of issue

The equity securities may be issued under the 10% Placement Capacity commencing the date of the Meeting and expiring on the first to occur of the following:

- 12 months after the date of the Meeting;
- the time and date of the Company's next annual general meeting; and
- the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking), (after which date, an approval under Listing Rule 7.1A ceases to be valid),

or such longer period if allowed by ASX.

(c) Risk of voting dilution

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any shares under the issue.

If the Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing shares is shown in the table below.

The table below seeks to demonstrate the potential dilution of existing Shareholders resulting from the issue of equity securities under the 10% Placement Capacity calculated in accordance with the formula contained in Listing Rule 7.1A.2. The table does this by setting out the potential number of shares issued and funds raised on the basis of:

- (i) the current number of shares on issue;
- (ii) the number of shares on issue changing (variable 'A' in the formula); and
- (iii) a variation in the issue price of the shares (noting that shares may only be issued at up to a 25% discount based on the volume weighted average price of the shares calculated over the 15 ASX trading days preceding the issue).

Number of shares on issue - Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.007 (50% decrease in Issue Price)	\$0.014 (Current Issue Price)	\$0.028 (100% increase in Issue Price)
Current shares on issue 703,574,604 shares (Current Variable A*)	Additional 10% Shares issued	70,357,460	70,357,460	70,357,460
	Funds raised	\$492,502	\$985,004	\$1,970,009
50% increase in Variable A* 1,055,361,906 shares	Additional 10% Shares issued	105,536,190	105,536,190	105,536,190
	Funds raised	\$738,753	\$1,477,507	\$2,955,013
100% increase in Variable A* 1,407,149,208 shares	Additional 10% Shares issued	140,714,920	140,714,920	140,714,920
	Funds raised	\$985,004	\$1,970,009	\$3,940,018

**The number of Shares on issue (variable A in the formula) could increase as a result of Shares that do not require Shareholder approval to be issued (such as under a pro-rata rights issue, shares issued under a takeover offer or shares issued on the exercise of options) or that are issued with Shareholder approval under Listing Rule 7.1.*

The table above uses the following assumptions:

- The current number of quoted shares on issue is 703,574,604 as at 17 October 2025.
- The current issue price set out in the table is the closing price of the shares on the ASX on 17 October 2025.
- The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
- The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

5. No further securities are bought back and cancelled by the Company under an on-market buyback.
6. The issue of equity securities under the 10% Placement Capacity consists only of shares. It is assumed that no options are exercised into shares before the date of issue of the equity securities.
7. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
8. This table does not set out any dilution pursuant to approvals under Listing Rule 7.1.
9. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue - this is why the voting dilution is shown in each example as 10%.

Shareholders should note that there is a risk that:

- (i) the market price for the shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the shares may be issued at a price that is at a discount to the market price for those shares on the date of issue.

11.4 Purpose of issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for cash consideration only, in which case the Company intends to use funds raised for the acquisition of new resources, assets and investments (including expenses associated with an acquisition), continued expenditure on the Company's current assets and general working capital.

The cash issue price will comply with the minimum issue price noted in paragraph (a) above.

11.5 Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the 10% Placement Capacity. The identity of the allottees under the 10% Placement Capacity will be determined on a case-by-case basis having regard to the factors including the following:

- (i) the purpose of the issue,
- (ii) alternative methods of raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate,
- (iii) the effect of the issue of the equity securities on the control of the Company,
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company.
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisors (if applicable).

No allottees under the 10% Placement Capacity have been determined as at the day of finalisation of this Notice and may include existing substantial Shareholders and/or new Shareholders. However, the allottees cannot include any directors, related parties or associates of a related party of the Company without further specific Shareholder approval.

11.6 Previous Issues

The Company will issue 65,917,587 Shares in the 12 months prior to the Meeting under Listing Rule 7.1A.2 as part of the Tranche 1 Placement described in section 4.1.2 above.

11.7 Previous Approval

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting on 6 November 2024.

