



**ASX Announcement | 6 July 2021**  
**Seafarms Group Limited (ASX:SFG)**  
**(SFG Announcement No. 688)**

**Share purchase plan documents despatched**

Seafarms Group Limited is pleased to advise that the offer documents in relation to the share purchase plan announced on ASX on 23 June 2021 have been despatched to eligible shareholders today.

The share purchase plan offer opens today and will close on Friday, 6 August 2021.

Approved and authorised for release by Seafarms' Disclosure Committee.

**Ends.**

For further information, please contact:

**Seafarms Group**

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Company Secretary  
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**About Seafarms Group**

Seafarms Group Limited (ASX:SFG) is a sustainable aquaculture company, producing the premium Crystal Bay® Prawns and developing the Project Sea Dragon prawn aquaculture project in northern Australia.

Seafarms Group uses environmentally sustainable processes and is currently Australia's largest producer of farmed prawns, its Crystal Bay® Prawns and Crystal Bay® Tigers are available year round in fresh and frozen formats. To learn more please visit: [www.crystalbayprawns.com.au](http://www.crystalbayprawns.com.au)

Seafarms Group is investing in sustainable aquaculture for export through Project Sea Dragon, a large-scale, vertically integrated, land-based, prawn aquaculture project being developed in northern Australia. The standalone marine prawn production system will be capable of annually producing over 150,000 tonnes of prawns and the high-quality, year-round volumes will target export markets. To learn more please visit: [www.seafarms.com.au](http://www.seafarms.com.au)



Seafarms Group Limited

ACN 009 317 846

# Share Purchase Plan Offer

The SPP Offer closes at 5pm (Perth time) on Friday, 6 August 2021

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This is an important document and should be read in its entirety.

This document has been prepared by Seafarms Group Limited. The SPP Offer is an initiative that provides Eligible Shareholders with the opportunity to purchase additional Shares at a discount without brokerage and transaction costs.

The SPP Offer does not take into account the individual investment objectives, financial situation or particular needs of each Eligible Shareholder. Accordingly, before making a decision whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.

This document is not a prospectus or other disclosure document under the Corporations Act.

This document may not be released to US wire services or distributed in the United States.

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# Key Offer Information

## Introduction

Seafarms Group Limited (**Seafarms** or the **Company**) is pleased to provide Eligible Shareholders the opportunity to subscribe for up to \$30,000 of New Shares under a share purchase plan on the terms and conditions set out in this document (**SPP Offer**). Participation in the SPP Offer will not incur brokerage or transaction costs. This document has been issued by Seafarms and explains the features of the SPP Offer.

Seafarms also intends to offer each Eligible Shareholder who subscribes for New Shares under the SPP Offer three Unlisted Options for every five New Shares issued to them (**SPP Unlisted Options Offer**). It is proposed that the Unlisted Options will have an exercise price of \$0.0975 and will expire on Friday, 13 August 2024. The SPP Unlisted Options Offer will be conducted under a prospectus.

The SPP Offer and the SPP Unlisted Options Offer are conditional upon shareholder approval.

## Key dates

Event	Date
<b>SPP Offer</b>	
Record Date	5pm (Perth time) on Tuesday, 22 June 2021
Announcement Date	Wednesday, 23 June 2021
Despatch of notice of Extraordinary General Meeting	Thursday, 1 July 2021
SPP Offer documents mailed to Eligible Shareholders	Tuesday, 6 July 2021
SPP Offer opens	Tuesday, 6 July 2021
Extraordinary General Meeting	Friday, 30 July 2021
SPP Offer closes	5pm (Perth time) on Friday, 6 August 2021
Allotment Date	Friday, 13 August 2021
Commencement of trading of New Shares	Monday, 16 August 2021
Despatch of holding statements / confirmation advices for New Shares	Monday, 16 August 2021
<b>Proposed SPP Unlisted Options Offer</b>	
Lodgement of Unlisted Options Prospectus with ASIC and ASX	Monday, 2 August 2021
Prospectus sent to SPP Subscribers	Monday, 2 August 2021
Opening Date of SPP Unlisted Options Offer	Monday, 2 August 2021
Closing Date of SPP Unlisted Options Offer	Friday, 6 August 2021
Issue of Unlisted Options pursuant to SPP Unlisted Options Offer	Friday, 13 August 2021
Despatch of holding statements for Unlisted Options	Monday, 16 August 2021

The timetable is indicative only and Seafarms may, at its discretion, vary any of the above dates by making an announcement to ASX.

Defined terms and abbreviations used in this document are set out in **clause 21** of the Terms and Conditions.

## Important notices

This SPP Offer contained in this document is not a recommendation to purchase Shares. If you are in any doubt about the SPP Offer, you should consult your financial or other professional adviser.

If you apply to participate in the SPP Offer by making a BPAY<sup>®1</sup> payment or completing and returning the Application Form with a cheque or money order, you are accepting the risk that the market price of Shares may change between the date of the SPP Offer and the Allotment Date.

This means it is possible that, up to or after the Allotment Date, you may be able to buy Shares on market at a lower price than the Offer Price. If the market price of Shares is lower than the Offer Price after the Allotment Date, the price at which you will be able to sell your New Shares, and their value, will be less than what you paid for them.

Seafarms recommends that you monitor its announcements and the Share price, which can be found on its website at [www.seafarms.com.au](http://www.seafarms.com.au) and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: SFG). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

Participation in the SPP Offer is not being offered, directly or indirectly, to any person in the United States or to any person acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States or any other country outside Australia (and its external territories) and New Zealand.

This document has been prepared to comply with the requirements of the laws of Australia. This document does not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register the New Shares or otherwise permit an offering of New Shares in any jurisdiction outside of Australia except to the extent permitted below.

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Seafarms with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. 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.

## Further information

Please refer to the announcement made by Seafarms on Wednesday, 23 June 2021 for further background and information in relation to the SPP Offer.

If you have any questions in relation to the SPP Offer or how to complete the Application Form, please call the Share Registry, Computershare Investor Services Pty Limited, from 8.30am to 5.00pm Monday to Friday on **1300 850 505** (callers within Australia) or **+61 3 9415 4000** (callers outside Australia), or consult your financial or other professional adviser.

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<sup>1</sup> <sup>®</sup> Registered to BPAY Pty Limited ABN 69 079 137 518. New Zealand based shareholders cannot apply using BPAY<sup>®</sup> unless they have an Australian bank account.

# Letter to shareholders

## Seafarms Group Limited Share Purchase Plan Offer

Dear shareholder

On behalf of the Directors of Seafarms, I am pleased to offer you the opportunity to participate in the Company's SPP Offer. Under the SPP Offer you can acquire up to \$30,000 worth of New Shares without paying any brokerage or transaction costs.

The Offer Price under the SPP Offer is \$0.055 representing a discount of 36% to the Company's closing Share price on the ASX on Tuesday, 22 June 2021 (being the last trading day before the SPP Offer was announced) and a 37% discount to the volume weighted average price for the five trading days immediately prior to announcement of the SPP Offer.

