

**WIDE OPEN AGRICULTURE LIMITED
(ACN 604 913 822)**

ENTITLEMENT OPTIONS ISSUE PROSPECTUS

For the offer of a pro-rata non-renounceable entitlement issue of up to approximately 17,644,812 Entitlement Options, on the basis of 1 Entitlement Option for every 4 Shares held by Eligible Shareholders at an issue price of 1 cent per Entitlement Option, to raise up to approximately \$176,448

Offer closes at 5:00pm WST on 29 April 2019

This document is a transaction specific prospectus issued in accordance with section 713 of the Corporations Act. This Prospectus contains important information about the Offer. You should read the entire document including the Entitlement and Acceptance Form. If after reading this Prospectus you have any questions about the Offer or this Prospectus, you should speak to your professional adviser.

The Entitlement Options offered by this Prospectus should be considered highly speculative.

IMPORTANT NOTICE

This Prospectus is dated 1 April 2019 and was lodged with ASIC on that date. Neither ASIC, ASX nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Certain terms and abbreviations used in this Prospectus have defined meanings, which are explained in the Glossary. In this Prospectus, the words "we", "our" and "us" refer to the Company. The words "you" or "your" refer to Shareholders.

No securities will be issued on the basis of this Prospectus later than 13 months after the date of this Prospectus. Application for quotation of the Entitlement Options will be made to ASX within 7 days after the date of this Prospectus.

We are an ASX listed company whose securities are granted official quotation by ASX. In preparing this Prospectus regard has been had to the fact that we are a disclosing entity for the purposes of the Corporations Act and that certain matters may reasonably be expected to be known to investors and professional advisers who investors may consult.

No person is authorised to give any information or to make any representations in connection with this Offer that is not contained in this Prospectus. Any information or representation that is not contained in this Prospectus may not be relied upon as having been authorised by the Directors or by us.

Restrictions on distribution

The Offer is made in Australia, New Zealand, The Netherlands and Germany only. This Prospectus does not constitute an offer in any overseas jurisdiction where it would be unlawful to make the Offer. You must ensure compliance with all laws of any country relevant to your Application. We will take the return of a duly completed Entitlement and Acceptance Form as a representation by you that there has been no breach of any laws and that you are an Eligible Shareholder.

The Corporations Act prohibits any person passing on to another person an application form unless it is accompanied by or included in a hard copy, or the complete and unaltered electronic version of this Prospectus. Please contact us if you wish to obtain a hard copy of this Prospectus free of charge.

A copy of this Prospectus can be downloaded from our website at www.wideopenagriculture.com.au. If you access the electronic version of this Prospectus you should ensure that you download and read the entire Prospectus. The electronic version of this Prospectus is only available to Australian residents.

European Economic Area Restrictions – The Netherlands and Germany

The information in this Prospectus has been prepared on the basis that the Offer will be made pursuant to an exemption under the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "**Prospectus Directive**") and the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as subsequently amended and supplemented) which repeals and replaces (with effect from 21 July 2019) the Prospectus Directive (the "**Prospectus Regulation**"), as amended and implemented in Member States of the European Economic Area (including The Netherlands and Germany) (the "**Member States**"), from the requirement to publish a prospectus for any offer of securities made to the public within the territories of the Member States.

An offer to the public of securities has not been made, and may not be made, in The Netherlands and Germany except pursuant to one of the following exemptions under the Prospectus Directive as implemented in The Netherlands and Germany:

- to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Directive), subject to obtaining the prior consent of the Company for any such offer; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of New Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

CORPORATE DIRECTORY

DIRECTORS

Mr Anthony Maslin (Non-Executive Chairman)
Dr Ben Cole (Managing Director)
Mr Stuart McAlpine (Non-Executive Director)
Mr Hans Schut (Non-Executive Director)

JOINT COMPANY SECRETARIES

Mr Sam Wright
Ms Lydia Fee

BUSINESS OFFICE

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Email: info@wideopenagriculture.com.au

REGISTERED OFFICE

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Claremont, Western Australia, 6010
www.wideopenagriculture.com.au

SOLICITORS

Fairweather Corporate Lawyers
595 Stirling Highway
Cottesloe, Western Australia, 6011

SHARE REGISTRY *

Link Market Services Limited
Level 4, 152 St Georges Terrace
Perth, Western Australia, 6000
Tel: +61 1800 502 355
(within Australia)

ASX Code : WOA

FWB Code
(Frankfurt Stock Exchange) : 2WO

* The name of the Share Registry is included for information purposes only. It has not been involved in the preparation of any part of this Prospectus and has not consented to being named in the Prospectus.

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1. INVESTMENT OVERVIEW

Question	Response	Where to find more information
What is the Offer?	<p>We are offering to issue Entitlement Options to Eligible Shareholders by a pro-rata non-renounceable entitlement issue.</p> <p>Under the Offer, Eligible Shareholders may subscribe for 1 Entitlement Option for every 4 Shares held on the Record Date.</p>	Section 2.1
What is the Issue Price for the Entitlement Options?	The Issue Price is 1 cent per Entitlement Option.	Section 2.1
What are the terms of the Entitlement Options?	<p>The Entitlement Options have an exercise price of 30 cents and an expiry date of 30 June 2021. The Company will apply for quotation of the Options on ASX. The full terms of the Entitlement Options are set out in Section 5.1.</p> <p>Other than having a subscription price, the terms of the Entitlement Options are the same terms as the existing Series C Options.</p>	Section 5.1
Who is an Eligible Shareholder?	The Offer is made to Eligible Shareholders only. An Eligible Shareholder is a Shareholder with a registered address in Australia, New Zealand, The Netherlands or Germany on the Record Date.	Section 4.1(a)
How many Entitlement Options will be issued?	<p>At the date of this Prospectus, the maximum number of Entitlement Options that may be issued under the Offer is approximately 17,644,812.</p> <p>This may vary if existing Option holders exercise their Options before the Record Date to participate in the Offer.</p>	Section 2.1
What is the amount that will be raised under the Offer?	<p>As at the date of this Prospectus, the maximum amount that may be raised under the Offer is approximately \$176,448 before expenses (representing the issue of 17,644,812 Entitlement Options at an Issue price of 1 cent per Entitlement Option).</p> <p>This may vary if existing Option holders exercise their Options before the Record Date to participate in the Offer.</p>	Section 2.1
What is the purpose of the Offer?	The purpose of the Offer is to raise funds to be used as additional working capital for the Company and to meet Offer expenses of approximately \$25,000.	Section 2.2

