PROSPECTUS

Vitrafy Life Sciences Limited

ABN 48 622 720 254

Initial public offering of 19.0 million Shares
at the Offer Price of $1.84 per Share.

BELL POTTER ORD MINNETT
Joint Lead Managers and Underwriters

morgans
Co-Lead Manager

HERBERT SMITH FREEHILLS
Issuer Counsel

IMPORTANT NOTICES

The Offer

This Prospectus is issued by Vitrafy Life Sciences Limited (ACN 622 720 254) (**Vitrafy** or the **Company**) for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The offer contained in this Prospectus is an initial public offering (**IPO**) to acquire fully paid ordinary shares (**Shares**) in the Company (**Offer**) that will be issued by the Company.

Lodgement and Listing

This replacement prospectus is dated 6 November 2024 (**Prospectus Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date.

It is a replacement prospectus that replaces the prospectus dated 30 October 2024 and lodged with ASIC on that date (**Original Prospectus**). For the purposes of this document, this replacement prospectus will be referred to as the Prospectus. The key changes that have been made to the Original Prospectus are:

- including a summary of risks associated with an investment in the Company in the Letter from the Deputy CEO, Co-Founder and Executive Director;
- additional disclosure in the summary of the risk that 'Vitrafy may not be able to successfully protect its intellectual property or may be restricted by third-party intellectual property' (see Section 1.5);
- updating certain Shareholding numbers and numbers of Shares subject to mandatory and voluntary escrow in Sections 1.7, 1.8, 5.2.3, 7.2.1, 10.7.1 and 10.7.2;
- including additional details on competitor technology, operations and market capitalisation in Section 2.5;
- including additional details on existing collaboration agreements with USAISR and SSI in Section 3.7.3;
- including disclosure on Daidec Analytics Pty Ltd, of which John Clark McBain AO is a director in Section 6.1;
- including the percentage of total Shares outstanding on Completion of the Offer that the 2022 and 2025 Options represent in Sections 6.7.2.1 and 6.7.2.2;
- including additional detail on use of funds on market development and working capital in Section 7.1.4; and
- additional disclosure on the termination rights under the material contracts summarised in Section 10.8. amending the percentage of shares subject to escrow in the Chair's Letter.

Vitrafy applied to ASX Limited (**ASX**) on 30 October 2024 for admission of the Company to the official list of ASX (**Official List**) and for quotation of the Shares (**Listing**). None of ASIC, the Australian Securities Exchange (ASX) or their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Expiry Date

This Prospectus expires on the date that is 13 months after the date of the Original Prospectus, being 30 October 2024 (**Expiry Date**). No Shares will be issued or transferred based on this Prospectus after the Expiry Date.

Note to Applicants

The information in this Prospectus is not investment or financial product advice and does not take into account your investment objectives, financial situation or particular needs. It is important that you read this Prospectus carefully and in its entirety before deciding whether to invest in the Company.

In particular, you should consider the risk factors that could affect the performance of Vitrafy. You should carefully consider these risks in light of your personal circumstances (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, tax adviser or other independent professional adviser before deciding whether to invest in the Company. Some of the key risk factors that should be considered by prospective investors are set out in Section 5 of this Prospectus. There may be risk factors in addition to these that should be considered, including in light of your personal circumstances.

Except as required by law, and only to the extent required, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of Vitrafy, or the repayment of capital by the Company, or any return on investment made pursuant to this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer described in this Prospectus that is not contained in this Prospectus. Any information not so contained may not be relied upon as having been authorised by Vitrafy, Bell Potter Securities Limited (**Bell Potter**) and Ord Minnett Limited (**Ord Minnett**) (Bell Potter and Ord Minnett together, the **Joint Lead Managers**) or any other person in connection with the Offer. You should rely only on information contained in this Prospectus when deciding whether to invest in the Company.

Bell Potter and Ord Minnett have acted as Joint Lead Managers to the Offer. To the maximum extent permitted by law, the Joint Lead Managers and each of their respective affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

Exposure Period

The Corporations Act prohibits Vitrafy from processing Applications for Shares offered under this Prospectus in the seven-day period after the date of lodgement of the Original Prospectus (**Exposure Period**). The Exposure Period expired on 6 November 2024.

Applications received during the Exposure Period prior to lodgement of this Prospectus (dated 6 November 2024) have not been processed by the Company and will not receive any preference.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued or transferred under the Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

Obtaining a copy of this Prospectus

During the Offer Period, this Prospectus is available in electronic form (without an Application Form) at https://vitrafy.com/investors. The Offer constituted by this Prospectus in electronic form at https://vitrafy.com/investors is available only to persons within Australia. The Prospectus is not available to persons in other jurisdictions (including the United States) in which it may not be lawful to make such an invitation or offer. If you access the electronic version of this Prospectus, you should ensure that you download and read the Prospectus in its entirety.

You may, before the Offer Period closes, obtain a paper copy of this Prospectus free of charge by calling the Vitrafy Offer Information Line on 02 7208 8033 (within Australia) or +61 2 7208 8033 (outside Australia) 8.30am to 5.00pm (AEDT), Monday to Friday (excluding public holidays).

Applications for Shares may only be made during the Offer Period on an Application Form attached to or accompanying this Prospectus.

The Corporations Act prohibits any person from passing the Application Form to another person unless it is attached to a paper copy of the Prospectus or the complete and unaltered electronic version of the Prospectus.

Refer to Section 7 of this Prospectus for further information.