By participating in the SPP Offer, you will also be eligible to receive free unlisted options (**Unlisted Options**) on the basis of three Unlisted Options for every five New Shares you are issued under the SPP Offer. The Unlisted Options will be exercisable at \$0.0975 each and will expire on Friday, 13 August 2024.

The SPP Offer and SPP Unlisted Options Offer is being made in addition to, and on the same terms as, the Company's two tranche placement to institutional and sophisticated investors announced on Wednesday, 23 June 2021, which received binding commitments for approximately \$92.5 million (**Placement**).

The SPP Offer, SPP Unlisted Options Offer and tranche two of the Placement are conditional upon shareholder approval.

The Company expects to raise \$15 million under the SPP Offer with the capacity to accept oversubscriptions. There is no minimum amount to be raised under the SPP Offer. The Company reserves the right to scale back applications on the basis set out in the Terms and Conditions accompanying this document.

The funds raised under the SPP Offer will be principally applied to:

- fund a portion of the Project Sea Dragon (**PSD**) Stage 1a capital works;
- fundraising costs; and
- operating costs of PSD and the Company's head office (including the specific pathogen free domestication program).

Further details of the proposed use of funds are set out in the Company's announcement and investor presentation dated Wednesday, 23 June 2021.

**The offer to participate in the SPP Offer will open on Tuesday, 6 July 2021 and will remain open until 5pm (Perth time) on Friday, 6 August 2021 (unless extended).**

Participation in the SPP Offer is optional and is open to shareholders who were registered as holders of Shares at 5pm (Perth time) on Tuesday, 22 June 2021 and whose registered address is in Australia (and its external territories) or New Zealand. New Zealand shareholders must still be a shareholder on the date the SPP Offer opens (i.e. Tuesday, 6 July 2021).

The Company will shortly dispatch a notice of meeting to its shareholders and convene the meeting to be held on Friday, 30 July 2021 to obtain the necessary approvals for the SPP Offer, SPP Unlisted Options Offer and the Placement. If shareholder approval is not obtained for the SPP Offer, Eligible Shareholders who subscribed for New Shares under the SPP Offer will not be issued with New Shares or Unlisted Options and the Company will refund all application money without interest.

The Company will release a prospectus the day after the Extraordinary General Meeting containing full details of the SPP Unlisted Options Offer and the terms and conditions of the Unlisted Options. You do not need to take any further action under the SPP Unlisted Options Offer in order to be issued Unlisted Options.

Full details of the SPP Offer and how to participate are contained in the Terms and Conditions which I encourage you to read and consider carefully. You are encouraged to participate via BPAY<sup>®</sup> as you do not need to return the Application Form.

Thank you for your continued support of the Company.

Yours sincerely,

A handwritten signature in black ink, appearing to be 'IT' or similar initials, written in a cursive style.

Mr Ian Trahar

Chairman

# Frequently Asked Questions

This section provides a summary of the key aspects of the SPP Offer. You should read it in conjunction with the Terms and Conditions of the SPP Offer provided in the annexure to this document.

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**What is the SPP Offer?** This share purchase plan is a means by which Eligible Shareholders may subscribe for up to \$30,000 worth of New Shares without brokerage or other transaction costs (subject to any discretionary scale back, see further details below).

New Shares issued under the SPP Offer will rank equally with other Shares as at the date of issue, and will be able to be traded on ASX (subject to ASX granting quotation of the New Shares).

The Company is seeking to raise \$15 million under the SPP Offer with the capacity to accept oversubscriptions.

The Company also intends to offer each Eligible Shareholder who subscribes for New Shares under the SPP Offer three free unlisted options (**Unlisted Options**) for every five New Shares issued to them under the SPP Offer (**SPP Unlisted Options Offer**). It is proposed that the Unlisted Options will have an exercise price of \$0.0975 and will expire on Friday, 13 August 2024.

The issue New Shares under the SPP Offer and Unlisted Options under the SPP Unlisted Options Offer and are subject to the Company obtaining shareholder approval (see further details in **clause 12** of the Terms and Conditions below).

The SPP Unlisted Options Offer is not being made under this document. The SPP Unlisted Options Offer will be offered by way of a prospectus (**Unlisted Options Prospectus**) to be issued the day after the Extraordinary General Meeting.

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**Purpose of the SPP Offer** The funds raised under the SPP Offer will be principally applied to:

- fund a portion of the PSD Stage 1a capital works;
- fundraising costs; and
- operating costs of PSD and the Company's head office (including the specific pathogen free domestication program).

Further details of the proposed use of funds are set out in the Company's announcement and investor presentation dated Wednesday, 23 June 2021.

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**Who is eligible to participate in the SPP Offer?** Shareholders with a registered address in either Australia (and its external territories) or New Zealand as at 5pm (Perth time) on Tuesday, 22 June 2021 are eligible to participate in the SPP Offer, provided that such shareholder is not in the United States and is not acting for the account or benefit of a person in the United States.

For New Zealand shareholders, you must still be a shareholder at the date of the SPP Offer, that is Tuesday, 6 July 2021.

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**Do I have to participate in the SPP Offer?** No. Participation is voluntary.

Before making a decision whether or not to accept the SPP Offer, you should consult your financial or other professional adviser.

If you do not wish to participate in the SPP Offer, you do not need to do anything, and the SPP Offer will lapse at 5pm (Perth time) on Friday, 6 August 2021 (unless extended).

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**Can a third party participate in the SPP Offer in my place?** No. The SPP Offer is non-renounceable and cannot be transferred.

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**How much can I invest under the SPP Offer?** The maximum investment under the SPP Offer is \$30,000. You may apply to purchase a parcel of \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000 worth of New Shares.

The number of New Shares is rounded down to the nearest whole number after dividing the dollar amount by the Offer Price.

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**Oversubscriptions and scale back**

In the event that the Company receives valid applications under the SPP Offer in excess of \$15 million, the Company reserves the right to:

- accept applications that raise more or less than this amount; or
- scale back the number of New Shares issued under the SPP Offer,

each at its discretion.

To the extent it is considered necessary to scale back the number of New Shares that will be issued under the SPP Offer, Seafarms intends to do so having regard to the pro rata shareholding of the Eligible Shareholders (as at the Record Date) who have applied for New Shares.

If the Company receives valid applications under the SPP Offer exceeding the regulatory limits, you may be issued New Shares to a value that is less than the value of New Shares you applied for. The balance of any application money that is not applied to acquire New Shares will be refunded to you without interest.

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**Refund**

Any application money refunded by Seafarms will be paid by cheque or direct credit (the payment method will be determined by Seafarms in its absolute discretion) in Australian dollars.

By applying for New Shares, each shareholder authorises Seafarms to pay any monies to be refunded by using the payment instructions of the shareholder recorded in the Share Registry's records if Seafarms should elect to pay in this manner.