Question	Response	Where to find more information						
What is the effect of the Offer on capital and cash reserves?	<p>The effect of the Offer is to:</p> <ul style="list-style-type: none"> • Increase the number of Options on issue. • Increase our cash reserves by up to approximately \$176,448 before the expenses of the Offer. 	Section 2.3						
What are the key risks of a further investment in the Company?	<p>The Offer should be considered highly speculative. Before deciding to subscribe under the Offer, you should consider the risk factors set out in this Prospectus and all other relevant material including our public announcements and reports. Some of the specific risks relevant to an investment in the Company are:</p>	Section 3						
	<table border="0"> <thead> <tr> <th data-bbox="399 701 742 779">Risk Area</th> <th data-bbox="750 701 1268 779">Risks</th> </tr> </thead> <tbody> <tr> <td data-bbox="399 790 742 1048">Early stage operations</td> <td data-bbox="750 790 1268 1048"> <p>The Company's 3 business streams (protected cropping operations, regenerative farmland management and the "<i>Food for Reasons</i>" food brand) are early stage endeavours with initial small revenue streams.</p> </td> </tr> <tr> <td data-bbox="399 1059 742 1971">Protected cropping operational risks</td> <td data-bbox="750 1059 1268 1971"> <p>The Company has established a pilot shade house in the Wagin Shire. This pilot site will be used for ongoing research and development of crops that do not require cold chain storage and logistics including industrial hemp (<1% THC).</p> <p>The Company is continuing to identify a second protected cropping site in the Western Australian Wheatbelt. It is intended to establish a commercial shade house on this second site to grow premium vegetable crops.</p> <p>Such a commercial shade house, once established, will be exposed to risk factors such as disease, insect infestations and labour availability which could impact upon crops and/or customer relationships which may have a material adverse impact on the operations and financial</p> </td> </tr> </tbody> </table>	Risk Area	Risks	Early stage operations	<p>The Company's 3 business streams (protected cropping operations, regenerative farmland management and the "<i>Food for Reasons</i>" food brand) are early stage endeavours with initial small revenue streams.</p>	Protected cropping operational risks	<p>The Company has established a pilot shade house in the Wagin Shire. This pilot site will be used for ongoing research and development of crops that do not require cold chain storage and logistics including industrial hemp (<1% THC).</p> <p>The Company is continuing to identify a second protected cropping site in the Western Australian Wheatbelt. It is intended to establish a commercial shade house on this second site to grow premium vegetable crops.</p> <p>Such a commercial shade house, once established, will be exposed to risk factors such as disease, insect infestations and labour availability which could impact upon crops and/or customer relationships which may have a material adverse impact on the operations and financial</p>	
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Question	Response	Where to find more information
		performance of the Company.
	Climatic variability	The Company operates in primary production and therefore is exposed to risks associated with climatic variability. This includes risks of drought and extreme weather events that may have a material adverse impact on the Company's operations and financial performance. The use of protected cropping technology such as a shade house greatly lessens risks associated with climatic variability.
	Industrial hemp research and development trial	The Company was granted an industrial hemp licence by the Western Australian Department of Primary Industries and Regional Development in February 2019 to undertake a trial and assess industrial hemp production at its pilot shade house. The potential for commercial expansion is subject to a number of factors including positive trial results.
	Regenerative farmland management partnering and contractual risks	The development of the regenerative farmland management business involves contracting and partnering with other parties. This business operation currently has the East Kulinbah Project where the Company is a lessor (in leasing out the East Kulinbah Project land to a lessee). Additionally, the Company Group is a party to a Farmland Management Agreement where it is managing land in Kojonup owned by an overseas investor and operated by a regenerative farmer (see ASX announcement of 20 August 2018) and a party to an agreement with Blackwood Valley Beef (see ASX announcement of 27 November 2018). The success of these

Question	Response	Where to find more information
	<p>contractual relationships is dependent upon the Company and the other contractual parties maintaining an effective relationship and complying with contractual obligations.</p> <p>Food for Reasons brand acceptance and competitive pressures</p> <p>The Food for Reasons brand and products may not gain sufficient acceptance within the local markets in which the Company currently operates or broader Australian and international markets in which the Company intends to operate. The Company could be subject to substantial competitive pressure from rival brands at both a primary production level and directly in the markets in which it currently or intends to operate. The Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.</p> <p>The Company intends to expand its marketing and distribution of products to new markets being Sydney, Melbourne and Brisbane in Australia and Singapore and Hong Kong. The Company does not currently have a presence in these markets and therefore the risk of brand acceptance in new markets is greater.</p>	
	<p>Client engagement and retail/distributor reliance</p> <p>The Company does not have sales or distribution contracts in place. As the Company grows it can be expected that its reliance upon retailers/distributors increases. Sales may be disrupted by any major changes to the operational or ownership status of any relevant retailers/distributors, such as a financial failure or takeover. Such disruptions may adversely impact upon the financial performance of the Company.</p>	

Question	Response	Where to find more information
	Management of growth	<p>The Company is seeking to expand its business operations. The Company has yet to record profits. There is a risk that management of the Company will not be able to successfully implement the Company's growth strategy which will adversely affect the Company's financial performance.</p>
	Future Funding	<p>The Company is developing 3 business streams being protected cropping operations, a regenerative farmland management business and a food brand. Further expansion beyond the application of funds from the initial public offer prospectus will depend upon the availability of revenues generated by the Company's activities (which are uncertain) and the availability of further investor funds. No assurance can be given that future investor funds as required will be made available on acceptable terms (if at all). If the Company is unable to obtain additional financing (whether equity or debt) as is needed, it may be required to reduce the scope of its operations and scale back its expansion and development programs.</p>
	Repayment of loan obligations	<p>There is a loan from Commonland Foundation (the largest shareholder) to the Company which is provided on an unsecured and no interest basis. The loan is in the sum of \$811,863 and is repayable by 9 February 2026.</p> <p>Additionally, the sum of \$123,879 remains outstanding by the Company and is payable on or before July 2024 which represents the remaining portion of the purchase price on the East Kulinbah Land Purchase Agreement.</p> <p>The Company will need to repay the</p>