11.8 Compliance with Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will:

- (i) state in its ASX announcement of the proposed issue under Listing Rule 3.10.3 or in its application of the equity securities under Listing Rule 2.7 that the equity securities are being issued under Listing Rule 7.1A; and
- (ii) give to the ASX a list of the recipients of the equity securities and the number of equity securities issued to each (not for release to the market) immediately after the equity securities are issued, in accordance with Listing Rule 7.1A.4(b).

11.9 Special resolution

This resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.

11.10 Voting exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of equity securities under Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on this resolution.

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

11.11 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of this resolution.

12. Resolution 12 - Approval to Amend the Constitution to include Proportional Takeover Provisions

12.1 General

Resolution 12 proposes the amendment of the Company's Constitution to insert a new Clause 90 (**Proportional Bid Provisions**) as set out below:

90. Proportional takeover approval provisions

90.1 Interpretation

In this clause:

- **Approving Resolution** means a resolution to approve a proportional takeover bid in accordance with section 648G of the Corporations Act.
- **Proportional Takeover Bid** has the same meaning as in the Corporations Act.
- Terms defined in the Corporations Act have the same meaning in this clause.

90.2 Approval Required for Proportional Takeover Bids

Where offers have been made under a proportional takeover bid for securities of the Company:

- (a) *The registration of a transfer giving effect to a takeover contract for the bid is prohibited unless and until an Approving Resolution is passed;*
- (b) *The Approving Resolution must be considered at a meeting of persons (excluding the bidder and its associates) who hold securities in the bid class;*
- (c) *The meeting must be held at least 14 days before the last day of the bid period;*
- (d) *The resolution is passed if a majority of the votes cast on the resolution are in favour of the bid;*
- (e) *If the resolution is not passed, the bid cannot proceed and any transfers under the takeover contracts are not to be registered.*

90.3 Meeting Procedure

The provisions of this Constitution relating to general meetings apply, with necessary changes, to a meeting held for the purposes of this clause.

90.4 Lapse of Clause

*This clause ceases to have effect on the **third anniversary** of the date it was adopted or last renewed.*

A "proportional takeover bid" is a takeover offer sent to all shareholders in which the bidder offers to acquire a specified proportion of each shareholder's shares (e.g., 50%). Under the proportional takeover provisions in the Constitution, a bidder must obtain approval from shareholders (excluding the bidder and associates) before proceeding with such a bid.

The provisions aim to protect shareholders by giving them the opportunity to vote on a proposed bid and prevent partial bids that may otherwise enable control without offering fair value to all shareholders.

Section 648G (in Part 6.5 Subdivision 5C) of the Corporations Act (and clause 90 of the Constitution) provide that this new clause 90 ceases to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that this new clause 90 be inserted in the Constitution.

If the resolution is passed, these provisions will remain in effect for 3 years, unless renewed by a further shareholder resolution.

12.2 Effect of proposed clause 90

Clause 90 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (**Approving Resolution**). The person making the offer for the securities (**Bidder**) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Clause 90 will also provide that:

- (i) If an Approving Resolution is not voted upon within 14 days of the end of the bid period, the Approving Resolution is deemed approved; and
- (ii) If the Approving Resolution is rejected,
 - a. all unaccepted offers under the proportional takeover bid are deemed withdrawn,
 - b. the Bidder must rescind each contract created as a result of the acceptance of an offer under that proportional takeover bid, and
 - c. a Member who has accepted an offer made under the Proportional Bid is entitled to rescind the contract (if any) resulting from that acceptance.

12.3 Reasons for the resolution

Section 648(G)(4) enables the members to approve a renewal of Proportional Bid Provisions by way of amendment to the Company's Constitution to include such Proportional Bid Provisions.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid from another person for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, Clause 90 needs to be inserted in the Constitution and therefore renewed. If Clause 90 is renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

12.4 Awareness of current acquisition proposals

As at the date of this Notice, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

12.5 The advantage and disadvantages of the Proportional Bid Provisions since their adoption or renewal

As there have been no takeover bids made for any of the shares in the Company since the adoption of the Constitution and the Constitution did not include the Proportional Bid Provisions, there has been no advantages or disadvantages.