Any refunds are expected to be paid within 10 business days of the SPP Offer closing date (by Friday, 20 August 2021).

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**What is the issue price of New Shares under the SPP Offer**

The Offer Price is \$0.055 per New Share, representing a discount of 36% to the Company's closing Share price on the ASX on Tuesday, 22 June 2021 (being the last trading day before the details of the SPP Offer were announced).

The Offer Price also represents a 37% discount to the volume weighted average price of Shares of \$0.0874 for the five trading days immediately prior to announcement of the SPP Offer.

The Offer Price was determined by the Company in consultation with the lead manager following a bookbuild process undertaken in connection with the placement to institutional and sophisticated investors announced on Wednesday, 23 June 2021 (**Placement**).

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**What is the SPP Unlisted Options Offer**

The SPP Unlisted Options Offer entitles SPP Subscribers to be issued three free Unlisted Options for every five New Shares issued to the SPP Subscriber under the SPP Offer.

If you submit a Bpay<sup>®</sup> payment or complete and return the Application Form accompanying this SPP Offer, you appoint the Company and each of its directors as your attorney to sign all documents (including the application form that will accompany the Unlisted Options Prospectus) and to do all things required to be done in connection with the issue and allotment to you, of the number of Unlisted Options that you are entitled to. Accordingly, you do not need to do anything to accept the SPP Unlisted Options Offer when it is made.

It is expected that the Unlisted Options will be issued on or around Friday, 13 August 2021.

If you are an SPP Subscriber but do not wish to participate in the SPP Unlisted Options Offer, you may notify the Company Secretary of your intention on +61 8 9216 5200 at any time prior to the closing date of the SPP Unlisted Options Offer and no Unlisted Options will be issued to you.

For New Zealand shareholders, you must still be a shareholder at the date of the SPP Unlisted Options Offer, that is Monday, 2 August 2021, to be eligible to participate in the SPP Unlisted Options Offer.

The issue of Unlisted Options under the SPP Unlisted Options Offer is subject to shareholder approval.

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**How do I apply for New Shares under the SPP Offer?**

If you wish to participate in the SPP Offer, you need to do either of the following set out below. You are encouraged to apply via BPAY<sup>®</sup> as you do not need to return the Application Form if you choose this option.

**Option 1**

Pay via BPAY<sup>®</sup>

To pay via BPAY<sup>®</sup> you will need to:

- be an account holder with an Australian financial institution;
- use the customer reference number (CRN) shown on your personalised Application Form, which is required to identify your holding; and
- ensure that your payment is received by the Share Registry before 5pm (Perth time) on Friday, 6 August 2021.

You can only make payment via BPAY<sup>®</sup> if you are the holder of an account with an Australian branch of a financial institution that supports BPAY<sup>®</sup> transactions.

If paying via BPAY, you **do not** need to complete and submit the Application Form but you will be taken to have made the statements and certifications on the Application Form.

Please note that your financial institution may implement earlier cut-off times with regards to electronic payment. Please take this into consideration when making payment via BPAY.

**Option 2**

Pay by cheque

Please complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to “Seafarms Group Limited” to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of shareholders in Australia, and a self-addressed envelope is enclosed for the convenience of shareholders outside Australia. Shareholders in New Zealand will need to affix the appropriate postage to the self-addressed envelope.

Your completed Application Form and cheque must be received by the Share Registry prior to the close of the SPP Offer at 5pm (Perth time) on Friday, 6 August 2021. Seafarms reserves the right, but is not obligated, to accept applications for New Shares that are received after that time.

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**Are there any other terms and conditions attached to the SPP Offer?**

The terms and conditions relating to the SPP Offer are set out in full from pages 14 to 20 of this document. Please read the Terms and Conditions carefully, as you will be bound by them in participating in the SPP Offer. Shareholders accepting the SPP Offer will also be bound by the constitution of the Company (as [announced on 5 December 2016](#)).

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**What is the maximum investment for each shareholder?**

The maximum investment for each shareholder is \$30,000. If you receive more than one offer (e.g. due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000 across those offers. For example, you may apply for one maximum parcel of \$30,000 for one holding or, alternatively, apply for parcels of New Shares across multiple holdings so long as the aggregate total amount applied for across those holdings does not exceed \$30,000.

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**How many Shares will I receive?**

You may apply for a parcel of New Shares with one of the application amounts set out in **clause 6.1** of the Terms and Conditions.

In the absence of a scale back (see below), the number of New Shares to be issued to you will be calculated by dividing your chosen application amount by the Offer Price, with any resulting fractions of a New Share being rounded down to the nearest whole number of Shares.

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**When will I receive my Shares?**

Subject to the Company varying the indicative timetable, New Shares will be allotted on Friday, 13 August 2021 (**Allotment Date**). Holding statements will be despatched by Monday, 16 August 2021.

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**When can I trade allocated Shares?**

You can trade your New Shares after the Allotment Date. However, given the possibility that applications may be scaled back, you should confirm your holding on or after the Allotment Date before trading any New Shares you believe you have acquired under the SPP Offer.

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**Is the SPP Offer underwritten?**

No, the SPP Offer is not underwritten.

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**Risks**

There is a risk that shareholders do not approve the SPP Offer and/or the SPP Unlisted Options Offer and you are not issued any New Shares and/or Unlisted Options despite submitted a valid application.

There is a risk that the market price of Shares may rise or fall between the date of this document and the time of issue of the New Shares under the SPP Offer. This means that the price you pay for the New Shares issued to you under the SPP Offer may be less than or exceed the market price of Shares on the Allotment Date.

Accordingly, you should monitor Seafarms' announcements and its Share price, which can be found on its website at [www.seafarms.com.au](http://www.seafarms.com.au) and on the ASX website at [www.asx.com.au](http://www.asx.com.au) (ASX code: SFG). The Share price can also be found in the financial pages of major Australian metropolitan newspapers.

You should be aware that your application, once made, is unconditional and may not be withdrawn even if the market price of Shares is less than the Offer Price.

There are a number of factors which may affect the development, future operation and financial performance and/or financial position of the Company, its prospects, and/or the value of the New Shares. Many of the circumstances giving rise to these risks are beyond the control of the Company, the Directors or its management. Set out in the Key Risks section of this document are a list of non-exhaustive areas the Directors regard as the major risks associated with an investment in the Company.

There may be additional risks (including financial and taxation risks) that investors should consider in light of their own personal circumstances. Potential investors should consider that an investment in New Shares as speculative and should consult their professional adviser before deciding whether to invest.

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# Key Risks

There are a number of factors which may affect the development, future operation and financial performance and/or financial position of the Company, its prospects, and/or the value of the New Shares. Many of the circumstances giving rise to these risks are beyond the control of the Company, the Directors or management. Set out below are the areas the Directors regard as the major risks associated with an investment in the Company. The description of risks below is not exhaustive. Additional risks and uncertainties that the Company is unaware of, or that it currently considers to be immaterial, may also become important factors. If the relevant risks arise, and are not or cannot be appropriately mitigated, there may be adverse effects on the development of PSD and on the operating and financial performance of the Company.