Question	Response	Where to find more information
	<p>principal sums from revenue (which is uncertain) or by future funding at the relevant time (see the future funding risk above).</p>	
	<p>Dependence on key personnel</p> <p>The Company's success depends in part on the core competencies of the Directors and management and the ability of the Company to retain these key executives. Loss of key personnel (such as the managing director) may have an adverse impact on the Company's performance.</p>	
<p>How do I accept my Entitlement under the Offer?</p>	<p>All Eligible Shareholders are entitled to subscribe for Entitlement Options under the Offer. If you wish to make an Application in respect of your Entitlement, you must complete the Entitlement and Acceptance Form that accompanies this Prospectus.</p> <p>You may accept all or part of your Entitlement.</p> <p>If you do not wish to take up any of your Entitlement, you do not need to take any action and your Entitlement will lapse.</p>	<p>Section 4.2(a)</p>
<p>What will happen to Excluded Shareholders?</p>	<p>The Offer is not extended to Excluded Shareholders (any Shareholder whose registered address on the Record Date is not situated in Australia, New Zealand, The Netherlands or Germany).</p>	<p>Section 4.2(b)</p>
<p>Is the Offer underwritten?</p>	<p>The Offer is not underwritten. Any Entitlement not accepted will form the Shortfall.</p>	<p>Section 4.1</p>
<p>How will Shortfall be allocated?</p>	<p>Any Entitlement not accepted will form the Shortfall.</p> <p>The Directors reserve the right within 3 months of the Closing Date, to issue the Shortfall at the discretion of the Directors on the same terms as being offered to Eligible Shareholders under this Prospectus.</p>	<p>Section 4.4</p>

Question	Response	Where to find more information
What is the effect of the Offer on control of the Company?	<p>The Entitlement Options have no participating rights or entitlements until exercised. It is only upon exercise of the Entitlement Options and the issue of Shares that rights such as voting rights arise.</p> <p>The effect of the Offer on the capital structure is set out in Section 2.4. If all the Entitlement Options are issued under the Offer they will represent approximately 18.03% of the capital of the Company on a fully diluted basis (assuming other existing Options are exercised) at the date of this Prospectus.</p> <p>By reason of the above and the Offer being on a pro-rata non-renounceable basis, the Offer should not have a material effect on the control of the Company.</p>	Section 2.6
What are the key dates of the Offer?	<p>Prospectus lodged with ASIC and ASX 1 April 2019</p> <p>Appendix 3B lodged with ASX 1 April 2019</p> <p>Notice sent to Optionholders 1 April 2019</p> <p>Notice sent to Shareholders 3 April 2019</p> <p>"Ex" date (date from which Entitlement Options trade on ASX without the entitlement to participate in the Offer) 4 April 2019</p> <p>Record Date (to determine eligibility of Shareholders to participate in the Offer) 5 April 2019</p> <p>Anticipated despatch of Prospectus and Entitlement and Acceptance Forms to Eligible Shareholders/ Opening Date 10 April 2019</p> <p>Closing Date 29 April 2019</p> <p>Securities quoted on a deferred settlement basis 30 April 2019</p> <p>ASX notified of under-subscriptions 2 May 2019</p> <p>Issue date 6 May 2019</p> <p>Deferred settlement trading ends 6 May 2019</p> <p>Entitlement Options commence normal trading on ASX 7 May 2019</p>	

Question**Response****Where to find
more
information**

Please note that these dates are subject to change. We reserve the right, subject to the Corporations Act and the Listing Rules to amend the timetable at any time, and in particular, to extend the Closing Date or to withdraw the Offer without prior notice.

2. REASON FOR THE OFFER AND EFFECT ON THE COMPANY

2.1 Background

The Company is making this Offer which consists of a pro-rata non-renounceable entitlement issue to Eligible Shareholders on the basis of 1 Entitlement Option for every 4 Shares held by Eligible Shareholders on the Record Date at an issue price of 1 cent per Entitlement Option.

The Offer will raise up to \$176,448 before expenses at Full Subscription by the issue of 17,644,812 Entitlement Options.

As at the date of this Prospectus, the Company has 70,579,249 Shares and 10,250,000 Options on issue. Option holders with an address in Australia, New Zealand, The Netherlands or Germany may exercise their Options before the Record Date and participate in the Offer. In this event, the number of Entitlement Options to be issued under this Prospectus and the funds raised as a result of the Offer may vary.

2.2 Use of funds

The funds raised by the Offer of up to approximately \$176,448 will be used as additional working capital for the Company and also to meet Offer expenses of approximately \$25,000.

2.3 Effect on shareholders' equity and cash reserves

Assuming that all Entitlement Options offered under the Offer are issued, the principal effects of the Offer on the Company will be to:

- (a) increase the total number of Options on issue (see Section 2.4); and
- (b) increase our cash reserves by approximately \$176,448, before taking into account the expenses of the Offer (see Section 2.5).

A pro forma statement of financial position, which that contains further information about the effect of the Offer on the Company, is provided in Section 2.5.

2.4 Effect on capital structure

The effect of the Offer on the Company's capital structure at the date of the Prospectus and assuming Full Subscription is shown in the following table:

Shares	
Existing Shares	70,579,249
Shares issued under this Offer	0
Total Shares on issue after completion of the Offer	70,579,249
Options	
Series A Options (existing) ¹	4,000,000
Series C Options (existing) ²	4,750,000
Series D Options (existing) ³	1,500,000
Entitlement Options issued under this Offer	17,644,812
Total Options on issue after completion of the Offer	27,894,812

1. The Series A Options have an exercise price of 30 cents and an expiry date of 31 December 2021. The Series A Options are primary Options which upon exercise of each Series A Option results in the issue of one Share and one Series B Option (a secondary Option). The Series B Options will have an exercise price of 50 cents and an expiry date of 31 December 2023. If all Series A Options are exercised, 4,000,000 Series B Options will be issued.
2. The Series C Options have an exercise price of 30 cents and an expiry date of 30 June 2021.
3. The Series D Options have an exercise price of 25 cents and an expiry date of 8 January 2023.

2.5 Pro-forma balance sheet

To illustrate the effect of the Offer on the Company, a pro-forma balance sheet has been prepared based on the unaudited balance sheet as at 31 December 2018. The pro forma balance sheet shows the effect of the Offer as if it had been made on 31 December 2018 based on the following assumptions:

- (a) The issue of 17,644,812 Entitlement Options under the Offer at an issue price of 1 cent each to raise \$176,448.
- (b) Expenses of the Offer, being approximately \$25,000.