Financial Information presentation

Section 4 of this Prospectus sets out the detail of the financial information (**Financial Information**) referred to in this Prospectus. The basis of preparation and presentation of the Financial Information in the Prospectus is set out in Section 4 of this Prospectus.

Important Notices continued

The Financial Information is presented on both a statutory and pro forma basis (as described in Section 4 of this Prospectus) and has been prepared and presented in accordance with the recognition and measurement principles of the Australian Accounting Standards (**AAS**) (including the Australian Accounting Interpretations) issued by the Australian Accounting Standards Board, which are consistent with International Financial Reporting Standards (**IFRS**) and Interpretations issued by the International Accounting Standards Board (**IASB**).

Investors should note that certain financial data included in the Prospectus is not recognised under the AAS and is classified as 'non-IFRS financial information' under Regulatory Guide 230 'Disclosing non-IFRS financial information' published by ASIC. Vitrafy believes that this non-IFRS financial information provides useful information to users in measuring the financial performance and condition of Vitrafy. The non-IFRS financial measures do not have standardised meanings under the AAS and therefore may not be comparable to similarly titled measures presented by other entities, nor should they be interpreted as an alternative to other financial measures determined in accordance with the AAS. Investors are cautioned, therefore, not to place undue reliance on any non-IFRS financial information and ratios included in this Prospectus.

The Financial Information is presented in an abbreviated form insofar as it does not include all disclosures, statements and comparative information as required by AAS and other mandatory professional reporting requirements applicable to general-purpose financial reports prepared in accordance with the Corporations Act. The Financial Information should be read in conjunction with, and is qualified by reference to, the information contained in Sections 4 and 5 of this Prospectus. All financial amounts contained in this Prospectus are expressed in Australian dollars, unless otherwise stated. Any discrepancies between totals and sums of components in tables contained in this Prospectus are due to rounding.

Independent Limited Assurance Report on the Financial Information and financial services guide

The provider of the Independent Limited Assurance Report on the Financial Information is required to provide Australian retail clients with a financial services guide in relation to its independent review under the Corporations Act. The Independent Limited Assurance Report and accompanying financial services guide are provided in Section 8 of this Prospectus.

Statements of past performance

This Prospectus includes information regarding the past performance of Vitrafy. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Forward-looking statements

The Prospectus contains forward-looking statements, which may be identified by words such as 'may', 'could', 'believes', 'estimates', 'expects', 'intends', 'targets', 'predicts', 'forecasts', 'guidance', 'plan' and other similar words that involve risks and uncertainties.

These statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date of the Prospectus, are expected to take place. Such forward-looking statements are not guarantees of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors, many of which are beyond the control of Vitrafy, its Board and Management. Vitrafy does not undertake to, and does not intend to, update or revise any forward-looking statements, or publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Any forward-looking statements are subject to various risks that could cause Vitrafy's actual results to differ materially from the results expressed or anticipated in these statements. Forward-looking statements should be read in conjunction with the risk factors set out in Section 5 of this Prospectus and other information in the Prospectus.

Vitrafy, its Board, Management and the Joint Lead Managers cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Industry and market data

This Prospectus, including the Industry Overview in Section 2, contains data relating to the industry in which Vitrafy operates (**Industry Data**), and other information (including third-party estimates and projections).

Such information includes, but is not limited to, statements and data relating to product segment and market share, estimated historical or forecast market growth, market trends and estimated addressable markets and its industry position. Unless otherwise stated, this information has been prepared by Vitrafy using both publicly available data and its own internally generated data. Vitrafy's internally generated data is based on estimates and assumptions that both the Board and Management believe to be reasonable, as at the Prospectus Date.

The Industry Data has not been independently prepared or verified and none of Vitrafy or the Joint Lead Managers can assure you as to its accuracy, or the accuracy of the underlying assumptions used to estimate such Industry Data. Vitrafy's estimates involve risks and uncertainties and are subject to change based on various factors, including those described in the risk factors set out in Section 5 of this Prospectus.

In addition to the Industry Data, this Prospectus uses third-party market data, estimates and projections. There is no assurance that any of the third-party data, estimates or projections contained in this information will be achieved. Vitrafy has not independently verified this third-party information. Third-party estimates involve risks and uncertainties and are subject to change based on various factors, including those described in the risk factors set out in Section 5 of this Prospectus.

No offering where offering would be illegal

The Prospectus 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 or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia.

The distribution of the Prospectus outside Australia (including electronically) may be restricted by law and persons who come into possession of the Prospectus outside Australia should seek advice and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. For details of selling restrictions that apply to the Shares in certain jurisdictions outside of Australia, please refer to Section 10.13 of this Prospectus.

This Prospectus may not be distributed to, or relied upon by, persons in the United States. In particular, the Shares have not been, and will not be, registered under the US Securities Act of 1993 (as amended) (US Securities Act) or any US state securities laws and may not be offered, sold, pledged or transferred, directly or indirectly, in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

Defined terms and time

Defined terms and abbreviations used in this Prospectus have the meanings defined in the Glossary or are defined in the context in which they appear.

Important Notices continued

Unless otherwise stated or implied, references to times in this Prospectus are in Australian Eastern Daylight Time.

Privacy

By filling out the Application Form to apply for Shares, you are providing personal information to Vitrafy through the Share Registry, which is contracted to manage Applications.

Vitrafy and the Share Registry on its behalf, may collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration. Some of this personal information is collected as required or authorised by certain laws including the *Income Tax Assessment Act 1997* (Cth) and the Corporations Act.