There may be additional risks (including financial and taxation risks) that investors should consider in light of their own personal circumstances. Potential investors should consider that an investment in New Shares as speculative and should consult their financial or other professional adviser before deciding whether to invest.

## General risks

### Business risk

The Company is exposed to a range of operational risks applicable to many businesses of this type including: loss or damage to operating assets and equipment, equipment failures, human error, accidents, information system failures, external services failure, industrial action or disputes, loss of key personnel or inability to recruit staff or contractors with appropriate expertise; complaints, proceedings or litigation by customers, suppliers, employees, competitors, activists, environmental and animal welfare groups, parliamentary or regulatory bodies or other third parties; material breach of any laws or regulations or any material adverse finding or determination of any inquiries or investigations by any parliamentary body or regulatory authority and food contamination and product recalls/withdrawals. These matters may have an adverse effect on the Company's reputation, divert its financial and management resources from more beneficial uses and have a material adverse effect on operations and financial performance. While appropriate actions will be taken and insurance obtained where appropriate and available, it cannot completely remove all possible risks that may have a material adverse impact on the operations and financial performance.

### Primary production risk

Aquaculture is a form of primary production and has the normal and usual risks associated with primary production. In addition to those specific PSD risks mentioned below, these risks include but are not limited to, risks from pests, changes that impact growth performance or cause unusually high mortalities (e.g. changes in environmental conditions, failures in systems, plant and equipment).

### General economic and government risk

A number of other factors affecting the performance of industries, not just aquaculture operations, will affect the Company including: general economic conditions, including the demand for, and supply of, capital; changes in government policies, taxation and environmental and other laws; the strength of the equity and share markets in Australia and throughout the world and investor sentiment toward particular market sectors or generally; movement in, or outlook on, interest rates, inflation rates and currency exchange rates; trade conflicts between certain major countries; and natural disasters, pandemic, social upheaval or war, terrorism or other hostilities in jurisdictions in which the Company operates.

### Share market conditions

Share market conditions may affect the value of the Company's quoted securities regardless of the Company's operating performance. 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 primary production 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.

## **Company specific risks**

### **Disease risk**

Disease is a major risk in any animal husbandry or aquaculture project and applies during the applicable harvest cycle (approx. 6 – 9 months for black tiger prawns (**BTP**)). Disease may enter the production system through the broodstock and hatchery system, from the environment via water or through wildlife or human vectors.

### **Weather risk**

Adverse climatic conditions can negatively impact stock survival and inhibit growth. For example, extreme temperatures, floods, storms and cyclones could cause interruptions to operations.

### **Power failure**

PSD grow out ponds are in an isolated location and are reliant on islanded on-site power generation to conduct operations.

### **Contracting structure risks**

The construction of PSD will be subject to typical construction risks including usual risks of delays, design and/or quality issues, pricing and cost overruns and variations.

The contracting structure adopted may result in the applicable risks differing from other typical project development contracting structures such as an ECM construction contractor as head contractor providing a fixed price for the whole project.

Construction for PSD will be delivered with Canstruct Pty Ltd (**Canstruct**) as a managing contractor under a framework agreement that has a \$78m initial contract comprising five key packages, and that enables the addition of future packages as the project progresses. Contracts will be added to the Canstruct portfolio progressively either as self-perform or sub-contract. PSD is entitled to contract directly with non Canstruct contractors and intends to do so.

Nonetheless there are different and specific risks identified with this strategy. For example, Canstruct's pricing for future packages may be non-competitive, requiring PSD to directly engage smaller local contractors. This would increase the number of contractors and contracts that are required to be managed to undertake the works by the PSD, thereby increasing the size of the PSD project team to manage the increased number of contracts and creating interface risks. Additionally, the use of and the financial position of smaller contractors may reduce recourse in the event of contractor failure.

### **Contractor availability and failure**

There is a risk that contractors may not be available to perform services for the Company, when required, or may only be willing to do so on terms that are not acceptable to the Company.

Once in contract, contractor performance may be constrained or hampered by labour disputes, plant, equipment and staff shortages, and default. Contractors may not comply with provisions in respect of quality, safety, environmental compliance and timeliness, which may be difficult to control. In the event that a contractor underperforms or is terminated, the Company may not be able to find a suitable replacement on satisfactory terms when required or at all. These circumstances could have a material adverse effect on the Company's development of PSD and ongoing operations and give rise to claims by or against the Company.

### **Power station completion**

Delivery of the power station is to be through a Build Own Operate and Maintain contract with a specialized third party power station constructor and operator. There is a risk that the third party constructor and operator may not deliver the power station on time, thereby delaying project commencement.

### **Project team capacity**

The Company currently has a small in-house engineering and design owner's team. The Company intends to engage appropriately skilled additional team members to ensure the owner's team is adequately resourced to manage a large number of external contractors and engineers. The Company's capacity to engage additional resources is

subject to funding. Delays in securing and ramping up an owner's team that is sized and structured to procure and manage multiple contracts may impact procurement and delay the project.

#### **Build quality risk**

There is a risk that contractors do not construct to the build quality required.

#### **Safety or environment incident**

A serious workplace safety or environmental accident may cause a regulator to halt work creating a delay in project construction.

#### **Demand**

If there were a substantial reduction in demand for BTP products, or if PSD loses a major customer, the Company's operational and financial performance may be adversely affected.

#### **Pricing uncertainty**

There is risk of volatility in the price of BTPs which means that PSD does not meet earnings expectations.

#### **Competition**

PSD will face competition from other seafood producers. There is a risk that an existing or new entrant to the market might aggressively attempt to grow its market share through acquisitions, increased advertising and marketing, and/or price cutting. Such activities may cause PSD's competitive position to deteriorate.

#### **Stock feed and energy prices**

Material increases in stock feed prices and/or energy (especially) fuel costs may result in a material adverse impact on PSD's financial performance.

#### **Shareholder approval**

As detailed in the Company's announcement on 23 June 2021, the SPP Offer, the SPP Unlisted Options Offer and the second tranche of the Placement require approval of the Company's shareholders. There is no guarantee that shareholder approval will be obtained.

#### **Capital raising**

There is no guarantee that the Company will raise the full \$15 million under the SPP Offer. In those circumstances, funds raised will be applied to general working capital, progressing PSD early works and PSD financing and, depending upon the amount raised, part of the proposed capital raising work program detailed in the Company's investor presentation released to the ASX on 23 June 2021 but not all of that program may be delivered from the funds raised.

#### **Future funding**

The Company requires debt financing and further equity finance to fully fund the development of PSD Stage 1a. There is no guarantee the required debt funding and/or further equity funding will be obtained or obtained on favorable terms or within the anticipated timelines (including a failure to raise the full \$15 million under the SPP Offer). If the Company fails to obtain access to the required funding, development of PSD Stage 1a will be delayed.