12.6 Potential advantages and disadvantages of the proposed resolution for both Directors and Shareholders

An advantage to the Directors of including and renewing the Proportional Bid Provisions is that the Board will be able to assess the member's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, Clause 90 provides the members with the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If Resolution 12 is not approved and Clause 90 is not renewed, members will not have this opportunity.

On the other hand, it may be argued that the inclusion of Clause 90 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for members to sell some of their securities.

12.7 Special resolution

This resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of this resolution for it to be passed.

12.8 Voting exclusion

There is no voting exclusion for this resolution.

The Chairman intends to vote undirected proxies in **FAVOUR** of this resolution.

12.9 Directors' Recommendation

The Directors unanimously recommend that Shareholders vote in **FAVOUR** of this resolution.

SCHEDULES

Schedule 1: Summary of Employee Share Option Plan (EOP)

A summary of the key terms, and relevant definitions, of the EOP is set out below. The provisions outlined below of the EOP must be read subject to the Corporations Act and the Listing Rules. This summary is not intended to be exhaustive and does not constitute a definitive statement of all the rights, liabilities and obligations of the Company under the EOP.

SUMMARY OF EOP TERMS	
Who can participate	<p>Eligible Employees, including all full-time or part-time employees of a Group Company (including any employee on parental leave, long service leave or other special leave as approved by the Board), and any individual providing services to a Group Company (including as director).</p> <p>Options may not be issued to any Director under the EOP unless Shareholder approval has been obtained as required by the Corporations Act or the Listing Rules.</p>
Type of securities offered	<p>Options.</p> <p>Each Option issued entitles the Eligible Employee to receive one Plan Share, subject to meeting the conditions set out in the invitation to apply for a grant of Options ("Invitation").</p>
Invitations	<p>The Board may make an Invitation to an Eligible Employee to apply for a grant of Options which can be accepted by the Eligible Employee completing and executing the application form and submitting it to the Company with the application period specified in the Invitation.</p> <p>The Invitation must include (among other things) the following information:</p> <ul style="list-style-type: none"> the maximum number of Options the Eligible Employee may apply for, the amount (if any) the Eligible Employee has to pay for the underlying Plan Shares to be issued or transferred in satisfaction of the Options ("Exercise Price"), the proposed grant date the Options will be granted to the Eligible Employee ("Grant Date"), the period of time during which the Options may be applied for by the Eligible Employee ("Application Period"), the vesting conditions (if any) attaching to the Options ("Vesting Conditions"), any conditions that must be satisfied, reached or met (subject to the terms of the EOP) before a Plan Share can be freely transferable, if any ("Transfer Conditions"); and if the Invitation is being made in reliance on the Corporations Act or any other instrument or regulatory relief issued by ASIC, any other terms or conditions that may be prescribed by the Corporations Act or that instrument or relief. <p>Invitations are personal to the Eligible Employee and the Company shall only issue the Options offered in the Invitation to that Eligible Employee (unless the Invitation says otherwise).</p>
Consideration for Options	<p>The consideration for the granting of the Options is the services expected of an Eligible Employee to or for the benefit of the Group.</p>

