

AUSCANN GROUP HOLDINGS LIMITED ACN 008 095 207

SUPPLEMENTARY PROSPECTUS

1 Important Information

This is a supplementary prospectus (**Supplementary Prospectus**) intended to be read with the prospectus dated 25 January 2024 (**Prospectus**) issued by AusCann Group Holdings Limited (ACN 008 095 207) (**Company**).

This Supplementary Prospectus is dated 15 February 2024 and was lodged with ASIC on that date. Neither ASIC, ASX nor their respective officers take any responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus should be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. To the extent of any inconsistency between this Supplementary Prospectus and the Prospectus, the provisions of this Supplementary Prospectus will prevail. Unless otherwise indicated, terms defined in the Prospectus have the same meaning in this Supplementary Prospectus.

This Supplementary Prospectus and the Prospectus may be accessed at https://auscann.com.au/.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

2 Withdrawal of Offer

The Directors of the Company have resolved to withdraw the Offer as set out in the Prospectus. This Supplementary Prospectus formally withdraws the Offer and confirms that the expiry date of the Prospectus is brought forward to the date of this Supplementary Prospectus.

No securities offered under the Prospectus have been issued prior to the date of this Supplementary Prospectus and the Company will not issue any securities offered under the Prospectus.

All Application Monies received will be returned to Applicants. There is no need for Applicants to request a refund.

3 Directors' Authorisation

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

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC and has not withdrawn that consent.

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

Mr Andrew Chapman Non-Executive Chairman Dated: 15 February 2024