Similarly, the Company's continued ability to fund any cost overruns or contingencies, operate its business, effectively implement its business plan over time, grow operations (including through the development of further stages of PSD) and deal with unexpected events and circumstances, will depend in part on its ability to raise additional funds and to repay or refinance debts as they fall due. No assurance can be given that any such additional financing will be available or that, if available, it will be available on terms acceptable to the Company or its Shareholders.

#### **Access to debt funding for PSD Stage 1a**

As noted above, debt finance is currently being negotiated. It is anticipated that the terms will include conditions precedent to availability and certain restrictions on PSD and the Company's financing and operating activities. PSD

must satisfy any conditions precedent and comply with any restrictions otherwise funds for completion of development of PSD may not be available.

### **Debt funding obligations**

If PSD operational and financial performance does not substantially meet expectations, it could lead to a breach of its financial covenants. A breach of covenants, may entitle its financiers to enforce their rights under the debt facilities and this may result in them requiring immediate repayment and therefore, have a materially adverse effect on the Company.

### **Regulatory risks**

Certain regulatory approvals, consents, licences and permits can only be granted once PSD is operational. Once operational, Federal, State and local laws and regulations (including the granting of marine leases, licences, environmental permits and water licences) will affect PSD's operations. There is a risk that a failure to comply with such laws and regulations or an adverse decision or change in policy by a governmental or regulatory authority could occur, which may result in the loss or reduction of leases, approvals, consents, licences and permits required to operate its hatcheries, marine farms or processing facilities or damages, penalties or fines.

### **Human resources**

The Company is dependent on the experience of its key management personnel. Whilst the Directors have sought to and will continue to ensure key management personnel are appropriately incentivised, their services cannot be guaranteed. The loss of any one of the key management personnel may have an adverse effect on the performance of the Company pending replacements being identified and retained.

Given the remote location of PSD's proposed operations, the Company may be unable to attract and retain suitable staff when the project becomes operational (after project completion).

Staffing will be a substantial cost and any material adverse change to the modern award, the *Fair Work Act 2009* (Cth) or adverse effect due to labour market forces may increase materially costs, reduce overall profitability and have an adverse effect on financial performance.

Aquaculture operations carry with it safety related risks and may on occasions be considered risky activities. Despite the relevant safeguards there is no guarantee a serious accident will not occur. A serious accident could have a material adverse impact on operations and financial performance.

### **Food safety**

Like other food producers, there is a risk of food contamination and product recalls/withdrawals. Food poisoning can be caused by bacteria, viruses or toxins in food, which may result in serious illnesses and even deaths. Food poisoning can occur if, for example, there is a failure to comply with food safety procedures or unlawful product tampering.

### **Foreign exchange rates**

The Company may receive revenue and incur expenditure foreign currencies including in U.S. dollars, Euro, Yen or other local currencies. There may be circumstances where it is unable to sufficiently minimise its exposure to foreign exchange rate movements where the cost of financial products is not commercially viable.

### **COVID-19 risks**

The global economic outlook is continues to be uncertain due to the current COVID-19 pandemic, which has, and is likely to continue to have, a material impact on global markets, the price and demand for BTP, foreign exchange rates and general economic activity.

Any COVID-19 infections on or near the sites operated by the Company could result in construction and/or operations being suspended or otherwise disrupted for an unknown period of time, which may have an adverse impact on construction timing and cost, operations, cash flows, profitability, and financial condition. For example, a COVID-19 outbreak may impact the capacity of the contract workforce (proposed to be engaged on a fly in and fly out basis) to attend site as and when required.

Supply chain disruptions resulting from the COVID-19 pandemic and measures implemented by governmental authorities around the world to limit the transmission of the virus (such as travel bans and quarantining) may, in addition to the general level of economic uncertainty caused by the COVID-19 pandemic, also adversely impact the availability to materials and equipment required for construction of PSD and the Company's operations, financial position and prospects.



# Terms and Conditions of the Share Purchase Plan

## 1. SPP Offer

The SPP Offer entitles Eligible Shareholders of Seafarms to apply to purchase up to \$30,000 worth of Shares through this share purchase plan.

## 2. Eligibility to participate

2.1. You are eligible to participate in the SPP Offer if you were a registered holder of Shares at 5pm (Perth time) on Tuesday, 22 June 2021 (**Record Date**) with a registered address in Australia (and its external territories) or New Zealand unless:

(a) you hold Shares on behalf of another person who resides outside Australia (and its external territories) or New Zealand; or

(b) you are, or are acting for the account or benefit of, a person in the United States.

2.2. For shareholders with a registered address in New Zealand, you must still be a shareholder at the date of the SPP Offer, that is, Tuesday, 6 July 2021.

2.3. Seafarms has determined that it is either unlawful or impracticable for holders of Shares with registered addresses in jurisdictions outside Australia (and its external territories) and New Zealand to participate in the SPP Offer.

2.4. If you are the only registered holder of a holding of Shares, but you receive more than one offer (for example, due to multiple registered holdings), you may only apply for a parcel of New Shares with an aggregate value of \$30,000.

2.5. Joint holders of Shares will be taken to be a single registered holder of Shares for the purposes of determining whether they are an Eligible Shareholder and a certification under **clause 8.1(j)** by one joint holder will be effective in respect of the other joint holder(s).

2.6. If you are a Custodian for a beneficiary or beneficiaries, you may apply for one maximum parcel of New Shares for each beneficiary (or if you are a Custodian for two or more joint beneficiaries, for each such holding as if it was held by a single person). Further information in relation to how Custodians may apply for New Shares is set out in **clause 8.2**.

2.7. Directors and employees of Seafarms who hold Shares may be Eligible Shareholders.

## 3. Rights to apply for New Shares are non-renounceable

If you are an Eligible Shareholder, your rights under the SPP Offer are personal to you and are non-renounceable, which means that you cannot transfer your rights to another person.

## 4. Offer Price

4.1. The Offer Price for each New Share issued under the SPP Offer is \$0.055.

4.2. The Offer Price is fixed, regardless of any changes in the market price of Seafarms' Shares during the SPP Offer period.

## 5. Timing

5.1. The SPP Offer opens on Tuesday, 6 July 2021 and closes at 5pm (Perth time) on Friday, 6 August 2021, unless extended. Seafarms proposes to allot New Shares on Friday, 13 August 2021 and send confirmations to shareholders by Monday, 16 August 2021.

5.2. Seafarms reserves the right to extend the SPP Offer or the proposed Allotment Date at any time by making an announcement to ASX.