If you do not provide the information requested in the Application Form, Vitrafy and the Share Registry may not be able to process or accept your Application. Your personal information may also be used from time to time to inform you about other products and services offered by Vitrafy, which it considers may be of interest to you.

Your personal information may also be provided to Vitrafy's members, agents and service providers on the basis that they deal with such information in accordance with Vitrafy's privacy policy and applicable laws. The members, agents and service providers of Vitrafy may be located outside Australia where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the register of members;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

If an Applicant becomes a Shareholder, the Corporations Act requires Vitrafy to include information about the Shareholder (including name, address and details of the Shares held) in its public register of members. If you do not provide all the information requested, your Application may not be able to be processed. The information contained in Vitrafy's register of members must remain there even if that person ceases to be a Shareholder. Information contained in Vitrafy's register of members is also used to facilitate dividend payments and corporate communications (including Vitrafy's financial results, annual reports and other information that Vitrafy may wish to communicate to its Shareholders), and compliance by Vitrafy with legal and regulatory requirements. An Applicant has a right to gain access to the information that Vitrafy and the Share Registry hold about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to Vitrafy's registered office or the Share Registry's office, details of which are disclosed in the Corporate Directory on the inside back cover of this Prospectus.

Applicants can obtain a copy of Vitrafy's privacy policy by visiting Vitrafy's website (https://vitrafy.com/privacy-policy).

Photographs and diagrams

Photographs used in the Prospectus that do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown endorses the Prospectus or its contents, or that the assets shown in them are owned by Vitrafy. Diagrams used in the Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

Website

Vitrafy maintains a website at https://vitrafy.com. Any references to documents included on Vitrafy's website are for convenience only, and information contained in or otherwise accessible through this or a related website is not a part of this Prospectus.

Applications

Applications may be made only during the Offer Period on the Priority Offer Application Form and Broker Firm Offer Application Form (referred to as an Application Form) attached to, or accompanying, this Prospectus in its paper copy form, or in its electronic form, which must be downloaded in its entirety from https://vitrafy.com/investors.

By making an Application, you represent and warrant that you were given access to the Prospectus, together with an Application Form.

The Corporations Act prohibits any person from passing to another person an Application Form unless it is attached to, or accompanied by, the complete and unaltered version of this Prospectus.

Disclaimer

Except as required by law, and only to the extent so required, none of Vitrafy, its Board, Management, the Joint Lead Managers or any other person warrants or guarantees the future performance of Vitrafy, or any return on any investment made pursuant to this Prospectus.

Vitrafy, the Share Registry and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving a holding statement, even if such person received confirmation of allocation from the Vitrafy Offer Information Line or confirmed their firm allocation through a Broker.

Bell Potter and Ord Minnett have acted as Joint Lead Managers to the Offer and have not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus that is based on any statement made by the Joint Lead Managers or by any of their affiliates, officers or employees. To the maximum extent permitted by law, the Joint Lead Managers and each of their affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, make no representations regarding and take no responsibility for, any part of this Prospectus other than references to their respective names, and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

Questions

If you have any questions about how to apply for Shares, please call the Vitrafy Offer Information Line on 02 7208 8033 (within Australia) or +61 2 7208 8033 (outside Australia) between 8.30am and 5.00pm (AEDT), Monday to Friday (excluding public holidays). Instructions on how to apply for Shares are set out in Section 7 of this Prospectus and on the Application Form.

If you have any questions about whether to invest in the Company, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer, or other professional adviser.

This Prospectus is important and should be read in its entirety.

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KEY OFFER INFORMATION

Important Dates	
Prospectus Date	6 November 2024
Broker Firm Offer and Priority Offer opens	7 November 2024
Broker Firm Offer and Priority Offer closes	15 November 2024
Settlement of the Offer	20 November 2024
Completion and issue of Shares (Allotment Date)	21 November 2024
Expected commencement of trading on ASX	26 November 2024
Expected dispatch of holdings statements	27 November 2024

Dates may change

The above dates are indicative only and may change without notice. Unless otherwise indicated, all times and dates are stated in Australian Eastern Daylight Time. Vitrafy and the Joint Lead Managers reserve the right to vary any and all of the above dates and times of the Offer without notice, including, subject to the ASX Listing Rules and the Corporations Act, to extend the Offer, close the Offer early or to accept late Applications, either generally or in particular cases, or to cancel or withdraw the Offer before Completion, in each case without notifying any recipient of this Prospectus or any Applicant. If the Offer is cancelled or withdrawn before the allocation of Shares, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their Applications as soon as possible after the Offer opens.

How to invest

Unless otherwise indicated, Applications for Shares can only be made by completing and lodging an Application Form. Instructions on how to apply for Shares are set out in Section 7 and on the Application Form.

Questions

Please call the Vitrafy Offer Information Line on 02 7208 8033 (within Australia) or +61 2 7208 8033 (outside Australia) between 8.30am and 5.00pm (AEDT) Monday to Friday (excluding public holidays). If you are unclear in relation to any matter or are uncertain as to whether Vitrafy is a suitable investment for you, you should seek advice from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to invest in Vitrafy.