	Unaudited 31 December 2018	Unaudited Pro-forma (Full Subscription) 31 December 2018
	\$	\$
CURRENT ASSETS		
Cash and cash equivalents	4,143,966	4,295,414
Trade and other receivables	33,089	33,089
Prepayments	72,631	72,631
TOTAL CURRENT ASSETS	4,249,686	4,401,134
NON-CURRENT ASSETS		
Plant and equipment	619,271	619,271
Other non-current assets	200,000	200,000
TOTAL NON-CURRENT ASSETS	819,271	819,271
TOTAL ASSETS	5,068,957	5,220,405
CURRENT LIABILITIES		
Trade and other payables	150,984	150,984
Borrowings and other financial liabilities	28,042	28,042
Provisions	27,776	27,776
TOTAL CURRENT LIABILITIES	206,802	206,802
NON-CURRENT LIABILITIES		
Borrowings and other financial liabilities	817,295	817,295
TOTAL NON-CURRENT LIABILITIES	817,295	817,295
TOTAL LIABILITIES	1,024,097	1,024,097

NET ASSETS	4,044,860	4,196,308
EQUITY		
Issued capital	6,666,094	6,817,542
Reserves	604,325	604,325
Accumulated losses	(3,225,559)	(3,225,559)
TOTAL EQUITY	4,044,860	4,196,308

2.6 Potential effect on control

The Entitlement Options have no participating rights or entitlements until exercised. It is only upon exercise of the Entitlement Options and the issue of Shares that rights such as voting rights arise.

The effect of the Offer on the capital structure is set out in Section 2.4. If all the Entitlement Options are issued under the Offer they will represent approximately 17.92% of the capital of the Company on a fully diluted basis (assuming other existing Options are exercised) at the date of this Prospectus.

By reason of the above and the Offer being on a pro-rata non-renounceable basis, the Offer should not have any material effect on the control of the Company.

3. RISK FACTORS

3.1 Introduction

An investment in the Entitlement Options the subject of this Prospectus is highly speculative as the Company is an early stage company seeking to establish itself as a "4 returns" food and agriculture company which is developing 3 business streams (protected cropping operations, regenerative farmland management and the "Food for Reasons" food brand). Careful consideration should be given to the risk factors prior to applying for Entitlement Options offered for subscription under this Prospectus. Some of these risks can be mitigated by the use of appropriate safeguards and actions, but some are outside the Company's control and cannot be mitigated. You should also consider consulting with your professional advisers before deciding whether or not to apply for Entitlement Options.

The following is a list of the material risks that may affect the financial position of the Company, the value of an investment in the Company, as well as the Company's operations. The list is set out under "Company and Industry Risks" and "General Investment Risks". The list is not an exhaustive list of risks.

3.2 Company and Industry Risks

Early stage operations

The Company's 3 business streams (protected cropping operations, regenerative farmland management and "Food for Reasons" food brand) are early stage endeavours with initial small revenue streams.

Protected cropping operational risks

The Company has established a pilot shade house in the Wagin Shire. This pilot site will be used for ongoing research and development of crops that do not require cold chain storage and logistics including industrial hemp (<1% THC) (subject to a relevant hemp licence).

The Company is continuing to identify a second protected cropping site in the Western Australian Wheatbelt. It is intended to establish a commercial shade house on this second site to grow premium vegetable crops.

Such a commercial shade house, once established, will be exposed to risk factors such as disease, insect infestations and labour availability which could impact upon crops and/or customer relationships which may have a material adverse impact on the operations and financial performance of the Company.

Climatic variability

The Company operates in primary production and therefore is exposed to risks associated with climatic variability. This includes risks of drought and extreme weather events that may have a material adverse impact on the Company's operations and financial performance. The use of protected cropping technology such as a shade house greatly lessens risks associated with climatic variability.

Industrial hemp research and development trial

The Company was granted an industrial hemp licence by the Western Australian Department of Primary Industries and Regional Development in February 2019 to undertake a trial and assess industrial hemp production at its pilot shade house. The potential for commercial expansion is subject to a number of factors including positive trial results.

Sales price of vegetables and other produce

In the event of production of premium vegetables from a commercial shade house on a second protected cropping site, the market prices of vegetables and other agricultural produce in local and international markets are volatile and subject to factors beyond the control of the Company. Customer demand, general economic factors such as interest and exchange rates and inflation are all factors that determine the price of agricultural produce. A sustained fall in vegetable or other agriculture prices could adversely impact the ongoing financial performance of the Company.

Water availability

The success of the Company's protected cropping operations and the regenerative farmland management business is reliant upon the availability of water. At the pilot shade house in the Wagin Shire the Company has developed water infrastructure using surface water run-off, solar pumps and connected pipe supply across 4 dams to transfer and supply storage dam for irrigation water. Water access and quality will be a factor in selecting a second protected cropping site.

Local government approvals risk

The protected cropping operations business relies upon the need to obtain local government/shire approval to any future protected cropping operations or potentially an expansion of existing operations. There is a risk that a local government may reject or request significant adjustments to any proposed development application for future projects. Any such rejections may adversely impact upon future operations and hence the financial performance of the Company.

Regenerative farmland management partnering and contractual risks

The development of the regenerative farmland management business involves contracting and partnering with other parties. This business operation currently has the East Kulinbah Project where the Company is a lessor (in leasing out the East Kulinbah Project land to a lessee). Additionally, the Company Group is a party to a Farmland Management Agreement where it is managing land in Kojonup owned by an overseas investor and operated by a regenerative farmer (see ASX announcement of 20 August 2018) and a party to an agreement with Blackwood Valley Beef (see ASX announcement of 27 November 2018). The success of these contractual relationships is dependent upon the Company and the other contractual parties maintaining an effective relationship and complying with contractual obligations.

Food for Reasons brand acceptance and competitive pressures

The Food for Reasons brand and products may not gain sufficient acceptance within the local markets in which the Company currently operates or broader Australian and international markets in which the Company intends to operate. The Company could be subject to substantial competitive pressure from rival brands at both a primary production level and directly in the markets in which it currently or intends to operate. The Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may, positively or negatively, affect the operating and financial performance of the Company's business.

The Company intends to expand its marketing and distribution of products to new markets being Sydney, Melbourne and Brisbane in Australia and Singapore and Hong Kong. The Company does not currently have a presence in these markets and therefore the risk of brand acceptance in new markets is greater.

Client engagement and retail/distributor reliance

The Company does not have sales or distribution contracts in place. As the Company grows it can be expected that its reliance upon retailers/distributors increases. Sales may be disrupted by any major changes to the operational or ownership status of any relevant retailers/distributors, such as a financial failure or takeover. Such disruptions may adversely impact upon the financial performance of the Company.

Management of growth

The Company is seeking to expand its business operations. The Company has yet to record profits. There is a risk that management of the Company will not be able to successfully implement the Company's growth strategy which will adversely affect the Company's financial performance.

Future Funding

The Company is developing 3 business streams being protected cropping operations, a regenerative farmland management business and a food brand. Further expansion beyond the application of funds from the initial public offer prospectus will depend upon the availability of revenues generated by the Company's activities (which are uncertain) and the availability of further investor funds. No assurance can be given that future investor funds as required will be made available on acceptable terms (if at all). If the Company is unable to obtain additional financing (whether equity or debt) as is needed, it may be required to reduce the scope of its operations and scale back its expansion and development programs.

