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ZOONO GROUP LIMITED
ACN 006 645 754

OFFER DOCUMENT

For a pro rata non-renounceable Rights Issue to Eligible Shareholders on the basis of one (1) New Share for every ten (10) existing Shares held by Eligible Shareholders on the Record Date at an issue price of $0.039 per New Share to raise approximately $1,609,226 (before costs) (**Offer**).

The Offer opens on 3 November 2026 and closes at 5:00pm (AEDT) on 17 November 2026 (unless it is lawfully extended). Valid acceptances must be received before that time.

Applications for New Shares by Eligible Shareholders can only be made by using or following the instructions on an Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out the Eligible Shareholders' Entitlement to participate in the Offer.

Please read the instructions in this Offer Document and on the accompanying Entitlement and Acceptance Form.

This Offer Document is not a prospectus and does not contain all of the information that an investor may require in order to make an informed investment decision regarding the New Shares offered by this Document. This Offer Document should be read in conjunction with all other market releases issued by the Company.

The New Shares offered by this Offer Document should be considered as speculative.

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1. IMPORTANT INFORMATION

No person is authorised to give any information or to make any representation in connection with the Offer which is not contained in this Offer Document. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

1.1 This document is not a prospectus

This Offer Document is dated 23 October 2026, has been prepared by Zoono Group Limited and is for a rights issue of continuously quoted securities (as defined in the Corporations Act) of the Company. This Offer Document is not a prospectus under the Corporations Act and has not been lodged with the ASIC. It does not contain all of the information that an investor would find in a prospectus or which may be required in order to make an informed investment decision regarding, or about the rights attaching to, the New Shares offered by this Offer Document.

This Offer Document including each of the documents attached to it and which form part of this Offer Document is important and should be read in their entirety prior to making an investment decision. In particular, Shareholders should refer to the risk factors set out in Section 5 of this document. If you do not fully understand this Offer Document or are in any doubt as to how to deal with it, you should consult your professional adviser.

1.2 Section 708AA of the Corporations Act

This Offer Document has been prepared in accordance with section 708AA of the Corporations Act as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2026/98 (**ASIC Instrument 2026/98)**. In general terms, section 708AA permits certain companies to undertake rights issues without being required to use or provide to shareholders a prospectus or other disclosure document. Accordingly, the level of disclosure in this Offer Document is significantly less than the level of disclosure required in, and what you would expect in, a prospectus. Eligible Shareholders should rely on their own knowledge of the Company, refer to disclosures made by the Company to ASX and consult their professional advisers before deciding to accept the Offer.

1.3 Eligibility

Applications for New Shares by Eligible Shareholders can only be made on an Entitlement and Acceptance Form, as sent with this Offer Document. The Entitlement and Acceptance Form sets out an Eligible Shareholder's Entitlement to participate in the Offer.

1.4 Overseas Shareholders

This Offer Document does not, and is not intended to, constitute an offer in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Document.

The Offer is not being extended and New Shares will not be issued to Shareholders with a registered address which is outside Australia, New Zealand, Germany, Hong Kong, Singapore and the United Kingdom. It is not practicable for the Company to comply with the securities laws of overseas jurisdictions (other than those mentioned above) having regard to the number of overseas Shareholders, the number and value of New Shares these Shareholders would be offered and the cost of complying with regulatory requirements in each relevant jurisdiction.

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United States Shareholders

This Offer does not constitute an offer in the United States of America, nor does it constitute an offer to a person who is a US Person or someone who is acting on behalf of a US Person.

The Shares have not been, and will not be, registered under the US Securities Act 1933 and may not be offered or sold in the United States of America, or to, or for the account or benefit of, US Persons (as defined in Rule 902 under the US Securities Act) except under an available exemption from registration under the US Securities Act. These Shares may only be resold or transferred if registered under the US Securities Act or pursuant to an exemption from registration under the US Securities Act and in compliance with state securities laws. The Company is under no obligation and has no intention to register the Shares in the United States of America.

Further detail in relation to foreign jurisdictions is set out in this Offer Document.

New Zealand Shareholders

The New Shares are not being offered to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Offer is being made in reliance on the Financial Markets Conduct Act 2013 (New Zealand) and the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

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

European Union Shareholders – Germany Only

This Offer Document has not been, and will not be, registered with or approved by any securities regulator in Germany. Accordingly, this Offer Document may not be made available, nor may the New Shares be offered for sale, in any member state of the European Union except in circumstances that do not require a prospectus under Article 1(4) of Regulation (EU) 2017/1129 of the European Parliament and the Council of the European Union (the "Prospectus Regulation").

In accordance with Article 1(4) of the Prospectus Regulation, an offer of New Shares in each member state of the European Union is limited:

(a) to persons who are "qualified investors" (as defined in Article 2(e) of the Prospectus Regulation);

(b) to fewer than 150 natural or legal persons (other than qualified investors); or

(c) in any other circumstance falling within Article 1(4) of the Prospectus Regulation.

Hong Kong Shareholders

WARNING: The contents of this Offer Document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the Offer. If you are in doubt about any contents of this Offer Document, you should obtain independent professional advice.

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Singapore Shareholders

This Offer Document and any other materials relating to the New Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this Offer Document and any other document relating to the New Shares may not be issued, circulated or distributed, nor may the New Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part 13 of the Securities and Futures Act 2001 of Singapore (the "SFA") or another exemption under the SFA.

This Offer Document has been given to you on the basis that you are an existing holder of the Company's shares. If you are not such a shareholder, please return this Offer Document immediately. You may not forward or circulate this Offer Document to any other person in Singapore.

Any offer is not made to you with a view to the New Shares being subsequently offered for sale to any other party in Singapore. On-sale restrictions in Singapore may be applicable to investors who acquire New Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom Shareholders

Neither this Offer Document nor any other document relating to the Offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended ("FSMA")) has been published or is intended to be published in respect of the New Shares.