Key Offer Information continued

Key Offer Statistics	
Company	Vitrafy Life Sciences Limited
Proposed ASX Code	VFY
Offer Price	$1.84
Amount to be raised under the Offer	$35.0 million
Total number of Shares to be issued under the Offer	19.0 million
Total number of Shares on issue at Completion of the Offer[1]	63.8 million
Total Existing Shares held by Existing Shareholders at Completion of the Offer[2]	44.8 million
Total number of Options on issue at Completion of the Offer[3]	6.5 million
Market capitalisation at Completion of the Offer[4]	$117.5 million
Enterprise value at Completion of the Offer[5]	$79.6 million
Pro forma historical net cash as at 30 June 2024	$37.9 million

Notes:

1. This includes approximately 28.2 million Shares issued to Convertible Note Holders on Conversion of the Convertible Notes (see Section 10.4 for more details).
2. This excludes any Shares acquired by Existing Shareholders under the Offer.
3. As at the date of this Prospectus, the Company also has on issue another 89,960 options (in addition to the Options) whose terms provide that they expire on Listing. The optionholder has informed Vitrafy that he does not currently intend to exercise these options and as such they are expected to expire unexercised. If they are exercised, they will result in an increase by 89,960 in the number of Shares on issue at Listing.
4. Indicative market capitalisation is calculated as the Offer Price multiplied by the total number of Shares on issue at Completion.
5. Enterprise value calculated as the sum of market capitalisation of the Company at the Offer Price and the net debt contained in the Pro forma Historical Statement of Financial Position (see Section 4 for further details).

CHAIR'S LETTER

Dear Investor,

On behalf of the Board of Directors of Vitrafy Life Sciences Limited (**Vitrafy**), I am pleased to offer you the opportunity to become a shareholder in Vitrafy and join us on the next phase of our expected growth journey.

Founded in Ballarat, Victoria, in November 2017, Vitrafy has designed and developed an innovative cryopreservation solution, which includes smart cryopreservation medical devices and packaging, and a sample quality management software platform known as LifeChain™ (**Vitrafy's Cryopreservation Technology**).

The cryopreservation industry plays a crucial role in our healthcare system, enabling the preservation and transportation of critical biological materials, such as blood products and human cells for life-saving treatments and assisted reproductive services, while also enabling the research and development of new treatments. In addition, cryopreservation supports efficient farming in the aquaculture, bovine, porcine and equine industries. Vitrafy's Cryopreservation Technology has application across these many uses in animal and human health.

Having completed comprehensive scientific testing via multiple studies, and collaboration agreements with leading global medical institutions and organisations, Vitrafy has proven the effectiveness of Vitrafy's Cryopreservation Technology. These studies have demonstrated that Vitrafy's Cryopreservation Technology materially improves the cell survival of cryopreserved biological materials, such as blood platelets used to treat trauma patients, T-cells used in emerging cancer treatments, and animal sperm used in breeding and farming.

Vitrafy has a clear and focused mission to become the global leader in cryopreservation by significantly improving the cell survival of cryopreserved biological materials when compared to existing industry standards.

With commercialisation underway, Vitrafy is simultaneously pursuing additional product development initiatives and collaboration agreements to ramp up commercial efforts in its prioritised areas of human health, including blood platelets and cell and gene therapies (**CGTs**).

Under the Offer, Vitrafy is seeking to raise gross proceeds of $35.0 million at an Offer Price of $1.84 per Share. The proceeds raised will predominantly be used to fund the Company's commercialisation strategy, technology development, market expansion, enhancement of intellectual property protection, and to pay the costs of the Offer. On Completion of the Offer, new investors in the Offer are expected to hold 21.4% of the Shares on issue, the Directors and Management Shareholders will hold a combined 7.2% of the Shares on issue, and the remaining 71.4% will be held by other Existing Shareholders. Shares equal to 68.1% of the Shares on issue, which are held by the Existing Shareholders, will be subject to escrow arrangements from Completion of the Offer.

This Prospectus contains important and detailed information in relation to the Offer, the Company, the industry in which it operates, and Vitrafy's historical financial performance. An investment in Vitrafy is subject to a range of risks, including the risk that Vitrafy may not be able to successfully commercialise its technology, and that Vitrafy may not become profitable for an extended period. In addition, Vitrafy has four material agreements that may not continue, or it may not be able to attract or retain key staff or protect its intellectual property. For information about the key risks associated with an investment in Vitrafy, please refer to Section 5 of this Prospectus.