Repayment of loan obligations

There is a loan from Commonland Foundation (the largest shareholder) to the Company which is provided on an unsecured and no interest basis. The loan is in the sum of \$811,863 and is repayable by 9 February 2026.

Additionally, the sum of \$123,879 remains outstanding by the Company and is payable on or before July 2024 which represents the remaining portion of the purchase price on the East Kulinbah Land Purchase Agreement.

The Company will need to repay the principal sums from revenue (which is uncertain) or by future funding at the relevant time (see the future funding risk above).

Dependence on key personnel

The Company's success depends in part on the core competencies of the Directors and management and the ability of the Company to retain these key executives. Loss of key personnel (such as the managing director) may have an adverse impact on the Company's performance.

Singapore and Hong Kong jurisdiction risks

The Company will look to expand the "*Food for Reasons*" food brand distribution channels to Singapore and Hong Kong. These markets have been chosen as they are business friendly jurisdictions strategically located in Asia with a demand for fresh and premium food products. There are however jurisdictional risks referred to below.

Singapore practices a modified version of the Westminster Parliamentary system with a single chamber of Parliament and an elected President. Its economy is in the largest 40 global economies. The political conditions within Singapore are generally stable, however, changes in fiscal regulations and regulatory regimes may adversely affect the Company.

Hong Kong is a Special Administrative Region of the People's Republic of China and is an autonomous territory and former British colony. Its economy is in the largest 40 global economies. The political conditions within Hong Kong are generally stable, however, changes in fiscal regulations and regulatory regimes may adversely affect the Company.

Exchange rate risk

The Company ultimately intends to expand to sell its produce in markets including Singapore and Hong Kong. Fluctuations in the Australian dollar versus currencies in which revenues are received may materially affect the earnings of the Company. The exchange rates between various currencies are affected by numerous factors beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors.

Environmental risk

The operations and proposed activities of the Company are subject to laws and regulations concerning the environment at both State and Federal level. It is the Company's intention to conduct its activities to the highest standard of environmental obligation, including compliance with all environmental laws.

Liquidity risk

There is no guarantee that the Shares will trade at a particular price or a particular volume after the Company's listing on the ASX. There is no guarantee that there will be an ongoing liquid market for Shares. Accordingly, there is a risk that, should the market for Shares become illiquid, Shareholders will be unable to realise their investment in the Company.

Insurance

The Company may maintain insurance within ranges of coverage that it believes to be consistent with industry practice and having regard to the nature of activities being conducted. However, it is not always possible to cost-effectively insure against all risks associated with the Company's activities. The Company may decide not to take out insurance against certain risks as a result of high premiums or for other reasons. Should liabilities arise on uninsured risks, the Company's business, financial condition and results of operations and the market price of the Shares may be materially adversely affected.

Legal Proceedings

Legal proceedings may arise from time to time in the course of the business of the Company. As at the date of this Prospectus, there are no material legal proceedings affecting the Company and the Directors are not aware of any legal proceedings pending or threatened against or affecting the Company.

3.3 General Investment Risks

Securities investments and share market conditions

There are risks associated with any securities investment. The prices at which the securities trade may fluctuate in response to a number of factors.

Furthermore, the stock market may experience extreme price and volume fluctuations that may be unrelated or disproportionate to the operating performance of a company such as a developing food and agricultural company. These factors may materially adversely affect the market price of the securities of the Company regardless of the Company's operational performance. Neither the Company nor the Directors warrant the future performance of the Company, or any return of an investment in the Company.

Legislative

Changes in relevant taxes, legal and administration regimes, accounting practice and government policies may adversely affect the financial performance of the Company.

Economic risk

Changes in both Australian and world economic conditions may adversely affect the financial performance of the Company. Factors such as inflation, currency fluctuations, interest rates, industrial disruption and economic growth may impact on future operations and earnings.

4. DETAILS OF THE OFFER

4.1 The Offer

(a) Overview

All Eligible Shareholders are entitled to participate in the Offer. You are an Eligible Shareholder if you are a Shareholder with a registered address in Australia, New Zealand, The Netherlands or Germany on the Record Date. The Record Date is 5.00pm WST, 5 April 2019.

As an Eligible Shareholder you are entitled to subscribe for 1 Entitlement Option for every 4 Shares held on the Record Date at the Issue price of 1 cent per Entitlement Option.

When calculating your Entitlement, we will round up fractions to the nearest whole number.

The Company's share registry must receive your Entitlement and Acceptance Form by the Closing Date (being 5.00pm WST on 29 April 2019).

The Offer is non-renounceable. This means that you may not sell or transfer all or part of your Entitlement. The Offer will lapse if you do not accept your Entitlement by the Closing Date.

(b) No Minimum Subscription

There is no minimum subscription under the Offer. The Company has sufficient working capital to meet its current objectives. Any capital raised pursuant to this Offer will be applied to general working capital after the payment of the expenses of the Offer.

(c) Offer is not underwritten

The Offer is not underwritten. Any Entitlement not accepted will form the Shortfall (see Section 4.4).

(d) Rights attaching to Entitlement Options and underlying securities

A summary of the rights attaching to the Entitlement Options and the underlying securities (Shares) are set out in Sections 5.1 and 5.2.

(e) Taxation

There may be taxation implications in relation to subscribing for Entitlement Options. These taxation implications vary depending on your individual circumstances. You should seek and rely on your own taxation advice regarding an investment in the Company. Neither the Company nor any of its officers, employees, agents and advisers accepts any liability or responsibility with respect to the taxation consequences connected with the Offer or the Entitlement Options.

4.2 How to accept the Offer

(a) Action required by Eligible Shareholders

Your Entitlement is shown on the Entitlement and Acceptance Form accompanying the Prospectus sent to you. To subscribe to the Offer, you must complete this form in accordance with the instructions.

You may take up your Entitlement in whole or in part or allow all of your Entitlement to lapse.

You may pay by cheque or by BPAY.

If you pay by cheque, please make the cheque payable to "Wide Open Agriculture Limited – Entitlement Option Offer Account" and cross it "Not Negotiable". Completed Entitlement and Acceptance Forms (and a cheque for the Application Money) must be mailed to the postal address, or delivered by hand to the delivery address set out below.