The New Shares may not be offered or sold in the United Kingdom by means of this Offer Document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This Offer Document is issued on a confidential basis in the United Kingdom to fewer than 150 persons who are existing shareholders of the Company. This Offer Document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the New Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this Offer Document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 ("FPO"), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this Offer Document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this Offer Document.

1.5 Notice to nominees and custodians

Shareholders resident in Australia or New Zealand holding Shares on behalf of persons who are resident overseas are responsible for ensuring that taking up an Entitlement under the Offer does not breach regulations in the relevant overseas jurisdiction. Return of a duly

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completed Entitlement and Acceptance Form will be taken by the Company to constitute a representation that there has been no breach of those regulations.

1.6 Forward-looking statements

This Offer Document contains forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this Offer Document, are expected to take place.

Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of our Company, the Directors and our management.

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

We have no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Offer Document, except where required by law.

These forward-looking statements are subject to various risk factors that could cause our actual results to differ materially from the results expressed or anticipated in these statements. These risk factors are set out in Section 5 of this Offer Document.

1.7 Privacy Act

If you complete an Entitlement and Acceptance Form, you will be providing personal information to the Company (directly or through the Company's share registry). The Company collects, holds and uses that information to assess your application, service your needs as a Shareholder, facilitate distribution payments and corporate communications to you as a Shareholder and carry out administration.

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

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

Collection, maintenance and disclosure of certain personal information is governed by legislation including the Privacy Act 1988 (Cth) (as amended), the Corporations Act and certain rules such as the ASX Settlement Operating Rules. You should note that if you do not provide the information required on the Entitlement and Acceptance Form, the Company may not be able to accept or process your application.

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2. CORPORATE DIRECTORY

Directors

Paul Hyslop *(Group Managing Director)*

Don Clarke (Independent Non-Executive Director)

Elissa Hansen (Independent Non-Executive Director)

Marc Braterman (Non-Executive Director)

Company Secretary

Elissa Hansen

Key Management Personnel

Paul Ravlich *(Group Chief Financial Officer)*

Lew MacKinnon *(Group Chief Operating Officer)*

Registered Office

Level 8
210 George Street
Sydney NSW 2000

Telephone: + 61 2 8042 8481

Principal Place of Business

Unit 3, 24 Bishop Dunn Place
Flatbush
Auckland 2013
New Zealand

Telephone: +64 21 659 977
Email: info@zoono.com
Website: www.zoono.com

Share Registry*

Boardroom Pty Limited
Level 8, 210 George Street
Sydney NSW 2000

Telephone: +61 2 9290 9600
Website: www.boardroomlimited.com.au

ASX Code

ZNO

Auditor*

Hall Chadwick (NSW)
Level 40
2 Park Street
Sydney NSW 2000

Legal Advisers

Steinepreis Paganin
Level 6
99 William Street
MELBOURNE VIC 3000

*These parties have been included for information purposes only. They have not been involved in the preparation of this Offer Document.

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3. DETAILS OF THE OFFER

3.1 The Offer

The Offer is being made as a non-renounceable entitlement offer of one (1) New Share for every ten (10) existing Shares held by Eligible Shareholders registered at the Record Date at an issue price of $0.039 per New Share. Fractional entitlements will be rounded up to the nearest whole number.

Based on the capital structure of the Company as set out in Section 3.6 of this Offer Document, a maximum of approximately 41,262,202 Shares will be issued pursuant to this Offer to raise up to $1,609,226.

As at the date of this Offer Document, the Company has 10,000,000 Options on issue, all of which may be exercised prior to the Record Date in order to participate in the Offer. Please refer to Section 3.6 of this Offer Document for information on the exercise price and expiry date of the Options on issue.

All of the New Shares offered under this Offer Document will rank equally with the Shares on issue at the date of this Offer Document.

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

3.2 Use of Funds

Completion of the Offer will result in an increase in cash in hand of up to $1,609,226 (before the payment of costs associated with the Offer).

The Company intends to apply the funds raised under the Offer as follows:

Items of Expenditure	$	%
Packaging for extension of shelf-life	300,000	18.6
China shelf-life expansion	50,000	3.1
India shelf-life expansion	25,000	1.6
Patents and IP	200,000	12.4
Directors fees	240,000	14.9
Overheads	120,000	7.5
Company secretarial, registry, ASX fees, audit, insurance, other	350,000	21.7
Working capital	273,000	17.0
Expenses of the Offer	51,226	3.2
Total	**1,609,226**	**100**

The above table is a statement of the Board's current intentions as at the date of this Offer Document. However, Shareholders should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, market and general economic conditions and environmental factors. In light of this, the Board reserves the right to alter the way the funds are applied.

In the event the Offer is not fully subscribed, operational objectives may be modified, which may result in delay or substantial changes to the Company's future plans. In this event (and after accounting for associated Offer costs) it is likely that the Company will appropriately scale back funds available in the following order and otherwise in accordance with the above table: Item 1. Packaging for extension of shelf-life, Item 2. China shelf-life expansion, Item 3. India shelf-life expansion, Item 4. Patents and IP, Item 5. Working capital, Item 6. Company secretarial, registry, ASX fees, audit, insurance and other, Item 7. Overheads, Item 8. Directors' fees. On completion of the Offer, the Board believes the Company will have sufficient working capital to achieve its stated objectives.

3.3 Indicative Timetable**

Announcement of Offer and lodgement of Cleansing Statement, Offer Document and Appendix 3B with ASX (prior to commencement of trading)	Friday, 23 October 2026
Ex date	Wednesday, 28 October 2026
Record Date for determining Entitlements	Thursday, 29 October 2026
Offer Document despatched to Eligible Shareholders and Opening Date	Tuesday, 3 November 2026
Last day to extend the Closing Date	Before 12:00pm (AEDT) on Thursday, 12 November 2026
Closing Date* as at 5:00pm (AEDT)	Tuesday, 17 November 2026
Shares quoted on a deferred settlement basis	Wednesday, 18 November 2026
Announcement of results, ASX notified of under subscriptions	Before 12:00pm (AEDT) on Tuesday, 24 November 2026
Issue date and lodgement of Appendix 2A, Shares entered into Shareholders' security holdings	Before 12:00pm (AEDT) on Tuesday, 24 November 2026
Quotation of Securities issued under the Offer	Wednesday, 25 November 2026

* Subject to the ASX Listing Rules, the Directors reserve the right to extend the Closing Date for the Offer at their discretion. Should this occur, the extension will have a consequential effect on the anticipated date of issue for the New Shares.