	Eligible Employees do not have to pay money or give other consideration for the grant of an Option.
Vesting Conditions	If the Invitation includes Vesting Conditions, these must be satisfied or waived prior to the issue or transfer of Plan Shares on exercise of the Options.
Terms of the Plan Shares	<p>Unless otherwise provided in an Invitation and subject to the Plan Rules, Plan Shares rank equally with existing Shares on and from their date of issue ("Issue Date") in respect of all rights issues, bonus share issues and dividends which have a record date for determining entitlements on or after the Issue Date.</p> <p>The Company will apply for all Plan Shares to be admitted to trading on the ASX in accordance with the requirements of the Listing Rules.</p>
Restrictions on the Plan Shares	<p>Participants agree to accept the Plan Shares subject to the Constitution and the EOP rules, complying with any Transfer Conditions and agree to comply with a holding lock (as defined in the Listing Rules) on the Plan Shares until any Transfer Conditions expire or are waived.</p> <p>The on-sale of Plan Shares may be restricted under the Corporations Act in the 12 months immediately following the Issue Date unless the Company takes the required steps to enable the on-sale of the Plan Shares.</p>
Lapse of Options	<p>An Option lapses on the earlier of:</p> <ul style="list-style-type: none"> the Issue Date, the day after a change of control (as defined in the EOP), the day after a Participant ceases to be an employee, officer or consultant of the Company or a subsidiary ("Cessation Event") (subject to the "Good Leaver" rules described below), 10 years from the Grant Date or any other date (not more than 15 years from the Grant Date) determined by the Board and set out in the Invitation, the date the Board determines that the Option should lapse because the Participant has committed a Default Event (as defined in the EOP); or the date the Board determines that the Option is incapable of vesting.
"Good Leavers"	<p>If a Participant suffers a Cessation Event and is a "Good Leaver" (i.e. ceases to be an Eligible Employee due to events such as voluntary resignation, death, serious disability or redundancy):</p> <ul style="list-style-type: none"> any unvested Options held by the Participant will lapse on the Cessation date, the Board may, in its absolute discretion at any time before the vested Options are exercised, serve a notice in writing on the Good Leaver requiring them to sell some or all of their vested Options to any person nominated by the Board at fair market value (determined as the date of the notice); and the Participant may exercise any vested Options before the date 180 days after the Cessation Date or, if notified by the Board in writing, such later date as the Board may determine in its absolute discretion, after which such vested Options lapse if not exercised.
Change in Control	<p>If there is a Change of Control (as defined in the Plan), the Board may, at its discretion, elect to determine to do any of the following in respect of an Option:</p> <ul style="list-style-type: none"> buy back or cancel the Option (whether Vested or not) in exchange for their Fair Market Value, waive the Vesting Conditions on the Option,

	<ul style="list-style-type: none"> • waive the Transfer Conditions on the Option, if Vested, • require that the Option, if vested be exercised on or before the date of the Change of Control ; or • require that Options are disposed of as part of the Change of Control for their fair market value. <p>or take any combination of the above steps, though it is under no obligation to undertake any.</p>
Clawback	<p>If, in the Board's opinion, a Participant has committed a "Default Event" (as defined in the Plan), the Board may demand that the Participant transfer any Plan Shares (whether or not they have any Transfer Conditions or not) to the Company, or as the Company directs, at such price which is the lower of the Exercise Price paid by the Participant and the then market price of the Shares, or such other price agreed by the Participant and the Board. If the Participant has already disposed of the Plan Shares, the Company may demand the Participant to repay to the Company an amount equal to the then market price of the Share for each Plan Share disposed of.</p>
Reorganisations	<p>The Options or Plan Shares shall be reorganised (to the extent necessary) in accordance with the Listing Rules in the event of the Company undertaking a reorganisation event.</p>
Restrictions on dealings with Options and Plan Shares	<p>Except for permitted transfers, a Participant must not dispose of or grant any security interest over or otherwise deal with any Options or Plan Shares.</p> <p>A Participant has limited rights to dispose or transfer Options – they can only do so with the prior written consent of the Board or if there is a re-organisation of the Group or a change of control.</p> <p>A Participant also has limited rights to dispose of Plan Shares. A Participant may only dispose of Plan Shares after satisfaction or waiver of any Transfer Conditions, after a Cessation Event, on the Participant's request where they are suffering financial hardship and the Board determines, in its discretion, to approve the disposal, in the event of a clawback if a Participant has committed a Default Event, if there is a re-organisation of the Group or a change of control.</p> <p>A Participant may not enter into any arrangement to hedge, manage or otherwise affect their economic exposure or risk in relation to any Options or Plan Shares.</p>
Amendments to the EOP	<p>The Board may at any time amend all or any of the provisions of the EOP, unless the amendment would adversely affect the rights of the Participants (or shareholder approval is required by the Corporations Act or the Listing Rules), in which case consent of 75% of all adversely affected Participants is required unless the amendment is to:</p> <ul style="list-style-type: none"> • comply with current or future legislation governing the EOP, • correct any manifest error or mistake, • comply with any applicable law; or • address any possible adverse tax consequences for the Company.
Maximum limit on Plan Shares to be issued to a Participant	<p>Plan Shares cannot be issued or transferred to a Participant under the EOP if the Participant would then hold a legal or beneficial interest in more than 5% of the Shares or be in a position to cast, or control the casting of, more than 5% of the maximum number of votes which might be cast at a general meeting of the Company.</p>