Postal address:

Wide Open Agriculture Limited
c/- Link Market Services Limited
GPO Box 3560
Sydney NSW 2001

Delivery address:

Wide Open Agriculture Limited
c/- Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138

If you pay by BPAY, please follow the procedure set out in the Entitlement and Acceptance Form. You do not have to send us a completed Entitlement and Acceptance Form if you pay by BPAY. It is your responsibility to ensure that we receive your payment by the Closing Date. We do not accept any responsibility for incorrectly completed BPAY payments.

If paying by cheque, we must receive your Entitlement and Acceptance Form by the Closing Date. If we receive your Entitlement and Acceptance Form after the Closing Date, we may, at our discretion, accept or reject your Application. If we reject your Application, you will receive a refund in full of any payment of Application Money without interest.

If you complete and lodge an Entitlement and Acceptance Form, you will be deemed to have accepted the Offer to subscribe, on the terms set out in this Prospectus and in the Entitlement and Acceptance Form, for the number of Entitlement Options specified in the Entitlement and Acceptance Form.

We will hold your Application Money on trust until we issue the Entitlement Options in accordance with the Corporations Act. We will retain any interest earned on the Application Money, whether or not the Entitlement Options are issued to you.

If you are in any doubt as to how to complete or deal with your Entitlement and Acceptance Form, you should contact your professional adviser for assistance.

(b) **Excluded Shareholders**

The Offer is not extended to Excluded Shareholders (a Shareholder whose registered address on the Record Date is situated outside Australia, New Zealand, The Netherlands or Germany). The Offer does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

In making this decision, the Directors have taken into account the number of Excluded Shareholders and the cost and administrative complexity of complying with applicable regulations in jurisdictions outside Australia, New Zealand, The Netherlands or Germany.

(c) **New Zealand offer restrictions**

The Entitlement Options are not being offered or sold to the public within New Zealand other than to existing Shareholders of the Company with registered addresses in New Zealand.

This Prospectus has not been registered, filed with or approved by any New Zealand regulatory authority. This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

(d) **European Economic Area Restrictions – The Netherlands and Germany**

The information in this Prospectus has been prepared on the basis that the Offer will be made pursuant to an exemption under the Directive 2003/71/EC of the European Parliament and of the Council of 4 November 2003 (the "**Prospectus Directive**") and the Regulation (EU) 2017/1129 of the European Parliament and of the Council of 14 June 2017 (as subsequently amended and supplemented) which repeals and replaces (with effect from 21 July 2019) the Prospectus Directive (the "**Prospectus Regulation**"), as amended and implemented in Member States of the European Economic Area (including The Netherlands and Germany) (the "**Member States**"), from the requirement to publish a prospectus for any offer of securities made to the public within the territories of the Member States.

An offer to the public of securities has not been made, and may not be made, in The Netherlands and Germany except pursuant to one of the following exemptions under the Prospectus Directive as implemented in The Netherlands and Germany:

- to any legal entity which is a qualified investor as defined under the Prospectus Directive;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Directive), subject to obtaining the prior consent of the Company for any such offer; or
- in any other circumstances falling within Article 3(2) of the Prospectus Directive,

provided that no such offer of New Shares shall result in a requirement for the publication by the Company of a prospectus pursuant to Article 3 of the Prospectus Directive.

4.3 Allotment and quotation

(a) Allotment of Entitlement Options

The Entitlement Options issued pursuant to the Offer will be allotted as soon as practicable after the Closing Date. We will allot the Entitlement Options on the basis of your Entitlement.

Pending the allotment and issue of Entitlement Options or payment of refunds under this Prospectus, we will hold all Application Money on trust for you in a separate bank account. We will, however, be entitled to retain all interest that accrues on any Application Money we hold.

No securities will be allotted and issued on the basis of this Prospectus later than 13 months after the date of this Prospectus.

(b) Quotation by ASX

We will apply to ASX for quotation of the Entitlement Options within 7 days of the date of this Prospectus. If the ASX accepts our application, quotation of the Entitlement Options will commence after the allotment of the Entitlement Options.

If any Entitlement Options are not granted quotation on ASX within 3 months after the date of this Prospectus, or such longer period as is permitted by the Corporations Act, we will not issue those Entitlement Options and the Application Money in respect of those Entitlement Options will be refunded to you without interest within the time prescribed by the Corporations Act.

(c) Holding statements

We participate in the security transfer system known as CHESS. CHESS is operated by ASX Settlement Pty Ltd (a wholly owned subsidiary of ASX) in accordance with the Listing Rules and the ASX Settlement Operating Rules. Under CHESS you will receive a holding statement setting out the number of Entitlement Options issued to you under this Prospectus. If you are broker sponsored, ASX Settlement Pty Ltd will send you a CHESS statement.

4.4 Shortfall

Any Entitlement Options under the Offer that are not applied for will form the Shortfall. The Offer to issue Shortfall is a separate offer under this Prospectus.

The Directors reserve the right within 3 months of the Closing Date, to issue the Shortfall at the discretion of the Directors on the same terms as being offered to Eligible Shareholders under this Prospectus. No related party will be issued with Shortfall without prior Shareholder approval.

5. RIGHTS ATTACHING TO ENTITLEMENT OPTIONS AND UNDERLYING SECURITIES

5.1 Rights attaching to Entitlement Options

The terms of the issue of the Entitlement Options are:

- (a) The Options will be issued for a subscription price of 1 cent each.
- (b) Each Option entitles the holder to one Share (fully paid ordinary share).
- (c) The exercise price of the Options is 30 cents.
- (d) The Options are exercisable at any time prior to 5.00 pm WST on 30 June 2021 (Expiry Date).
- (e) The Options are freely transferable. The Company will apply for quotation of the Options on ASX.
- (f) The Company will provide to each Option holder a notice that is to be completed when exercising the Options (Notice of Exercise). The Options may be exercised wholly or in part by completing the Notice of Exercise and delivering it together with payment to the secretary of the Company to be received any time prior to the Expiry Date. The Company will process all relevant documents received at the end of every calendar month.
- (g) Upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be issued a Share ranking equally with the then issued Shares.
- (h) There will be no participating rights or entitlements inherent in the Options and the holders will not be entitled to participate in new issues of capital which may be offered to Shareholders during the currency of the Options. However, the Company will ensure that the Optionholder will be notified of a proposed issue after the issue is announced. This will give an Optionholder the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (i) If there is a bonus issue (Bonus Issue) to Shareholders, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder would have received if the Option had been exercised before the record date for the Bonus Issue (Bonus Shares). The Bonus Shares must be paid up by the Company out of profits or reserves (as the case may be) in the same manner as was applied in the Bonus Issue, and upon issue will rank equally in all respects with the other Shares on issue as at the date of issue of the Bonus Shares.
- (j) In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, all rights of an Optionholder are to be changed in a manner consistent with the Listing Rules.