** These dates are indicative only and are subject to change.

3.4 Entitlements and acceptance

Details of how to apply under the Offer are set out in Section 4 of this Offer Document.

The Entitlement of Eligible Shareholders to participate in the Offer will be determined on the Record Date. Your Entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Document.

You can also apply for Additional Shares under the Shortfall Offer in addition to your Entitlement by following the instructions set out in Section 4. The Shortfall Offer is described

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in Section 4.6 below.

3.5 No rights trading

The rights to New Shares under the Offer are non-renounceable. Accordingly, there will be no trading of rights on the ASX and you may not dispose of your rights to subscribe for New Shares under the Offer to any other party. If you do not take up your Entitlement to New Shares under the Offer by the Closing Date, the Offer to you will lapse.

3.6 Capital structure

The effect of the Offer on the capital structure of the Company, assuming all Entitlements are accepted, is set out below.

Shares	Number
Shares currently on issue[2]	412,622,020
New Shares offered pursuant to the Offer[1]	41,262,202
Total Shares on issue after completion of the Offer[1]	**453,884,222**

Notes:

1. This number may vary due to rounding of Entitlements and may increase as a result of the rounding up of New Shares offered under the Offer.
2. Includes 6,410,256 Shares issued on 23 October 2026 at $0.039 per Share under the Company's placement capacity under ASX Listing Rule 7.1, as announced to ASX on that date.

Options

	Number
Unquoted Options currently on issue[1]	10,000,000
Total Options on issue as at the date of this Offer Document	**10,000,000**
Options to be issued pursuant to the Offer	Nil
Total Options on issue after completion of the Offer	**10,000,000**

Notes:

1. Comprising:
   (a) 5,000,000 Options exercisable at $0.05 each on or before 25 November 2026; and
   (b) 5,000,000 Options exercisable at $0.10 each on or before 25 November 2027.

The capital structure on a fully diluted basis as at the date of this Offer Document would be 422,622,020 Shares and on completion of the Offer (assuming all Entitlements are accepted and no Options are exercised prior to the Record Date) would be 463,884,222 Shares.

There are currently nil Shares and nil Options on issue that are subject to escrow restrictions, either voluntary or ASX imposed.

All Options on issue have vested.

3.7 Dilution

Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 9.1% (as compared to their holdings and number of Shares on

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issue as at the date of this Offer Document).

Examples of how the dilution may impact Shareholders are set out in the table below:

Holder	Holding as at Record Date	Approximate % at Record Date[1]	Entitlements under the Offer	Holdings if Offer not taken Up	Approximate % post Offer
Shareholder 1	10,000,000	2.42%	1,000,000	10,000,000	2.20%
Shareholder 2	5,000,000	1.21%	500,000	5,000,000	1.10%
Shareholder 3	1,500,000	0.36%	150,000	1,500,000	0.33%
Shareholder 4	400,000	0.10%	40,000	400,000	0.09%
Shareholder 5	50,000	0.01%	5,000	50,000	0.01%

Notes:

1. This is based on a share capital of 412,622,020 Shares at the date of this Offer Document.

3.8 Directors' Interests and Participation

Each Director's relevant interest in the securities of the Company at the date of this Offer Document and their Entitlement is set out in the table below.

Director	Shares	Options	Voting Power (%)	Entitlement	$
Paul Hyslop[1]	119,629,246	-	28.99%	11,962,925	$466,554.08
Don Clarke[2]	839,246	-	0.20%	83,925	$3,273.08
Elissa Hansen[3]	832,817	-	0.20%	83,282	$3,248.00
Marc Braterman[4]	Nil	Nil	Nil	Nil	Nil

Notes:

1. 119,629,246 Shares are indirectly held by Paul Russell Hyslop & Margaret Jane Morgan and NPT Meg Trustee Limited <Meg A/C> an entity controlled by Paul Hyslop.
2. 839,246 Shares are indirectly held by Soldon Investments Pty Ltd <Clarke Super Fund A/C> an entity controlled by Don Clarke.
3. 832,817 Shares are indirectly held by Market Capital Group Pty Ltd <Marketcap Super Fund A/C> an entity controlled by Elissa Hansen.
4. Mr Braterman has a contractual right to be issued up to 5,000,000 Shares subject to the satisfaction of vesting conditions as announced to ASX on 28 August 2025. No Shares have been issued under that right as at the date of this Offer Document. Accordingly, Mr Braterman has no Entitlement under the Offer.

The Board recommends all Shareholders take up their Entitlements. Each of Mr Clarke and Ms Hansen has agreed to take up their Entitlement in full. Mr Hyslop has indicated that he intends to take up a substantial proportion, but not necessarily all, of his Entitlement.

3.9 Details of substantial holders

Based on publicly available information as at the date of this Offer Document, those persons who (together with their associates) have a relevant interest in 5% or more of the Shares on

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issue are set out below:

Shareholder	Shares	%
Paul Russell Hyslop & Margaret Jane Morgan & NPT Meg Trustee Limited [1]	119,629,246	28.99%

1. Paul Hyslop has indicated that Paul Russell Hyslop & Margaret Jane Morgan & NPT Meg Trustee Limited intends to take up a substantial proportion, but not necessarily all, of its Entitlement.

In the event all Entitlements are accepted there will be no change to the substantial holders on completion of the Offer.