DEFINITIONS	
Eligible Employee	means an Employee or prospective Employee whom the Board determines is to receive an Invitation under the Plan.
Employee	means an individual who is: <ul style="list-style-type: none"> • in the full-time or part-time employment of a Group Company (including any employee on parental leave, long service leave or other special leave as approved by the Board); or • providing services to a Group Company (including as director).
EOP	means the Cann Group Limited 2023 Employee Option Plan.
Group Company	means the Company or one of its subsidiaries (as that term is defined in the Corporations Act).
Invitation	means an invitation to an Eligible Employee to apply for a grant of Options in accordance with the EOP.
Participant	means in relation to the EOP, a person holding Options or Plan Shares under the EOP and includes, if a Participant dies or become subject to a legal disability, the Legal Personal Representative (meaning the executor of the will or an administrator of the estate of a deceased person, the trustee of the estate of a person under a legal disability or a person who holds an enduring power of attorney granted by a person) of the Participant.
Option	means an option granted to a Participant under the Plan to be issued or transferred a Plan Share under the Plan.
Plan Share	means a Share issued or transferred on exercise of an Option.

Schedule 2: Summary of the Obsidian Agreement

The key terms of the Convertible Securities Facility are set out below:

Commitment Limit	A\$15,000,000
Facility tranches	<p>First Purchase: A\$2,000,000 within five (5) business days after execution of the Facility (Execution Date).</p> <p>Subsequent Purchase: Such amount as Obsidian and Cann may agree in respect of each Subsequent Purchase, provided that the maximum amount of any Subsequent Purchase is A\$3,000,000, and the aggregate amounts under all Purchases cannot exceed the Commitment Limit.</p>
Maturity Date	27 May 2025.
Number of Convertible Securities to be issued	<p>First Purchase: That number equal to the actual amount paid in US\$ for the First Purchase (A\$2,000,000), being 1,322,200.</p> <p>Subsequent Purchases: That number equal to the actual amount paid in US\$ for the A\$ value of the Subsequent Purchase.</p>
Face Value	US\$1.15 per Convertible Security
Default Face Value	US\$1.265 per Convertible Security
Coupon	Nil
Premium Conversion Price	75% premium to the average 5-day VWAP prior to the Execution Date.
Variable Conversion Price	<p>The lesser of:</p> <ul style="list-style-type: none"> (a) 92% of the average of the lowest three (3) daily VWAPs during the 15 trading days prior to the date of delivery of the conversion notice; and (b) the Premium Conversion Price
Default Conversion Price	<p>The lesser of:</p> <ul style="list-style-type: none"> (a) 80% of the average of the lowest daily VWAP during the 10 trading days prior to the date of delivery of the conversion notice; and (b) the Premium Conversion Price
Adjustment to Conversion Price	<p>The Conversion Price will adjust in the usual manner should the Company undergo a capital reorganisation.</p> <p>If the Company issues shares at a price or convertible securities with a conversion price lower than the Premium Conversion Price, the Premium Conversion Price shall be reduced to that lower price.</p>
Maximum Share Number	<p>The aggregate maximum number of fully paid ordinary shares in the Company (Shares) that the Company, without the Company first obtaining shareholder approval, may or is required to issue as the Commitment Shares, Placement Shares, or one or more conversions, or other redemptions of the Convertible Securities issued at the First Purchase is 40,000,000 Shares. Shareholder approval is required to be sought if additional Shares are required to be issued.</p> <p>The issue of Convertible Securities pursuant to any Subsequent Purchases will be subject to shareholder approval.</p>