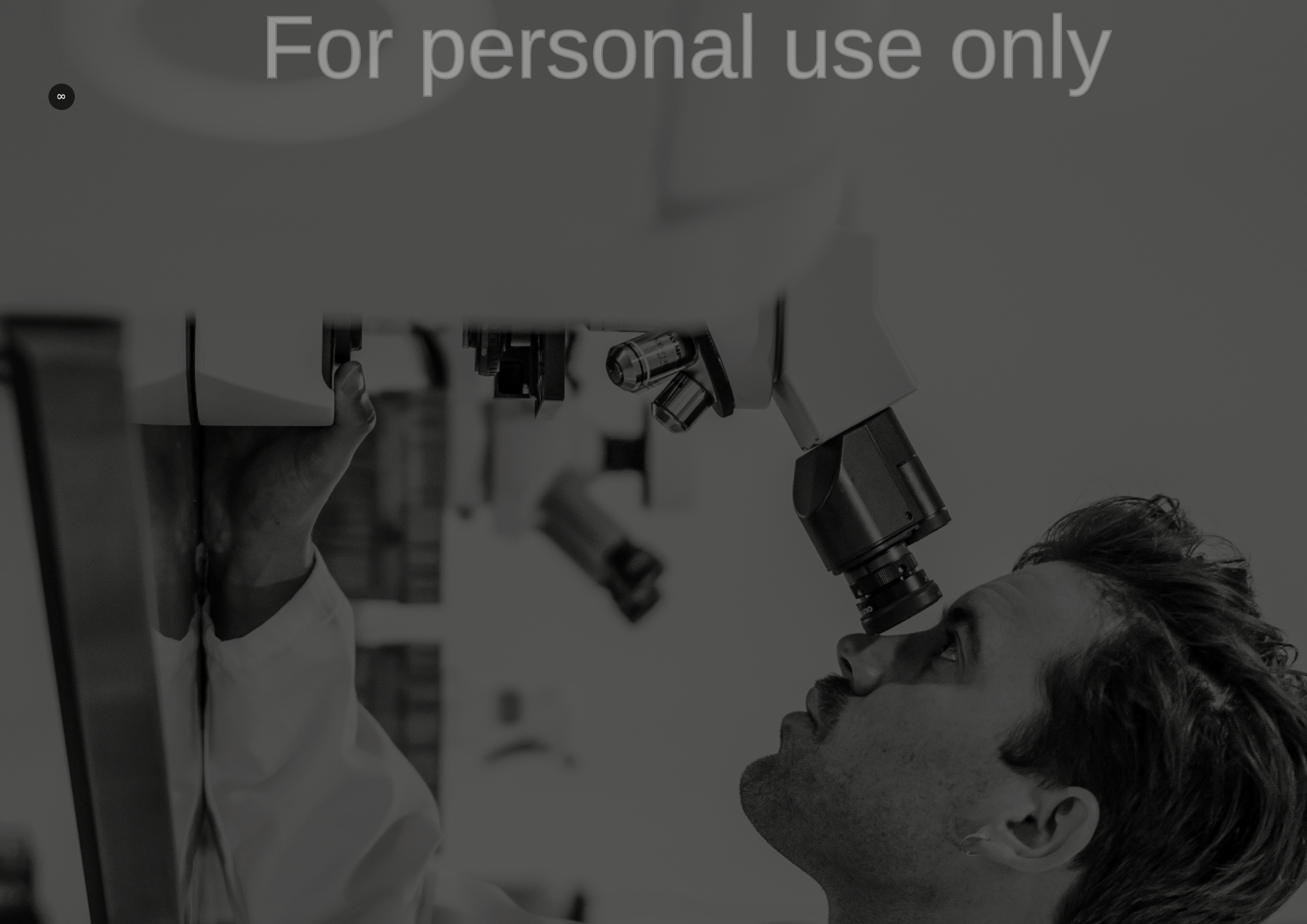
Applications for Shares can only be made by completing and lodging an Application Form included in or accompanying this Prospectus. Instructions on how to apply are set out in Section 7 and on the Application Form.

I encourage you to read the Prospectus carefully and, in its entirety, and to consult with your independent professional adviser in connection with the Offer.

On behalf of the Board of Directors, I thank you for considering an investment in Vitrafy, and look forward to welcoming you as a Shareholder in the next phase of Vitrafy's journey.

Yours sincerely,

Sonia Petering
Independent Chair and Non-Executive Director



LETTER FROM THE DEPUTY CEO, CO-FOUNDER AND EXECUTIVE DIRECTOR

Dear Investor,

Welcome to Vitrafy Life Sciences, where our unwavering belief and focus is clear:

To become the global leader in cryopreservation and set new industry quality standards for cryopreserved materials, preserving life.

Since Vitrafy was founded in late 2017 by Brian Taylor, Sean Cameron and I, we, and the entire team have been passionately committed to delivering on our mission to improve the quality of healthcare treatments by providing effective cryopreservation solutions.

From day one, we recognised the longstanding challenges in cryopreservation, particularly in sample quality and yield, and how much of a negative impact that can have on many healthcare treatments. It is this understanding that continues to fuel our relentless drive to innovate and address these issues through new technologies.

We believe that the quality, availability and consistency of healthcare treatments can be improved by enhancing the cryopreservation of biological samples. Whether it be sperm or eggs for those wanting to start a family through assisted reproductive processes, emergency blood components to save lives in trauma situations, or CGT products to treat vulnerable cancer patients or those with adverse heritable diseases – we believe that in the long term, our novel cryopreservation technology will make a tangible impact on countless lives.

I am incredibly proud of our entire team and the remarkable milestones achieved to date – in some cases doubling biological sample survival rates compared to existing industry standards, using the cryopreservation technology we collectively created. And while we have taken tremendous leaps forward in our short history, this is just the beginning of our journey towards delivering on our clear and focused mission.

I will forever hold an immense level of gratitude to our longstanding partners, collaborators and investors, whose shared values and motivations enabled us to feel safe and supported as we grew, developed and matured from the very early stage Australian start-up we were, to a company applying for admission to the ASX. Together, we have been on a journey towards reshaping the future of cryopreservation to make a positive difference in the world, and I look forward to continuing this journey with you. Thank you for your trust and belief.

This Prospectus contains important and detailed information in relation to the Offer, the Company, the industry in which it operates, and Vitrafy's historical financial performance. An investment in Vitrafy is subject to a range of risks, including the risk that Vitrafy may not be able to successfully commercialise its technology, and that Vitrafy may not become profitable for an extended period. In addition, Vitrafy has four material agreements that may not continue, or it may not be able to attract or retain key staff or protect its intellectual property. For information about the key risks associated with an investment in Vitrafy, please refer to Section 5 of this Prospectus.

This next chapter as an ASX-listed company represents more than just a new phase of growth for Vitrafy; it is also an opportunity for you to join us as we continue to on our pathway to redefining quality outcomes for cryopreserved materials.