3.10 Effect of the Offer on control and voting power in the Company

The Company provides the information below to present the maximum interest of Mr Hyslop following completion of the Offer based on various scenarios occurring.

Paul Hyslop

The table below details various scenarios based on Mr Hyslop and his associates taking up their full Entitlement under the Offer. Mr Hyslop has indicated that he intends to take up a substantial proportion, but not necessarily all, of his Entitlement. The table assumes full take-up by Mr Hyslop because this shows the maximum voting power he could hold following the Offer. If Mr Hyslop takes up less than his full Entitlement, his voting power will be lower than shown in the table. Each scenario is based on the assumption that no Shortfall is placed where the take up under the Offer is below 100%, which would dilute Mr Hyslop's voting power.

Voting power of Mr Hyslop and his associates			
At date of this Offer Document	**At completion of the Offer**		
	100% take up by Eligible Shareholders	50% take up by Eligible Shareholders (other than Mr Hyslop)	0% take up by Eligible Shareholders (other than Mr Hyslop)
28.99%	28.99%	29.96%	30.99%

Notes:

In this table:

(a) "100% take up" assumes that Mr Hyslop and his associates take up 100% of their Entitlement (11,962,925 Shares) and Eligible Shareholders other than Mr Hyslop and his associates take up 100% of their Entitlement (29,299,277 Shares);

(b) "50% take up" assumes that Mr Hyslop and his associates take up 100% of their Entitlement (11,962,925 Shares) and Eligible Shareholders other than Mr Hyslop and his associates take up 50% of their Entitlement (14,649,639 Shares); and

(c) "0% take up" assumes that Mr Hyslop and his associates take up 100% of their Entitlement (11,962,925 Shares) and Eligible Shareholders other than Mr Hyslop and his associates take up 0% of their Entitlement (0 Shares).

In the event of a Shortfall under the Offer, Mr Hyslop and his associates will not apply for Shares under the Shortfall Offer.

As set out in Section 4.6, on the basis of the allocation policy (noting that Mr Hyslop and his

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associates will not apply for Shares under the Shortfall Offer), no person will acquire through participation in the Shortfall Offer a holding of Shares of, or increase their holding to, an amount in excess of 19.9% of all the Shares on issue on completion of the Offer.

3.11 Market Price of Shares

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

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

	($)	Date
Highest	0.058	15 September 2026
Lowest	0.038	16 and 19 October 2026
Last	0.050	21 October 2026

3.12 Opening and Closing Dates

The Offer opens on the Opening Date, being 3 November 2026, and closes on the Closing Date, being 5:00pm (AEDT) on 17 November 2026 (or such other dates as the Directors in their discretion shall determine subject to the ASX Listing Rules). The Company will accept Entitlement and Acceptance Forms until the Closing Date or such other date as the Directors in their absolute discretion shall determine, subject to the ASX Listing Rules.

3.13 Issue and dispatch

New Shares issued pursuant to the Offer will be issued in accordance with the ASX Listing Rules and the indicative timetable set out in Section 3.3 of this Offer Document. New Shares issued pursuant to the Shortfall Offer will be issued on a progressive basis.

Pending the issue of the New Shares or payment of refunds pursuant to this Offer Document, all Application monies will be held by the Registry in trust for the Applicants in a separate bank account as required by the Corporations Act. The Company, however, will be entitled to retain all interest that accrues on the bank account and each Applicant waives the right to claim interest by completing and returning the Entitlement and Acceptance Form.

The expected dates for issue of New Shares offered by this Offer Document and dispatch of holding statements are expected to occur on the dates specified in the Timetable set out in Section 3.3 of this Offer Document.

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

3.14 ASX listing

Application for official quotation by ASX of the New Shares offered pursuant to this Offer Document will be made.

The fact that ASX may grant official quotation to the New Shares is not to be taken in any way as an indication of the merits of the Company or the New Shares now offered for subscription.

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3.15 CHESS

The Company is a participant in CHESS, for those investors who have, or wish to have, a sponsoring stockbroker. Investors who do not wish to participate through CHESS will be issuer sponsored by the Company. Because the sub-registers are electronic, ownership of securities can be transferred without having to rely upon paper documentation.

Electronic registers mean that the Company will not be issuing certificates to investors. Instead, investors will be provided with a statement (similar to a bank account statement) that sets out the number of New Shares allotted to them under this Offer Document. The notice will also advise holders of their Holder Identification Number or Security Holder Reference Number and explain, for future reference, the sale and purchase procedures under CHESS and issuer sponsorship.

Further monthly statements will be provided to holders if there have been any changes in their security holding in the Company during the preceding month.

3.16 Risk Factors

An investment in New Shares should be regarded as speculative. In addition to the general risks applicable to all investments in listed securities, there are specific risks associated with an investment in the Company which are non-exhaustive. Please refer to Section 5 of this Offer Document for further details.

3.17 Taxation implications

The Directors do not consider it appropriate to give Shareholders advice regarding the taxation consequences of subscribing for New Shares under this Offer Document. The Company, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to Shareholders.

Shareholders should consult their professional tax adviser in connection with subscribing for New Shares under this Offer Document.

3.18 Continuous disclosure obligations

The Company is a "disclosing entity" (as defined in section 111AC of the Corporations Act) for the purposes of the Corporations Act and its Shares are enhanced disclosure securities quoted on ASX and, as such, the Company is subject to regular reporting and disclosure obligations under the Corporations Act and the Listing Rules.

Specifically, the Company is required to notify ASX of information about specific events and matters as they arise for the purposes of the ASX making that information available to the securities markets conducted by the ASX. In particular, the Company has an obligation under the ASX Listing Rules (subject to certain exceptions) to notify the ASX immediately of any information of which it is or becomes aware which a reasonable person would expect to have a material effect on the price or value of its securities.

This Offer Document is intended to be read in conjunction with the publicly available information in relation to the Company which has been notified to ASX and does not include information that would be included in a disclosure document or which investors ought to have regard to in deciding whether to subscribe for Shares under the Offer. Investors should therefore have regard to the other publicly available information in relation to the Company before making a decision whether or not to invest.