Commitment Shares	<p>Such number of Shares as determined as follows:</p> <p>First Tranche: That number of Shares determined by dividing 0.75% of the Commitment Limit by the average of the five (5) daily VWAPs prior to the Execution Date (and rounding upwards). The First Tranche is to be issued to Obsidian on the Execution Date.</p> <p>Second Tranche: That number of Shares determined by dividing 0.75% of the Commitment Limit by the average of the five (5) daily VWAPs prior to the date on which the second tranche of the Commitment Shares is issued. The Second Tranche is to be issued to Obsidian on the earliest of the Maturity Date, termination date of the Facility and redemption date of all Convertible Securities.</p> <p>The Commitment Shares are issued for nil consideration.</p>
Placement Shares	<p>The Company must issue 3,333,333 Shares to Obsidian on the date of the First Purchase.</p> <p>The Placement Shares are issued for consideration which is payable within 15 trading days of termination of the Facility at a price per Share determined by reference to the prevailing VWAP less a discount of 8%, or the price obtained by selling the Shares on market at that time less a discount of 5%. Obsidian can also return the Shares to the Company for nil consideration.</p>
Options	<p>Subject to shareholder approval, on or before the Company's next Annual General Meeting, the Company must issue Obsidian such number of options to be issued Shares (Options) equal to 33% of the aggregate Face Value of the Convertible Securities issued at the First Purchase, divided by the average of the five (5) daily VWAPs for the five (5) trading days immediately prior to the First Purchase.</p> <p>The Option exercise price will be equal to 200% of the average of the five (5) daily VWAPs for the five (5) trading days immediately prior to the First Purchase.</p> <p>Options Expiration Date is two (2) calendar years after the date of issue of the Options.</p> <p>Refer to Schedule 3 as attached to this Notice for the Option terms.</p> <p>If the issue of the Options is not approved by shareholders, the Company must pay A\$150,000 to Obsidian in lieu of the issue of the options.</p> <p>In respect of a Subsequent Purchase a similar formula will apply by reference to the date of the Subsequent Purchase to determine how many Options are to be issued and the exercise price.</p>
Conversion - optional	Obsidian may elect at any time to convert Convertible Securities at the Premium Conversion Price or Variable Conversion Price (as elected by Obsidian) or the Default Price (if applicable)
Redemption Amount	105% of the amount outstanding in respect of the relevant Convertible Securities, unless the redemption is as a result of a fund raising in which case it will be 100% of the amount outstanding.
Redemption - on fund raising	If the Company undertakes a fund raising in excess of A\$2.5 million, Obsidian may elect to require the Company to apply up to 20% of those funds to redeem Convertible Securities

Early redemption - company election	<p>The Company may elect to redeem all or part (such part to be not less than A\$500,000) of the outstanding Convertible Securities at any time.</p> <p>Obsidian may deliver a conversion notice which will take priority over the Company's early redemption election.</p>
Redemption at Maturity Date	<p>On the Maturity Date, the Company must redeem all of the outstanding Convertible Securities by paying Obsidian, the Redemption Amount in respect of those Convertible Securities.</p>

----- END OF DOCUMENT -----

LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

Cann Group Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150

*During business hours Monday to Friday



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (Melbourne time) on Wednesday, 26 November 2025**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the

appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Annual General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Cann Group Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Melbourne time) on Friday, 28 November 2025 at the offices of HWL Ebsworth Lawyers, Level 8, 447 Collins Street, Melbourne, VIC 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 3, 4, 5, 6, 7, 8, 9, 10 & 11: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 4, 5, 6, 7, 8, 9, 10 & 11, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval of Issue of Options to Mr. Peter Kopanidis, Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director - Mr. Douglas Rathbone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10 Ratification of Prior Issue of Convertible Note Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Tranche 1 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11 Approval of Additional 10% Placement Capacity for 12 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Issue of Tranche 2 Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12 Approval of Proportional Takeover Provisions in the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Proposed Placement of Equity Securities to Ms. Jennifer Pilcher	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval of Issue of Lender Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval of Issue of Options to Ms. Jennifer Pilcher, CEO & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Approval of Issue of Options to Mr. Doug Rathbone, Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

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