## 6. Applying for New Shares

- 6.1. Eligible Shareholders may apply for New Shares in parcels valued at \$1,000, \$2,500, \$5,000, \$7,500, \$10,000, \$15,000, \$20,000, \$25,000 or \$30,000.
- 6.2. You may not apply for more than \$30,000 of New Shares in aggregate under the SPP Offer, even though you may receive more than one offer, or offers in more than one capacity (e.g. due to multiple registered holdings), under the SPP Offer.
- 6.3. If you wish to apply for New Shares under the SPP Offer you should either:
  - (a) pay directly via BPAY<sup>®</sup> on the internet or by telephone, using the details on the Application Form (New Zealand based shareholders cannot apply using BPAY<sup>®</sup> unless they have an Australian bank account). Please ensure that your payment is received by the Share Registry before 5pm (Perth time) on Friday, 6 August 2021. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should take this into consideration when making any electronic payment. It is the responsibility of the applicant to ensure that funds submitted through BPAY<sup>®</sup> are received in time. The Application Form does not need to be returned in this case; or
  - (b) complete the Application Form and forward it with your payment by cheque (or money order) in Australian dollars made payable to “Seafarms Group Limited” to the Share Registry, at the address set out on the Application Form. A reply paid envelope is enclosed for the convenience of Australian shareholders, and a self-addressed envelope is enclosed for the convenience of overseas shareholders. Shareholders in New Zealand will need to affix the appropriate postage to the self-addressed envelope. Application Forms (with application payments) must be received by the Share Registry by 5pm (Perth time) on Friday, 6 August 2021.
- 6.4. Do not forward cash. Receipts for payment will not be issued.
- 6.5. Funds paid via BPAY<sup>®</sup> or Application Forms (with application payments) must be received by the Share Registry by the applicable time (specified above) on Friday, 6 August 2021. Seafarms reserves the right, but is not obligated, to accept applications for New Shares that are received after that time. If your cheque does not clear, your application will not be accepted and you agree to be responsible for any dishonour fees or other costs incurred.
- 6.6. If your Application Form or application is incomplete, contains errors or is otherwise invalid or defective, Seafarms may, in its sole discretion, accept, reject, correct or amend your application, issue such number of New Shares to you as it considers appropriate, refund your application money, or take any combination of these actions. Any necessary refund will be paid to you shortly after the close of the SPP Offer. No interest will be paid on any refunded money.
- 6.7. You cannot withdraw or revoke your application once you have sent in an Application Form or paid via BPAY<sup>®</sup>.

## 7. Proposed offer of Unlisted Options

- 7.1. Seafarms intends to offer each Eligible Shareholder who subscribes for New Shares under the SPP Offer (**SPP Subscriber**) three free unlisted options (**Unlisted Options**) for every five Shares issued to the SPP Subscribers under the SPP Offer (**SPP Unlisted Options Offer**). It is proposed that the Unlisted Options will have an exercise price of \$0.0975 and will expire on Friday, 13 August 2024.
- 7.2. New Zealand shareholders must be a shareholder of the Company at the date of the SPP Unlisted Options Offer on or around Monday, 2 August 2021, to be eligible to participate in the SPP Unlisted Options Offer.
- 7.3. The Unlisted Options will be offered by way of a prospectus (**Unlisted Options Prospectus**) to be issued on or around Monday, 2 August 2021 2021.
- 7.4. If you submit a BPAY<sup>®</sup> payment or complete and return the Application Form accompanying this SPP Offer, you appoint the Company and each of its directors as your attorney to sign all documents (including the application form that will accompany the Unlisted Options Prospectus) and to do all things required to be

done in connection with the issue and allotment to you, of the number of Unlisted Options that you are entitled to.

7.5. If you are an SPP Subscriber but do not wish to participate in the SPP Unlisted Options Offer, you may notify the Company Secretary of your intention on +61 8 9216 5200 at any time prior to the closing date of the SPP Unlisted Options Offer and no Unlisted Options will be issued to you.

7.6. The issue of Unlisted Options under the SPP Unlisted Options Offer is subject to shareholder approval.

## 8. Effect of making an application

8.1. If you submit a BPAY<sup>®</sup> payment or complete and return the Application Form:

- (a) you will be deemed to have represented and warranted that you are an Eligible Shareholder and are eligible to participate in the SPP Offer, you have read and understood these Terms and Conditions and you subscribe for New Shares subject to and in accordance with these Terms and Conditions;
- (b) you authorise Seafarms to correct or amend your Application Form as contemplated by **clause 6.6**;
- (c) you acknowledge that the market price of Shares may rise or fall between the date of the SPP Offer and the Allotment Date and that the Offer Price you pay for the New Shares may exceed the market price of the Shares on the Allotment Date;
- (d) you accept the risk associated with any refund that may be despatched to you at your address as shown on the Share register;
- (e) you are responsible for any dishonour fees or other costs Seafarms may incur in presenting a cheque for payment which is dishonoured;
- (f) you acknowledge that the New Shares have not, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdictions in the United States, and accordingly, the New Shares may not be offered or sold except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and any applicable securities laws;
- (g) you represent and warrant that you are not in the United States, and are not applying under the SPP Offer for or on behalf of a person in the United States;
- (h) you represent and warrant that you have not and will not send any materials relating to the SPP Offer to any person in the United States or elsewhere outside Australia (and its external territories) and New Zealand;
- (i) you acknowledge that you have not been provided with investment advice or financial product advice by Seafarms or the Share Registry;
- (j) you certify that you have not applied for, or instructed a Custodian to apply on your behalf for, New Shares with an application price which, when aggregated with the application price for any Shares issued to you or a Custodian on your behalf under the SPP Offer or any similar Seafarms arrangement in the 12 months prior to your application, exceeds \$30,000. This certification by one joint holder of Shares will be effective in respect of the other joint holder(s).
- (k) you appoint the Company and each of its directors as your attorney for the purposes set out in **clause 7.4** (unless you have notified the Company Secretary of your intention not to participate in the SPP Unlisted Options Offer in accordance with **clause 7.5**).

8.2. If you are a Custodian, you certify:

- (a) that, as at the Record Date (and in respect of shareholders with a registered address in New Zealand, on the date the SPP Offer opens), you hold Shares on behalf of one or more beneficiaries (directly or indirectly), and that those beneficiaries have been provided with a copy of this document and instructed you (or an interposed Custodian on their behalf) to apply for New Shares;

- (b) details of the number of beneficiaries who have instructed you (or an interposed Custodian on their behalf) to apply for New Shares on their behalf, their names and addresses, the number of Shares you hold on their behalf (directly or indirectly) and the number of New Shares they have instructed you (or an interposed Custodian on their behalf) to apply for are correct;
- (c) if you hold Shares on behalf of a beneficiary indirectly through one or more interposed Custodians, details of the names and addresses of each interposed Custodian are correct;
- (d) you have not applied for New Shares on behalf of any beneficiary with an application price which, when aggregated with the application price for any Shares issued to you on behalf of that beneficiary under the SPP Offer or any similar Seafarms arrangement in the 12 months prior to your application, exceed \$30,000; and
- (e) that you:
  - (i) hold an Australian financial services licence that covers the provision of a custodial or depository service (within the meaning given by section 766E of the Corporations Act) or covers the operation of an IDPS (as defined in the Instrument); or
  - (ii) do not hold an Australian financial services licence for the provision of a custodial or depository service as described in the Instrument and are exempt from the requirement to hold such a licence; or
  - (iii) otherwise meet the definition of Custodian in the Instrument.