All announcements made by the Company are available from its website www.zoono.com or the ASX www.asx.com.au.

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Additionally, the Company is also required to prepare and lodge with ASIC yearly and half-yearly financial statements accompanied by a directors' statement and report, and an audit report or review. These reports are released to ASX and published on the Company's and the ASX websites.

This Offer Document (including the Entitlement and Acceptance Form) and the contracts that arise from acceptance of the Applications are governed by the laws applicable in New South Wales and each Applicant submits to the non-exclusive jurisdiction of the courts of New South Wales.

3.19 Enquiries concerning Offer Document

Enquiries relating to this Offer Document should be directed to the Company's Share Registry, Boardroom Pty Limited on +61 2 9290 9600.

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4. ACTION REQUIRED BY SHAREHOLDERS

4.1 How to Accept the Offer

Your acceptance of the Offer must be made on the Entitlement and Acceptance Form accompanying this Offer Document. You may participate in the Offer as follows:

(a) **if you wish to accept your Entitlement in full**:

(i) complete the Entitlement and Acceptance Form, filling in the details in the spaces provided; and

(ii) attach your cheque or arrange payment by BPAY® for the amount indicated on the Entitlement and Acceptance Form; or

(b) **if you only wish to accept part of your Entitlement**:

(i) fill in the number of New Shares you wish to accept in the space provided on the Entitlement and Acceptance Form; and

(ii) attach your cheque or arrange payment by BPAY® for the appropriate Application monies (at $0.039 per New Share); or

(c) if you do not wish to accept all or part of your Entitlement, you are not obliged to do anything; or

(d) if you wish to apply for Additional Shares under the Shortfall Offer in addition to your full Entitlement, complete the relevant section of the Entitlement and Acceptance Form indicating the number of Additional Shares you wish to apply for, and attach your cheque or arrange payment by BPAY® for your full Entitlement and the Additional Shares applied for (at $0.039 per New Share).

Your completed Entitlement and Acceptance Form and payment must reach the Registry no later than 5:00pm (AEDT) on the Closing Date.

The Offer is non-renounceable. Accordingly, a holder of Shares may not sell or transfer all or part of their Entitlement.

4.2 Implications of an acceptance

Returning a completed Entitlement and Acceptance Form or paying any Application monies by BPAY® will be taken to constitute a representation by you that:

(a) you have received a copy of this Offer Document and the accompanying Entitlement and Acceptance Form, and read them both in their entirety; and

(b) you acknowledge that once the Entitlement and Acceptance Form is returned, or a BPAY® payment instruction is given in relation to any Application monies, the Application may not be varied or withdrawn except as required by law.

4.3 Payment by BPAY®

For payment by BPAY®, please follow the instructions on the Entitlement and Acceptance Form. You can only make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. Please note that should you choose to pay by BPAY®:

(a) you do not need to submit the Entitlement and Acceptance Form but are taken to have made the declarations on that Entitlement and Acceptance Form; and

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(b) if you do not pay for your Entitlement in full, you are deemed to have taken up your Entitlement in respect of such whole number of Shares which is covered in full by your application monies.

It is your responsibility to ensure that your BPAY® payment is received by the share registry by no later than 5:00pm (AEDT) on the Closing Date. You should be aware that your financial institution may implement earlier cut-off times with regards to electronic payment and you should therefore take this into consideration when making payment.

4.4 Payment by cheque/bank draft

All cheques must be drawn on an Australian bank or bank draft made payable in Australian currency to "Zoono Group Limited" and crossed "Not Negotiable".

Your completed Entitlement and Acceptance Form and cheque must reach the Company's share registry at the address set out on the Entitlement and Acceptance Form by no later than 5:00pm AEDT on the Closing Date.

4.5 Overseas Shareholders

To facilitate payment of Application monies from Eligible Shareholders resident in New Zealand, Germany, Hong Kong, Singapore and the United Kingdom (**Overseas Shareholders**), in addition to the option of making payment via BPAY®, the Company will offer its Overseas Shareholders the opportunity to remit their Application monies by international electronic funds transfer (EFT) to an Australian bank account. Further details, including instructions, will be provided to Overseas Shareholders by separate notification.

4.6 Shortfall Offer

Any Entitlement not taken up pursuant to the Offer will form the Shortfall Offer.

The Shortfall Offer is a separate offer made pursuant to this Offer Document and will remain open to Eligible Shareholders until the date that is two months after the Opening Date (or such earlier date as the Directors determine). Any Shortfall Shares not taken up by Eligible Shareholders by that date may, at the Directors' discretion, be issued within three months after the Closing Date to investors to whom an offer may lawfully be made without disclosure under section 708 of the Corporations Act, at an issue price of $0.039 per Share. The Company will give ASX a notice under section 708A(5)(e) of the Corporations Act in respect of any Shares issued in that way. The issue price for each Share to be issued under the Shortfall Offer shall be $0.039 being the price at which Shares have been offered under the Offer.

No Applicant under the Shortfall Offer has any assurance of being allocated all or any Shares applied for. The allocation of Shortfall Shares by the Directors will be influenced by the following factors:

a) The number of Shares bid for by particular Applicants;

b) the timeliness of the bid by particular Applicants;

c) the Company's desire to expand its spread of institutional shareholders;

d) the size and type of funds under management of particular Applicants;

e) overall anticipated level of demand under the Offer;

f) the likelihood that particular Applicants will:

i. be long-term Shareholders;

ii. support the Company's share price post the Offer by purchasing Shares on-market;

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iii. support future funding rounds if and when required; and

g) any factors other than those described above that the Company considers appropriate.

Allocations under the Shortfall Offer, and any placement of Shortfall Shares, will also be managed to ensure that no Shareholder goes above the 19.9% threshold imposed by section 606 of the Corporations Act.