We remain focused and diligent on making long-term decisions to achieve our vision of becoming a global leader in cryopreservation and setting new industry quality standards for cryopreserved materials.

We invite you to carefully review our Prospectus, including the risks set out in Section 5, and consider this exciting, purposeful and passionate endeavour of Vitrafy Life Sciences: preserving life and enhancing care.

With gratitude,

Brent Owens
Deputy CEO, Co-Founder and Executive Director

1.

INVESTMENT OVERVIEW

1. INVESTMENT OVERVIEW

1.1 Overview of Vitrafy and its business model

Topic	Summary	Further Information
Who is Vitrafy?	Vitrafy Life Sciences Limited (**Vitrafy**) is an Australian company with the mission to become a global leader in cryopreservation by significantly improving the cell survival of cryopreserved biological materials. Vitrafy has designed and developed an innovative solution for the advancement of cryopreservation, which includes smart devices, a sample quality management software platform, and smart packaging solutions (**Vitrafy's Cryopreservation Technology**). Vitrafy's Cryopreservation Technology has been proven to substantially increase cell survival and functionality when compared to many industry and regulatory standards via internal testing and third-party validation studies.	**Sections 3.1 and 3.2**
What is the history of Vitrafy?	Founded in November 2017, Vitrafy has delivered significant milestones associated with the conceptualisation, research, development, validation and commercialisation of Vitrafy's Cryopreservation Technology. These milestones include: ▪ **2018–2019:** Vitrafy's Cryopreservation Technology concept design and prototype; ▪ **2018:** Intellectual property strategy developed with preliminary patent applications lodged; ▪ **2021:** Third-party Phase 1a testing with Australian Red Cross Lifeblood (**ARCL**) that resulted in platelets recovery of 97.5% post-thaw; ▪ **2021:** Commencement of development of LifeChain™ software; ▪ **2021–2023:** Established a fully operational scientific laboratory, engineering facility and an ISO 13485-certified medical manufacturing centre; ▪ **2023:** First revenues generated relating to application use for animal reproductions; ▪ **2023:** Strong results for the cryopreservation of T-cells with BioBridge Global (**BioBridge**); and ▪ **2024:** Vitrafy secured Food and Drug Administration 510(k) registration for its first device: Smart Freezing Device (**VCU1**).	**Section 3.2**
What are Vitrafy's product and service offerings?	Vitrafy's Cryopreservation Technology aims to optimise sample quality post-thaw by ensuring a controlled and consistent cryopreservation cycle. Vitrafy's Cryopreservation Technology includes: ▪ Vitrafy Smart Freezing Device; ▪ Vitrafy Smart Thawing Device; ▪ LifeChain™ sample quality management software platform; and ▪ Vitrafy Smart Packaging. To date, Vitrafy has designed and developed Vitrafy's Cryopreservation Technology as a complete offering; however, each product is able to be decoupled and implemented as a standalone offering, thereby enabling the acceleration of commercialisation. Vitrafy has commercialised Vitrafy's Cryopreservation Technology under a managed service model, where the Company provides Vitrafy's Cryopreservation Technology to its customers for a fee.	**Section 3.4**

1. Investment Overview continued

Topic	Summary	Further Information
What is Vitrafy's Competitive Advantage?	Through extensive scientific research and development, Vitrafy has created a competitive advantage that includes: ▪ quality outcomes; ▪ consistent outcomes; ▪ improved efficiency; ▪ innovative cryopreservation technology; and ▪ improved user safety. Vitrafy believes that the above factors will assist the Company as it progresses commercialisation activities in its targeted application areas and markets.	**Sections 2.1.2 and 2.1.3**
Who are Vitrafy's target customers?	Vitrafy has identified and is focusing on three target customer areas where it believes its solution will yield the greatest benefit. These include: ▪ aquaculture and bovine reproduction (animal genetics and animal reproduction suppliers); ▪ blood platelets (collection centres, contract development and manufacturing organisations (**CDMOs**), biobanks and points of care); and ▪ human CGT (pharmaceutical companies, CDMOs and points of care).	**Section 3.6**
What is Vitrafy's sales and marketing strategy?	As Vitrafy is transitioning from research and development to commercialisation, it has been developing a strategy that is focused on driving market education about Vitrafy's value proposition and early adoption of Vitrafy's Cryopreservation Technology. This model has taken the form of a collaboration-to-commercialisation model where Vitrafy has partnered with leading industry players to validate Vitrafy's Cryopreservation Technology in commercial settings, with the view to securing commercial contracts with these parties at the completion of successful scientific and validation studies, using these studies and partnerships to broaden market awareness.	**Section 3.7.1**
What is Vitrafy's operational footprint?	Vitrafy is headquartered in Melbourne, Australia. In addition, the Company has operations in Ballarat, Victoria, which provides a fully operational laboratory, engineering, and an ISO 13485-certified manufacturing facility. As the Company grows, Vitrafy will look to expand into the United States, as well as partner with an outsourced manufacturer to build and develop its smart devices.	**Section 3.12**
How are Vitrafy's personnel organised?	Operations are split across four core functions: corporate and administration; software and hardware engineering; medical science and regulatory; and business development. The Company currently employs 24.1 FTEs.	**Section 3.12**