5.2 Rights attaching to underlying securities (Shares)

The securities underlying the Entitlement Options are Shares. The rights attaching to ownership of Shares in the Company are:

- (a) set out in the Company's Constitution; and
- (b) in certain circumstances, regulated by the Corporations Act, the Listing Rules and the general law.

A summary of the more significant rights attaching to Shares is set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of our Shareholders.

Powers of the Company and Directors

The Company may exercise, in any matter permitted by the Corporations Act, any power which a public company limited by shares may exercise under the Corporations Act. Subject to the Corporations Act, the Listing Rules and the Constitution, the business of the Company shall be managed by, or under the direction of, the Directors who may exercise such powers of the Company as are not required to be exercised by the Company in general meeting.

The Directors in managing the business for the Company and exercising powers, as are not required to be exercised by the Company in general meeting, may apply a 4 returns framework on seeking measurable outcomes on each of financial return (with a focus on long term sustainable profit), natural return (with a focus on restoring biodiversity, soil and water quality), social return (with a focus on bringing back jobs, business activity, education and/or security) and inspirational return (with a focus on giving people hope and a sense of purpose).

Voting Rights

Subject to any rights or restrictions for the time being attached to any class or classes of shares, at a general meeting of members every member has one vote on a show of hands and one vote per Share on a poll. The person who holds a share which is not fully paid shall be entitled to a fraction of a vote equal to that proportion of a vote that the amount paid on the relevant share bears to the total issue price of the share. Voting may be in person or by proxy, attorney or representative.

Dividends

Subject to the rights of holders of shares issued with any special rights (at present there are none), the profits of the Company which the Board may from time to time determine to distribute by way of dividend are divisible to each share of a class on which the Board resolves to pay a dividend in proportion to the amount for the time being paid on a share bears to the total issue price of the share. All Shares currently on issue and the Shares to be issued under this Prospectus are fully paid Shares.

Future Issues of Securities

Subject to the Corporations Act and the Listing Rules, the Directors may issue, grant options over, or otherwise dispose of unissued shares in the Company at the times and on the terms that the Directors think proper and a share may be issued with preferential or special rights.

Transfer of Shares

A shareholder may transfer Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX for the purpose of facilitating transfers in Shares or by an instrument in writing in a form approved by ASX or the Board.

Meetings and Notices

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

Shareholders may requisition meetings in accordance with the Corporations Act.

Election of Directors

There must be a minimum of 3 Directors. At every annual general meeting one third of the Directors (rounded down to the nearest whole number) must retire from office together with any Director who would have held office for more than 3 years or past the third annual general meeting following the Director's appointment. These retirement rules do not apply to certain appointments including the managing director.

Indemnities

To the extent permitted by law the Company must indemnify each past and present Director and secretary against any liability incurred by that person as an officer of the Company and any legal costs incurred in defending an action in respect of such liability.

Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least three quarters of shareholders present and voting at the general meeting. At least 28 days written notice specifying the intention to propose the resolution as a special resolution must be given.

Listing Rules

While the Company is admitted to trading on the Official List, then despite anything in the Constitution, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision and it does not contain such a provision, the Constitution is deemed to contain that provision. If the Listing Rules require the Constitution not to contain a provision and it contains such a provision, the Constitution is deemed not to contain that provision. If a provision of the Constitution is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

6. ADDITIONAL INFORMATION

6.1 Transaction specific prospectus and continuous disclosure obligations

We are a disclosing entity under the Corporations Act and therefore are subject to regular reporting and disclosure obligations. Under those obligations, we are required to comply with all applicable continuous disclosure and reporting requirements in the Corporations Act and the Listing Rules. In particular, we must comply with the requirement to disclose to ASX any information held by us which a reasonable person would expect to have a material effect on the price or the value of the Company's securities. The Shares that will be issued on the exercise of the Entitlement Options issued pursuant to this Prospectus will be in the same class of Shares that have been granted official quotation by ASX in the 3 months prior to the issue of this Prospectus.

As this Prospectus is a transaction specific prospectus issued under section 713 of the Corporations Act, it is only required to contain information in relation to the effect of the Offer on the Company and the rights and liabilities attaching to the securities offered. This Prospectus is not required to provide information regarding our assets and liabilities, financial position and performance, profits and losses or prospects on the basis that, as at the date of this Prospectus, the Company has not withheld from its continuous disclosure reporting any information about such matters that investors and their professional advisers would reasonably require to make an informed assessment of such matters and expect to find in this Prospectus.

Information that is already in the public domain has not been reported in this Prospectus other than that which is considered necessary to make this Prospectus complete.

The Company, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to the Company (not being documents referred to in section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge before the Offer closes, to any person on request:
 - (i) the annual financial report most recently lodged by the Company with ASIC;
 - (ii) any half-year financial report lodged with ASIC after lodgement of the annual financial report and before lodgement of this Prospectus with ASIC; and
 - (iii) any continuous disclosure notices given by the Company after the lodgement of the annual financial report and before the lodgement of this Prospectus with ASIC.

We lodged our latest annual report with ASX on 28 September 2018. Since then, we have made the following announcements to ASX, shown in the table below.

Date	Description of Announcement
01/10/2018	Appendix 4G & Corporate Governance Statement
29/10/2018	Notice of Annual General Meeting/Proxy Form
31/10/2018	Appendix 4C – quarterly
05/11/2018	WOA Dual Listing on Frankfurt Stock Exchange
27/11/2018	WOA Signs Agreement with Blackwood Valley Beef
30/11/2018	AGM Presentation
03/12/2018	Results of Annual General Meeting
11/01/2019	Appendix 3B & s708 Notice
15/01/2019	Appendix 3Z & Appendix 3X
31/01/2019	Quarterly Report and Appendix 4C
05/02/2019	Appendix 3B
11/02/2019	WOA Lodges Application for Industrial Hemp Licence
26/02/2019	Pause in Trading
26/02/2019	Trading Halt
27/02/2019	Wide Open Agriculture Granted Industrial Hemp Licence
01/03/2019	Appendix 4D & Interim Financial Report
01/03/2019	Release of Restricted Securities from Escrow
28/03/2019	Appendix 3B

6.2 Market price of Shares

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

The highest and lowest closing market price of the Company's quoted Shares on ASX during the 3 months immediately preceding the date of lodgement of this Prospectus with ASIC and the respective dates of those sales and the last closing market price on the day on which Shares traded prior to lodgement of this Prospectus with ASIC were:

	Price	Date
Highest	20.5 cents	4 March 2019
Lowest	10.5 cents	4 February 2019
Latest	18 cents	29 March 2019

6.3 Directors' Interests

(a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds, or has held at any time during the last two years, any interest in:

- (i) the formation or promotion of the Company; or
- (ii) any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offer; or
- (iii) the Offer;

and no amounts have been paid or agreed to be paid by any person and no benefits have been given or agreed to be given by any person to a Director or proposed Director to induce him or her to become, or to qualify as, a Director or for services provided by a Director or proposed Director in connection with the formation or promotion of the Company or the Offer.