The Company will not be liable to any person not allocated Shares or not allocated the full amount applied for. No Shares will be issued via the Shortfall Offer, or in any placement of Shortfall Shares, to any related parties of the Company.

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5. RISK FACTORS

5.1 Introduction

The Shares offered under this Offer Document should be considered speculative because of the nature of the Company's business.

There are numerous risk factors involved with the Company's business. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of the Company and cannot be mitigated. Accordingly, an investment in the Company carries no guarantee with respect to the payment of dividends, return of capital or price at which securities will trade.

The following is a summary of the more material matters to be considered. However, this summary is not exhaustive and potential investors should examine the contents of this Offer Document in its entirety and consult their professional advisers before deciding whether to apply for the New Shares.

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5.2 Key investment risks

Potential investors should be aware that subscribing for Shares in the Company involves a number of risks. Prospective investors should read this Offer Document in its entirety before deciding whether to apply for Shares under this Offer Document.

These risks together with other general risks applicable to all investments in listed securities not specifically referred to, may affect the value of the Shares in the future. Accordingly, an investment in the Company should be considered highly speculative. Investors should consider consulting their professional advisers before deciding whether to apply for Shares pursuant to this Offer Document.

(a) **Potential for dilution**

In addition to potential control impacts set out in Section 3.10, Shareholders should note that if they do not participate in the Offer, their holdings are likely to be diluted by approximately 9.1% (as compared to their holdings and number of Shares on issue as at the date of this Offer Document).

It is not possible to predict what the value of the Company or a Share will be following the completion of the Offer being implemented and the Directors do not make any representation as to such matters.

The last trading price of Shares on ASX prior to the date of this Offer Document being lodged of $0.050 is not a reliable indicator as to the potential trading price of Shares after implementation of the Offer.

(b) **Control Risk**

Paul Hyslop and his associated entities are currently the largest Shareholder of the Company and have a relevant interest in approximately 28.99% of the Shares in the Company. Paul Hyslop is a Director of the Company and a director of the trustee and beneficiary of the MEG Trust. Assuming Mr Hyslop takes up his full Entitlement and no other Shareholders accept their Entitlements, Paul Hyslop's voting power in the Company could be as high as 30.99%.

Mr Hyslop's significant interest in the capital of the Company means that he is in a position to potentially influence the financial decisions of the Company, and his

interests may not align with those of all other Shareholders.

Mr Hyslop holds a relevant interest in more than 25% of the Company which means that he has the potential to prevent a special resolution from being passed by the Company (such resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution). Special resolutions are required to approve certain Company matters including potentially seeking the delisting of the Company, amending the Constitution, approving the voluntary winding up of the Company and, if at any time the share capital of the Company is divided into different classes of Shares, approving the variation of the rights attached to any such class.

(c) **Additional requirements for capital**

The Company's capital requirements depend on numerous factors. Depending on the Company's ability to generate income from its operations, the Company may require further financing in addition to amounts raised under the Offer. Any additional equity financing will dilute shareholdings, and debt financing, if available, may involve restrictions on financing and operating activities. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations. There is however no guarantee that the Company will be able to secure any additional funding or be able to secure funding on terms favourable to the Company.

(d) **Going Concern**

The Company's Financial Report for the full-year ended 30 June 2026 (**FY26**) (**Financial Report**) includes a note on the financial condition of the Company. The Financial Report explains that:

Notwithstanding the group incurred an operating cash outflow of $1,540,365 during the full-year and had a cash balance of $268,120 as at 30 June 2026, the financial report has been prepared on the going concern basis which assumes the continuity of normal business activities and the realisation of assets and settlement of liabilities in the ordinary course of business.

In making this assessment, the directors have considered:

- The plans and forecasts reviewed by the directors for the next twelve months anticipate the business will continue to improve the operating cash flows through cost control measures and sale or realisation of the inventories.
- The directors are confident they will have access to further funding lines if required.

The directors therefore are of the opinion that the Company will be able to pay its debts as and when they become due and payable, and no asset is likely to be realised for an amount less than the amount at which it is recorded in the financial report.

Accordingly, no adjustments have been made to the financial report relating to the recoverability and classification of recorded asset amounts or to the amounts and classification of liabilities that might be necessary should the Company not continue as a going concern.

The auditor's report on the Financial Report includes a paragraph drawing attention to a material uncertainty related to going concern. If the Offer is not fully subscribed, the Company may need to raise further funds or reduce its activities.

(e) **Competition and Failure to Attract New Customers Risk**

The Company's products and services need to find acceptance in a competitive market and the Company needs to demonstrate an ability to retain existing customers and

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attract new customers. Market acceptance and customer retention depend on many factors, including identifying and obtaining access to relevant markets, convincing users of the attractiveness of the Company's products and services, and its ability to enhance existing products and services and potentially develop new products and services to meet market demands and opportunities, customer service, competition and pricing.

The market in which the Company operates comprises many product and service offerings. As such, it is difficult to ascertain the knowledge and confidence of consumers in products and services like those of the Company and the estimate of market demand may not be accurate. In addition, the sales cycles for the types of customers which the Company is targeting can be slow and have been, or could reasonably be expected to be affected by various factors.

The Company's ability to develop and/or acquire additional product and service offerings could be adversely affected if it is unable to respond effectively and/or in a timely manner to the strategies and actions of competitors and potential competitors or the entry of new competitors into the market. This may in turn impede the financial condition and rate of growth of the Company.

Key to the Company's ability to mitigate this competition risk is in achieving appreciable market share and differentiation from its key competitors. The Company has sought and will continue to seek to mitigate competition risk by maintaining key industry certifications and best practice, and by ongoing monitoring of existing and emerging competitors.