8.3. Custodians wishing to participate on behalf of one or more beneficiaries should contact the Share Registry to obtain more information on how to apply and the form of certification to be given.

8.4. Please note that if you hold Shares in the capacity of a trustee or a nominee for another person but you do not meet the definition of Custodian in the Instrument, you cannot participate for beneficiaries in the manner outlined in **clause 8.2** above. In this case, the rules for multiple registered holdings as described in **clause 2.4** apply.

## 9. Rights attached to the New Shares

New Shares issued under the SPP Offer will rank equally with existing Shares and will carry the same voting rights, dividend rights and other entitlements as at the Allotment Date. Seafarms will apply for the New Shares to be quoted on ASX.

## 10. Costs of participation

No brokerage, commissions or other transaction costs will be payable by Eligible Shareholders in respect of the application for, and allotment of, New Shares under the SPP Offer.

## 11. Right to scale back entitlements

11.1. Seafarms reserves the right to scale back your entitlement to acquire New Shares under the SPP Offer. If this occurs, excess funds will be returned to applicants without interest.

11.2. To the extent it is necessary to scale back the number of New Shares that will be issued under the SPP Offer, Seafarms intends to do so having regard to the pro rata shareholding of the Eligible Shareholders (as at the Record Date) who have applied for New Shares.

11.3. If there is a scale back, you may receive less than the parcel of New Shares for which you have applied.

## 12. Shareholder approval

12.1. The issue of New Shares and Unlisted Options are subject to the Company obtaining shareholder approval at an Extraordinary General Meeting. The Company will shortly dispatch a notice of meeting to its shareholders and convene the meeting to be held on Friday, 30 July 2021.

12.2. If shareholder approval is not obtained, Eligible Shareholders who subscribed for New Shares under the SPP Offer will not be issued with New Shares or Unlisted Options and the Company will refund all application money without interest.

### 13. Refunds

13.1. Refunds under the SPP Offer may be paid under various circumstances. For example, if applications are made incorrectly the entire payment may be refunded, or if allocations are scaled back a partial refund may be made.

13.2. If a refund is made, payment will be made to you, as soon as is practicable:

- (a) by direct credit to your nominated account (as recorded on the share register); or
- (b) by cheque mailed to your address as shown on the share register.

13.3. You will not receive any interest on funds refunded to you.

13.4. Any refund made to you is despatched at your risk.

### 14. United States

14.1. Participation in the SPP Offer is not being offered, directly or indirectly, to any person in the United States or to any person that is acting for the account or benefit of a person in the United States. This document and any related offering documents must not be mailed or otherwise transmitted or distributed in the United States. Participation in the SPP Offer, directly or indirectly, in violation of these restrictions is not permitted, and any such participation will be invalid.

14.2. The New Shares have not been, and will not be, registered under the US Securities Act and may not be offered or sold except in transactions exempt, or not subject to, the registration requirements under the US Securities Act.

14.3. Because of the legal restrictions summarised above, you must not send copies of any SPP Offer materials to any person in the United States. Consistent with the warranties set out above, you are also advised not to submit any Application Form or make payment by BPAY<sup>®</sup> or otherwise in respect of the purchase of New Shares under the SPP Offer on behalf of any person in the United States. Failure to comply with these restrictions may result in violations of applicable securities laws.

### 15. New Zealand

15.1. The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of Seafarms with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2016.

15.2. This document has not been registered, filed with or approved by any New Zealand regulatory authority under the Financial Markets Conduct Act 2013. 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.

### 16. Dispute resolution

Seafarms reserves the right to settle, in any manner it thinks fit, any difficulties, anomalies or disputes which may arise in connection with or by reason of the operation of the SPP Offer. Seafarms' decision will be conclusive and binding on all shareholders and other persons to whom the determination relates.

### 17. Waiver, amendment, suspension and termination

17.1. Seafarms may, in its discretion, waive compliance with any provision of these Terms and Conditions, amend or vary these Terms and Conditions or suspend, withdraw or terminate the SPP Offer at any time. Any such waiver, amendment, variation, suspension, withdrawal or termination will be binding on all Eligible Shareholders even where Seafarms does not notify you of the event.

17.2. Seafarms is not liable for loss, cost or expense arising out of any exercise of its discretions under these Terms and Conditions.

## 18. ASIC relief

18.1. The SPP Offer is made in accordance with the Instrument. The Instrument grants relief from the requirement to prepare a prospectus for the offer of New Shares up to \$30,000 under the SPP Offer, subject to certain terms and conditions.

18.2. In accordance with the terms of the Instrument, Seafarms will give a notice to ASX that complies with the Instrument.

## 19. Governing law

These Terms and Conditions are governed by the laws in force in Western Australia.

## 20. Binding terms

By accepting the offer to purchase New Shares under the SPP Offer, you agree to be bound by these Terms and Conditions and the constitution of Seafarms.

## 21. Underwriting

The SPP Offer is not underwritten.

## 22. Definitions

In this document the following terms have these meanings:

<b>\$</b>	Australian dollars.
<b>Allotment Date</b>	The date the New Shares are allotted, expected to be Friday, 13 August 2021.
<b>Application Form</b>	The application form which accompanies this document.
<b>ASIC</b>	The Australian Securities and Investments Commission.
<b>ASX</b>	ASX Limited or the Australian Securities Exchange, as the context requires.
<b>BTP</b>	Black tiger prawns.
<b>Corporations Act</b>	<i>The Corporations Act 2001</i> (Cth).
<b>Custodian</b>	The meaning given in the Instrument.
<b>Directors</b>	The directors of Seafarms.
<b>Eligible Shareholder</b>	A person who is eligible to participate in the SPP Offer in accordance with <b>clause 2</b> of the Terms and Conditions.
<b>Extraordinary General Meeting</b>	An extraordinary general meeting of the Company's shareholders to be convened on Friday, 30 July 2021 to approve, among other things, the SPP Offer and SPP Unlisted Options Offer.
<b>Instrument</b>	ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547.
<b>New Shares</b>	The Shares offered in the document.
<b>Offer Price</b>	\$0.055 per New Share.
<b>Placement</b>	The Company's two-tranche placement to institutional and sophisticated investors announced to the ASX on 23 June 2021, which received binding commitments for approximately \$92.5 million.