1. Investment Overview continued

Topic	Summary	Further Information
What industry does Vitrafy operate in?	Vitrafy has the potential to provide Vitrafy's Cryopreservation Technology in two global markets. These include: ▪ biorepositories (biobanks) and the cell cryopreservation market, which encompasses the collection, processing and storage of a wide range of biological materials, including human cells, tissues, blood products and other bodily fluids; and ▪ animal reproduction and aquaculture market, which involves the collection, cryopreservation and use of animal sperm to artificially inseminate the female animal or fertilise their eggs.	**Section 2.2**
Who are Vitrafy's main competitors?	The cryopreservation solutions market is highly competitive, with a mix of global players and regional specialists vying for market share through technological advancements, capacity expansions and strategic partnerships, to meet the evolving needs of the industry. Vitrafy has identified that its closest competitors in the global cryopreservation market are Azenta, Inc.; Cryoport, Inc.; and Cytiva.	**Section 2.5**
What is Vitrafy's historical financial performance?	A summary of the historical profit and loss statements that have been prepared are set out below:	**Section 4.5**

A$'000	FY22	FY23	FY24
Sales revenue	–	32	37
R&D tax incentive	1,823	2,013	2,023
Other income	2	11	34
Total income	**1,826**	**2,056**	**2,094**
Expenses			
Administrative expenses	(3,639)	(1,843)	(2,676)
Research and development expenses	(1,285)	(4,179)	(4,248)
Other expenses	(1,516)	(3,174)	(3,782)
Finance expenses	(2,730)	(4,993)	(10,432)
Fair value gain/(loss) on embedded derivative	(317)	4,321	8,619
Total expenses	**(9,486)**	**(9,869)**	**(12,519)**
Profit/(loss) before income tax	**(7,660)**	**(7,813)**	**(10,425)**
Income tax	–	–	–
Net Profit/(loss) after tax	**(7,660)**	**(7,813)**	**(10,425)**

Topic	Summary	Further Information
What is Vitrafy's pro forma net cash position post-Completion of the Offer?	A$'000 / Pro Forma at 30 June 2024 (post Completion of the Offer) Cash and cash equivalents: 37,969 Non-current borrowings: – Lease liabilities: (83) Current borrowings: – **Net cash/(debt): 37,886**	**Section 4.6**
Who are the Directors of the Company?	The Directors of the Company are: ▪ Sonia Petering: Independent Chair and Non-Executive Director; ▪ Kate Munnings: Chief Executive Officer and Managing Director; ▪ Brent Owens: Deputy CEO, Co-Founder and Executive Director; ▪ John McBain AO: Non-Executive Director and Chair, Scientific Advisory Board; and ▪ Vaughan Webber: Non-Executive Director.	**Section 6.1**
Who are the key executives?	The key executives of the Company are: ▪ Kate Munnings: Chief Executive Officer and Managing Director; ▪ Brent Owens: Deputy CEO, Co-Founder and Executive Director; and ▪ Simon Martin: Chief Financial Officer.	**Section 6.2**

1.2 Key features of Vitrafy's industry

Topic	Summary	Further Information
What is cryopreservation?	Cryopreservation is a process that preserves biological materials by freezing the samples to very low temperatures, thereby enabling the samples to be stored for future use. High-quality cryopreservation improves the availability, quality and consistency of biological materials that are used in the development and delivery of many healthcare treatments.	**Section 2.1.1**
What are the challenges with existing cryopreservation processes?	Many existing cryopreservation processes and technologies have limitations, including: ▪ low sample yields due to cellular death; ▪ high levels of cellular damage and loss of functionality; ▪ expensive processing costs due to low product yields and slow cycle times; and ▪ inability to successfully cryopreserve large unit volumes of samples to a satisfactory quality standard.	**Section 2.1.2**

Topic	Summary	Further Information
What are fundamental steps across the cryopreservation supply chain?	There are several fundamental steps that are applicable across all cryopreservation supply chains, including: ▪ sample collection; ▪ sample preparation; ▪ packaging selection; ▪ cryopreservation of sample; ▪ deep freeze storage and logistics; ▪ thawing of sample; and ▪ application.	**Section 2.1.4**
What are the major processes in the cryopreservation supply chain?	Within the supply chain steps described, there are, but not limited to, four major processes. These include: ▪ collection; ▪ production; ▪ storage and distribution; and ▪ points of care.	**Section 2.1.5**
What is the regulatory environment in which Vitrafy operates?	The cryopreservation equipment market is subject to various regulatory obligations that vary depending upon the biological application, intended use and location of use. Regulated markets are largely focused on human health applications that result in the cryopreserved biological sample being introduced into the human body, as used in health services. For regulated applications, jurisdictional regulatory requirements are required in order to commercialise. Vitrafy has prioritised the FDA for its initial regulatory market approval.	**Section 2.3**
What are the current industry trends in the cryopreservation market?	Major trends are expected to create opportunities for market participants, such as Vitrafy, to differentiate their cryopreservation methods, as well as increase profit margin through automation and scalability. These trends include: ▪ automation and digitisation; ▪ scalability and clinical translation; ▪ cryopreservation methods; ▪ integrated pre-to-post cryopreservation approach; ▪ standardisation and regulatory compliance; and ▪ advanced monitoring and data analytics.	**Section 2.4.1**