(f) **Logistic Risk**

There is a risk that the supply chain for the raw materials and finished goods could be materially disrupted with the result that sufficient quantities of raw materials or finished products are not delivered on time. This could result from the occurrence of a natural disaster that affects the delivery of raw materials or finished products to customers or an event that impacts the delivery of raw materials or finished products to customers, such as disruptions to airlines, sea-freight or trucking providers. The occurrence of such an event could result in the inability to sell and deliver the Company's products, with an associated loss of revenue and (potentially) brand damage, increased costs flowing from alternative transport and delivery arrangements, or a combination of both.

As the Company depends on third party service providers to transport and deliver its products, it is subject to the risk of delays in transportation of its products and/or any increase in the cost of such services. Accordingly, the Company's financial performance may be adversely affected if any delays with transportation cause loss of stock, impact consumer sentiment of the Company's products or entitle customers to compensation or if the Company is unable to pass on any increased freight costs to its customers.

(g) **Manufacturing/Production Disruption**

Raw material prices are material operating expenses for the Company. There is a risk that there could be significant increases to raw material prices. Such increases could significantly increase the Company's cost of production and have a material adverse effect on the Company's financial performance. Further, any material disruptions in the manufacture and supply of raw materials to the Company, and the Company being unable to source alternative supplies on similar terms or at all, could have a material adverse effect on the Company's operations and financial performance.

(h) **Business Strategy Risk**

The Company has an exclusive agency agreement with OSY Group Limited to facilitate the fresh food shelf-life extension project. However, there remains a level of risk and

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uncertainty as to whether the shelf-life extension project will ultimately be successful. The Company's future growth and financial performance is dependent on the Company's ability to successfully execute its business strategy. This will be impacted by a number of factors, including the Company's ability to expand through new channels.

The Company seeks to identify desirable opportunities from time to time. Accordingly, the plans and strategies of the Company may evolve such that the existing operations of the Company may change. Such change could include, amongst other matters, acceleration of the development of one or more of the products and services of the Company, the acquisition of one or more products or services from another party or the disposal of one or more of the existing products or services of the Company.

As a result, the current strategies, approaches and plans may not reflect the strategies, approaches and plans of the Company at a later date. Any such changes have the potential to expose the Company to heightened or additional risks.

(i) **Dependence on Key Customers**

The Company is dependent on its ability to retain its existing customers, The Company has contractual obligations and rights with respect to a number of agreements it is a party to. These agreements may include provisions which allow for termination for convenience or otherwise. No assurance can be given that all such agreements will be fully performed by all contracting parties or that the Company will be successful in securing compliance with the terms of each agreement by the relevant contracting party. If a contracting party or parties were to breach or terminate an agreement, the Company's business, operations and financial performance could be adversely affected.

(j) **Inability to Retain Key Staff**

The Company currently employs a number of key management personnel and the Company's future depends on retaining appropriately qualified and experienced personnel. The loss of any of these employees' services could materially and adversely affect the Company and may impede the achievement of its product development and commercialisation objectives. Furthermore, the successful development of the Company may require the services of additional appropriately qualified and experienced staff. There can be no assurance that the Company will be able to attract appropriately qualified and experienced additional staff and this may adversely affect the Company's prospects of success.

(k) **Inventory**

Consumer preferences are constantly changing, and new trends may emerge. There is a risk that the Company may therefore fail to accurately predict the future sales of its various product lines and management of its inventory. Given the Company is currently holding surplus inventory, there is also a risk that the Company may be required to impair a portion of its existing inventory. Any failure to accurately manage inventory levels may materially and adversely affect the Company's cash flows, financial performance and ability to meet its current liabilities. Given the current surplus inventory has a long expiry date, the Company does not anticipate it will be required to impair or otherwise not be able to realise value for its existing inventory.

5.3 Risks associated with the Company's Intellectual Property and Trade Secrets

(a) **Dependence on intellectual property**

Obtaining and protecting intellectual property rights over all the items connected with the Company's products, or offerings will be essential to realising its future growth potential. The prospects of the Company's products, and offerings generating a profit and increasing in value depend significantly on its ability to retain interests in all

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relevant intellectual property, maintain trade secret protection and operate without infringing the proprietary rights of third parties. In this regard, the Company and its Directors offer no assurance that any intellectual property which it develops or acquires will afford the Company or the holder commercially significant protection of its products or technologies, or that any of the projects that may arise from technologies will have commercial applications the Company expects. Further, no assurance can be given that any measures taken to protect its interests in intellectual property will be sufficient. There is a risk that as yet unknown third parties may assert intellectual property claims in relation to the Company's products. Irrespective of the merit of any rights or claims asserted by third parties, such claims may adversely affect the Company. There is also a risk that the Company's investment may be indirectly adversely affected if a third party claim or asserted right reduces confidence in the longer-run viability of the Company's products.

(b) **Infringement of third party IP rights**

If a third party accuses the Company of infringing its intellectual property rights or if a third party commences litigation against the Company for the infringement of patent or other intellectual property rights, the Company may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that the Company incurs in defending third party infringement actions would also include diversion of management's and technical personnel's time. In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent the Company from further developing discoveries or commercialising its products and services. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one (1) or more licences from the prevailing third party. If it is not able to obtain these licences at a reasonable cost, if at all, it could encounter delays in product and service delivery and loss of substantial resources while it attempts to develop alternative products and services. Defence of any lawsuit or failure to obtain any of these licences could prevent the Company from commercialising available products and services and could cause it to incur substantial expenditure.

(c) **Trade Secrets Risks**

The Company relies on its trade secrets, which include information relating to the production of its products. The protective measures that the Company employs may not provide adequate protection for its trade secrets. This could erode the Company's competitive advantage and materially harm its business. The Company cannot be certain that others will not independently develop the same or similar technologies on their own or gain access to trade secrets or disclose such technology, or that the Company will be able to meaningfully protect its trade secrets and unpatented know-how and keep them secret.

5.4 General Risks

(a) **General Economic Conditions**

General economic conditions, movements in interest and inflation rates and currency exchange rates may have an adverse effect on the Company's research, development and production activities, as well as on its ability to fund those activities.