<b>PSD</b>	Seafarms' Project Sea Dragon.
<b>Stage 1a</b>	The construction of 396ha of onshore ponds designed to support approximately 6,000 tonnes per annum of premium large BTPs in the first 12 months of production.
<b>Record Date</b>	The record date for the SPP Offer being 5.00pm (Perth time) on Tuesday, 22 June 2021.
<b>Seafarms or the Company</b>	Seafarms Group Limited ACN 009 317 846.
<b>Share Registry</b>	Computershare Investor Services Pty Limited ACN 078 279 277.
<b>Shares</b>	Fully paid ordinary shares in Seafarms Group Limited.
<b>SPP Offer</b>	This offer of New Shares under a share purchase plan on the terms and conditions set out in this document.
<b>SPP Subscriber</b>	The meaning given in <b>clause 7.1</b> .
<b>SPP Unlisted Options Offer</b>	The meaning given in <b>clause 7.1</b> .
<b>Terms and Conditions</b>	The terms and conditions of the SPP Offer set out from pages 14 to 20 of this document.
<b>Unlisted Options</b>	The meaning given in <b>clause 7.1</b> .
<b>Unlisted Options Prospectus</b>	A transaction specific prospectus in respect of the Unlisted Options.
<b>US Securities Act</b>	The US Securities Act of 1933, as amended.

**For all enquiries:****Phone:**

(within Australia) 1300 850 505

(outside Australia) +61 3 9415 4000

**Web:**[www.investorcentre.com/contact](http://www.investorcentre.com/contact)**Make your payment:**

See overleaf for details of the Offer and how to make your payment

## Share Purchase Plan Application Form

### Your payment must be received by 5pm (Perth time) on Friday, 6 August 2021

This is an important document that requires your immediate attention.

It can only be used in relation to the shareholding represented by the details printed overleaf. If you are in doubt about how to deal with this Application Form, please contact your financial or other professional adviser.

By making payment you agree to be bound by the Constitution of Seafarms Group Limited and that the submission of this payment constitutes an irrevocable offer by you to subscribe for Seafarms Group Limited shares on the terms and conditions of the Share Purchase Plan (**SPP Offer**).

In addition, by making payment you certify that the aggregate of the application price paid by you for:

- the New Shares the subject of the payment slip overleaf; and
- any other shares and interests in the class applied for by you under the SPP Offer or any similar arrangement in the 12 months prior to the date of submission of the payment, does not exceed \$30,000.

Seafarms Group Limited may make determinations in any manner it thinks fit, in relation to any difficulties which may arise in connection with the SPP Offer whether generally or in relation to any participant or application.

Any determinations by Seafarms Group Limited will be conclusive and binding on all Eligible Shareholders and other persons to whom the determination relates. Seafarms Group Limited reserves the right to waive strict compliance with any provision of the terms and conditions of the SPP Offer, to amend or vary those terms and conditions or to suspend or terminate the SPP Offer at any time. Any such amendment, suspension or termination will be binding on all Eligible Shareholders even where Seafarms Group Limited does not notify you of that event.

### Step 1: Registration Name & Offer Details

Details of the shareholding and the Offer are shown overleaf.

Please check the details provided and update your address via [www.investorcentre.com](http://www.investorcentre.com) if any of the details are incorrect.

If you have a CHESS sponsored holding, please contact your Controlling Participant to notify a change of address.

### Step 2: Make Your Payment

Your payment must correspond to one of the options detailed overleaf. You may choose one option only. Note that the amount chosen may be subject to scale back in accordance with the terms and conditions of the SPP Offer.

Choose one of the payment methods shown below.

**BPAY®:** See overleaf. Do not return the payment slip with **BPAY** payment.

**By Mail:** Complete the reverse side of this payment slip and detach and return with your payment. Make your cheque, bank draft or money order payable in Australian dollars to "**Seafarms Group Limited**" and cross "**Not Negotiable**". The cheque must be drawn from an Australian bank. Cash is not accepted.

Payment will be processed on the day of receipt and as such, sufficient cleared funds must be held in your account as cheques received may not be re-presented and may result in your Application being rejected. Paperclip (do not staple) your cheque(s) to the payment slip. Receipts will not be forwarded. Funds cannot be debited directly from your account.

Entering your contact details is not compulsory, but will assist us if we need to contact you.

Seafarms Group Limited Share Purchase Plan Application Form  
Payment must be received by 5pm (Perth time) on Friday, 6 August 2021


© Registered to **BPAY** Pty Limited ABN 69 079 137 518

**Turn over for details of the Offer →**



# Share Purchase Plan Application Form

## STEP 1 Registration Name & Offer Details

 For your security keep your SRN/HIN confidential.

Registration Name:

Entitlement No:

Offer Details: Record date: **5pm (Perth time) on Tuesday, 22 June 2021**

Minimum value available to purchase: **\$1,000**

Maximum value available to purchase: **\$30,000**

## STEP 2 Make Your Payment by 5pm (Perth time) on Friday, 6 August 2021

To avoid postal delay make your payment via **BPAY** either online or by phone with your bank using the payment details below.

### BPAY



Billers Code:  
Ref No:

### Cheque, bank draft or money order



Make your cheque, bank draft or money order payable to "**Seafarms Group Limited**" and cross "**Not Negotiable**".

Return your payment with the below payment slip to:  
**Computershare Investor Services Pty Limited**  
**GPO BOX 505 Melbourne Victoria 3001 Australia**

Contact your financial institution to make your payment from your cheque or savings account.

#### Lodgement of Acceptance

If you are applying for New Shares and your payment is being made by BPAY, you do not need to return the payment slip below. Your payment must be received by no later than 5pm (Perth Time) on Friday, 6 August 2021. Applicants should be aware that their own financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. Neither Computershare Investor Services Pty Limited (CIS) nor Seafarms Group Limited accepts any responsibility for loss incurred through incorrectly completed BPAY payments. It is the responsibility of the applicant to ensure that funds submitted through BPAY are received by this time. Eligible Shareholders should use the customer reference number shown on this Application Form when making a BPAY payment. If you are paying by cheque, bank draft or money order the payment slip below must be received by CIS by no later than 5pm (Perth Time) on Friday, 6 August 2021. You should allow sufficient time for this to occur. A reply paid envelope is enclosed for shareholders in Australia. Other Eligible Shareholders will need to affix the appropriate postage. Return the payment slip below with cheque attached. Neither CIS nor Seafarms Group Limited accepts any responsibility if you lodge the payment slip below at any other address or by any other means.

#### Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuer (the **issuer**), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided above or emailing [privacy@computershare.com.au](mailto:privacy@computershare.com.au). We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at [privacy@computershare.com.au](mailto:privacy@computershare.com.au) or see our Privacy Policy at [www.computershare.com/au/privacy-policies](http://www.computershare.com/au/privacy-policies).

Detach here

### Purchase Details for Seafarms Group Limited (choose one option)

- \$1,000 worth of New Shares OR  \$2,500 worth of New Shares OR  \$5,000 worth of New Shares  
 \$7,500 worth of New Shares OR  \$10,000 worth of New Shares OR  \$15,000 worth of New Shares  
 \$20,000 worth of New Shares OR  \$25,000 worth of New Shares OR  \$30,000 worth of New Shares

Entitlement No:



BPAY is the most efficient and secure form of payment. Your BPAY payment details are shown above.

### Contact & Cheque Details

Contact Name \_\_\_\_\_ Daytime Telephone \_\_\_\_\_

Drawer	Cheque Number	BSB Number	Account Number	Amount of Cheque
				A\$