(b) Interests in securities as at the date of this Prospectus

As at the date of this Prospectus, the Directors (and their respective associates) have relevant interests in the Shares and Options of the Company as set out in the table below. Interests include those held directly and indirectly.

The table below includes the Entitlement Options that these Directors may subscribe for under the Offer.

Director	Shares	Series C Options¹	Entitlement Options
Anthony Maslin	7,816,668	1,500,000	1,954,167
Ben Cole	7,566,668	750,000	1,891,667
Stuart McAlpine	2,000,000	750,000	500,000
Hans Schut	515,000	750,000	128,750

Notes:

1. The Series C Options have an exercise price of 30 cents and an expiry date of 30 June 2021.

(c) **Remuneration of Directors**

Mr Anthony Maslin is paid a Director's fee of \$50,000 per annum plus statutory superannuation as non-executive Chairman. In the 2 years prior to the date of this Prospectus, Mr Maslin has received cash remuneration totalling \$26,190.

Dr Ben Cole is paid \$160,000 per annum plus statutory superannuation as managing director. In the 2 years prior to the date of this Prospectus, Dr Cole has received cash remuneration totalling approximately \$156,250.

Mr Stuart McAlpine is paid a Director's fee of \$30,000 per annum plus statutory superannuation. In the 2 years prior to the date of this Prospectus, Mr McAlpine has received cash remuneration totalling approximately \$18,630.

Mr Hans Schut is paid a Director's fee of \$30,000 per annum plus statutory superannuation. He was appointed a Director on 30 November 2018 and his Director's fee has been accrued to date. In the 2 years prior to the date of this Prospectus, Mr Schut has not received any cash remuneration.

A Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

6.4 Interests of experts and advisers

Other than as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of this Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the two year period ending on the date of this Prospectus, any interest in:

- (a) the formation or promotion of the Company; or
- (b) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or
- (c) the Offer.

Other than as disclosed in this Prospectus, no amounts of any kind (whether in cash, securities or otherwise) have been paid or agreed to be paid to any expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, or to any firm in which any of those persons is or was a partner or to any company in which any of those persons is or was associated with, for services rendered by that person in connection with the formation or promotion of the Company or the Offer.

Fairweather Corporate Lawyers has acted as lawyers to the Company in relation to the Offer. We estimate that we will pay approximately \$10,000 (excluding GST) for these services. In the past two years, Fairweather Corporate Lawyers has been paid fees (excluding GST) of approximately \$107,000 by the Company.

6.5 Expenses of the Offer

The expenses connected to the Offer payable by the Company are estimated at approximately \$25,000. These estimated expenses include legal fees, ASX and ASIC fees and other miscellaneous expenses directly attributable to the Offer.

6.6 Consents

The following parties have given their written consent to be named in this Prospectus and for the inclusion of statements made by that party (as described below in the form and context in which they are included), and has not withdrawn such consent before lodgement of this Prospectus with ASIC.

FW Legal Pty Ltd trading as Fairweather Corporate Lawyers has consented to Fairweather Corporate Lawyers being named as the Solicitors to the Offer.

The parties referred to in this Section:

- does not make, or purport to make any statement in this Prospectus, or on which a statement made in this Prospectus is based other than as specified in this Section;
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus other than a reference to its name and a statement included in the Prospectus with the consent of that party as specified in this Section; and
- has not caused or authorised the issue of this Prospectus.

7. DIRECTORS' AUTHORISATION AND CONSENT

This Prospectus is authorised by the Company and lodged with the ASIC pursuant to section 718 of the Corporations Act.

Each Director has consented to lodgement of this Prospectus with ASIC in accordance with the terms of section 720 of the Corporations Act and has not withdrawn that consent.

Dated: 1 April 2019



.....
Signed for and on behalf of
Wide Open Agriculture Limited
By Dr Ben Cole
Managing Director

8. GLOSSARY

Where the following terms are used in this Prospectus they have the following meanings:

Applicant	A person who submits an Entitlement and Acceptance Form.
Application	An application for Entitlement Options under the Offer.
Application Money	The Issue Price multiplied by the total number of Entitlement Options applied for by an Applicant under an Entitlement and Acceptance Form.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited (ACN 008 624 691) and the Australian Securities Exchange it operates
Board	The Board of Directors.
Closing Date	The time and date at which the Offer expires, being 5.00pm WST, 29 April 2019 subject to the Company varying this date.
Company or WOA	Wide Open Agriculture Limited (ACN 604 913 822).
Company Group	The Company and subsidiaries.
Constitution	The constitution of the Company.
Corporations Act	The Corporations Act 2001 (Cth)
Director	A director of the Company for the time being.
Eligible Shareholder	Shareholders with a registered address in Australia, New Zealand, The Netherlands or Germany at the Record Date.
Entitlement	The entitlement to subscribe for Entitlement Options under the Offer.
Entitlement and Acceptance Form	The entitlement and acceptance form attached to or accompanying this Prospectus, personalised for each Eligible Shareholder, which allows each Eligible Shareholder to accept the Offer.
Entitlement Options	The Options to be issued under this Prospectus on the terms set out in Section 5.1.
Excluded Shareholder	A Shareholder whose registered address is not in Australia, New Zealand, The Netherlands or Germany.
Full Subscription	The maximum amount to be raised under the Offer being the sum of \$176,448 assuming no existing Options are exercised.
Issue Price	1 cent per Entitlement Option.

Listing Rules	The official listing rules of ASX.
Offer	The pro-rata non-renounceable offer of Entitlement Options under this Prospectus on the basis of 1 Entitlement Option for every 4 Shares held by Eligible Shareholders on the Record Date at an issue price of 1 cent per Entitlement Option.
Official List	The official list of the ASX.
Option	An option to acquire a Share.
Prospectus	This prospectus.
Record Date	The time and date for determining an Eligible Shareholder's entitlement in the Offer, being 5.00pm WST, 5 April 2019.
Share	A fully paid ordinary share in the issued capital of the Company.
Shareholder	Registered holder of Shares.
Shortfall	Entitlement Options not applied for under the Offer before the Closing Date.
WST	Western Standard Time.
\$	means Australian dollars unless otherwise stated.