(b) **Market Conditions**

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

(i) general economic outlook;

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(ii) introduction of tax reform or other new legislation;

(iii) interest rates and inflation rates;

(iv) changes in investor sentiment toward particular market sectors;

(v) the demand for, and supply of, capital; and

(vi) terrorism or other hostilities.

The market price of securities can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and small-cap stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company or any return on an investment in the Company.

(c) **Force Majeure Events**

Events may occur within or outside Australia that could impact upon the global and Australian economies, the operations of the Company and the price of the Shares. Such events include but are not limited to acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or man-made events or occurrences that can have an adverse effect on the demand for the Company's services and its ability to conduct business. The Company will have only a limited ability to insure against some of these risks.

(d) **Litigation Risks**

The Company is exposed to possible litigation risks including intellectual property claims, contractual disputes, occupational health and safety claims and employee claims. Further, the Company may be involved in disputes with other parties in the future which may result in litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

The Company is currently defending legal proceedings initiated by the New Zealand Commerce Commission for allegedly making unsubstantiated representations concerning its hand sanitiser and microbe shield surface spray products, contrary to section 12A of the Fair Trading Act 1986. Zoono believes it has complied fully with its legal obligations and intends to strenuously defend the action. In making its public representations concerning the efficacy and durability of its products, Zoono relied on over 200 independent tests undertaken by laboratories worldwide in accordance with recognised standards. The hearing has been set down for 14 June 2027. If the proceedings are determined against the Company, it may be ordered to pay pecuniary penalties and costs, which could have an adverse effect on the Company's financial position. The Company announced the proceedings to ASX on 17 October 2023 and will continue to keep the market informed of any material developments.

(e) **Dividends**

Any future determination as to the payment of dividends by the Company will be at the discretion of the Directors and will depend on the financial condition of the Company, future capital requirements and general business and other factors considered relevant by the Directors. No assurance in relation to the payment of dividends or franking credits attaching to dividends can be given by the Company.

(f) **Taxation**

The acquisition and disposal of Shares will have tax consequences, which will differ depending on the individual financial affairs of each investor. All prospective investors

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in the Company are urged to obtain independent financial advice about the consequences of acquiring Shares from a taxation viewpoint and generally.

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

(g) **Government**

Changes in government, monetary policies, taxation and other laws can have a significant influence on the outlook for companies and investor returns.

(h) **Climate Risk**

There are a number of climate-related factors that may affect the operations and proposed activities of the Company. The climate change risks particularly attributable to the Company include:

(i) the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. The Company may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact the Company and its profitability. While the Company will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Company will not be impacted by these occurrences; and

(ii) climate change may cause certain physical and environmental risks that cannot be predicted by the Company, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Company operates.

(i) **Reliance on Key Personnel**

The responsibility of overseeing the day-to-day operations and the strategic management of the Company depends substantially on its senior management and its key personnel. There can be no assurance given that there will be no detrimental impact on the Company if one or more of these employees cease their employment.

(j) **Global Conflicts**

The current evolving conflicts among Ukraine and Russia, Israel and Palestine and USA, Israel and Iran (**Global Conflicts) are** impacting global economic markets. The nature and extent of the effect of the Global Conflicts on the performance of the Company remains unknown. The Company's Share price may be adversely affected in the short to medium term by the economic uncertainty caused by the Global Conflicts. The Directors are continuing to closely monitor the potential secondary and tertiary macroeconomic impacts of the unfolding events, including the changing pricing of commodity and energy markets and the potential of cyber activity impacting governments and businesses. Further, any governmental or industry measures taken in response to the Global Conflicts, including limitations on travel and changes to import/export restrictions and arrangements involving the relevant countries may adversely impact the Company's operations and are likely to be beyond the control of the Company. The Company is monitoring the situation closely and considers the impact of the Global Conflicts on the Company's business and financial performance to, at this stage, be limited. However, the situation is continually evolving, and

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the consequences are therefore inevitably uncertain. **Investment Speculative**

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the securities offered under this Offer Document. Therefore, the securities to be issued pursuant to this Offer Document carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those securities.

Potential investors should consider that the investment in the Company is speculative and should consult their professional advisers before deciding whether to apply for securities pursuant to this Offer Document.

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6. DEFINED TERMS

$ or A$ means an Australian dollar.

Additional Shares means those New Shares not issued under the Offer.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Applicant refers to a person who submits an Entitlement and Acceptance Form, or submits a payment of subscription monies in respect of the Offer.

Application refers to the submission of an Entitlement and Acceptance Form.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the Listing Rules of the ASX.

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

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

Closing Date means the closing date set out in Section 3.3 or such other date as may be determined by the Directors.

Company means Zoono Group Limited (ACN 006 645 754).

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

Directors means the directors of the Company.

Eligible Shareholder means a Shareholder whose details appear on the Company's register of Shareholders as at the Record Date whose registered address is in Australia, New Zealand, Germany, Hong Kong, Singapore and the United Kingdom.

Entitlement means the entitlement to subscribe for one (1) New Share for every ten (10) Shares held by an Eligible Shareholder on the Record Date.

Entitlement and Acceptance Form means the Entitlement and Acceptance Form accompanying this Offer Document.

New Share means a new Share proposed to be issued pursuant to this Offer.

Offer or **Rights Issue** means the pro rata non-renounceable offer of New Shares at an issue price of $0.039 each on the basis of 1 New Share for every 10 Shares held on the Record Date subscribed for pursuant to this Offer Document.

Offer Document means this Offer Document.

Opening Date means the opening date set out in Section 3.3 of this Offer Document.

Option means an option to acquire a Share.

Record Date means the record date set out in Section 3.3 of this Offer Document.

Section means a section of this Offer Document.

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

Shareholder means a holder of Shares.

Shortfall means those Shares under the Offer not applied for by Shareholders under their Entitlement**.**

Shortfall Offer has the meaning given in Section 4.6 of this Offer Document.

US Person means a person who receives the Offer when they are located in the United States of America.

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