1.3 Investment highlights

Topic	Summary	Further Information
What is Vitrafy's value proposition?	Vitrafy's Cryopreservation Technology has been proven to substantially increase cell survival and functionality when compared to many industry and regulatory standards via internal testing and third-party validation studies. This can be summarised as: ▪ superior sample quality; ▪ security and transparency; ▪ cost saving; and ▪ environmental and social impact.	**Section 3.3**
What is Vitrafy's commercialisation strategy?	Vitrafy's objectives through its next phase of the business is to: ▪ validate Vitrafy's Cryopreservation Technology in commercial settings; ▪ identify key areas of creation of value for customers via adoption of Vitrafy's Cryopreservation Technology, which in turn will assist in instructing pricing considerations; ▪ build a robust data base of application testing results to feed into further product development; ▪ establish a clear pathway to long-term commercial arrangements; and ▪ build a robust sales pipeline as Vitrafy builds manufacturing via an outsourced model.	**Section 3.7.1**
Who are Vitrafy's collaboration partners?	Vitrafy has partnered with key strategic groups via collaboration agreements to assist the Company in fast-tracking its commercialisation process. The current collaboration agreements are focused on: ▪ blood and blood products; ▪ bovine sperm; and ▪ CGT. As Vitrafy matures, the need for the collaboration to commercialisation strategy will reduce. This transition will be a result of the data and information secured via these initial collaboration agreements with market leaders.	**Section 3.7.5**

Topic	Summary	Further Information
What are Vitrafy's core growth opportunities?	Vitrafy has identified five core growth opportunities across existing target markets and product development. These include: ▪ expansion of biological applications; ▪ jurisdictional and regulatory expansion; ▪ product expansion; ▪ conversion of collaboration agreements to commercial customers; and ▪ establishing new collaboration agreements.	**Section 3.10**

1.4 Key financials

Topic	Summary	Further Information
	A select summary of Vitrafy's Historical Financial Information is set out below. You should read this information in conjunction with the more detailed discussion of the Financial Information set out in Section 4, including the Management discussion and analysis, as well as the key risks set out in Section 5.	
Statutory historical statement of profit and loss		**Section 4.3**

A$'000	FY22	FY23	FY24
Sales revenue	–	32	37
R&D tax incentive	1,823	2,013	2,023
Other income	2	11	34
Total income	**1,826**	**2,056**	**2,094**
Expenses			
Administrative expenses	(3,639)	(1,843)	(2,676)
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Total expenses	**(9,486)**	**(9,869)**	**(12,519)**
Profit/(loss) before income tax	**(7,660)**	**(7,813)**	**(10,425)**
Income tax	–	–	–
Net profit/(loss) after tax	**(7,660)**	**(7,813)**	**(10,425)**

Topic	Summary	Further Information
Statutory and Pro Forma Historical Statement of Financial Position (as at 30 June 2024)	See table below	**Section 4.6**
Will the Company be adequately funded after Completion of the Offer?	The Directors believe that on completion, the Company will have sufficient working capital from the funds raised from the Offer to carry out its stated objectives.	**Section 4.6.2**

A$'000	Stat.	Pro forma
Current assets		
Cash and cash equivalents	6,413	37,969
Other receivables	218	218
R&D tax incentive	2,023	2,023
Other assets	377	377
Total current assets	**9,030**	**40,587**
Non-current assets		
Property, plant and equipment	346	346
Right-of-use assets	400	400
Total non-current assets	**746**	**746**
Total assets	**9,776**	**41,332**
Current liabilities		
Trade and other payables	404	404
Convertible Notes	22,858	–
Derivative financial instruments	10,174	–
Lease liabilities	83	83
Employee benefits	359	359
Total current liabilities	**33,878**	**846**
Non-current liabilities		
Lease liabilities	392	392
Employee benefits	106	106
Total non-current Liabilities	**499**	**499**
Total liabilities	**34,377**	**1,344**
Equity		
Ordinary shares	5,188	86,902
Share options reserve	869	503
Accumulated losses	(30,658)	(47,417)
Total equity	**(24,601)**	**39,988**

1.5 Summary of key risks

There are a number of risks associated with an investment in the Company that may affect its financial performance, financial position, cash flows, distributions, growth prospects and share price. The following table is a summary of the specific key risks that the Company is exposed to. Further details about these and other general risks associated with an investment in the Company are set out in Section 5. An investment in an early stage medical technology company such as the Company is speculative, and you should consult your professional advisers before deciding whether to apply for New Shares.

Topic	Summary	Further Information
Vitrafy may not successfully commercialise its technology	Vitrafy is an early stage business, which has not yet substantially commercialised Vitrafy's Cryopreservation Technology, does not generate profits and has generated only minimal revenue. As such, the future success of Vitrafy depends on its ability to commercialise Vitrafy's Cryopreservation Technology. However, there is no guarantee that Vitrafy's Cryopreservation Technology will achieve commercial success, and the Company's commercialisation efforts may be less successful, take longer or cost more than expected.	**Section 5.1.1**
Vitrafy may not become cash generative for an extended period and has a limited operating history	Vitrafy is not yet cash generative, and the Company does not generate sufficient revenue from its operations to sustain them or to invest in research and development. It is anticipated that Vitrafy will not be cash generative for an extended period. As such, the Company may be reliant on raising funds to continue to fund its business operations, and there is no guarantee the company will be able to secure the necessary capital on favourable terms or at all. Additionally, the Company's limited operating history makes it difficult for investors to evaluate its financial performance and future prospects.	**Section 5.1.2**
Vitrafy has only a limited number of key relationships, which may be lost or deteriorate	Vitrafy has only entered into four contracts with customers or potential customers. As such, the effect of losing any one customer or potential customer may significantly adversely affect the Company's prospects of generating revenue.	**Section 5.1.3**
Vitrafy may not be able to successfully protect its intellectual property or may be restricted by third-party intellectual property	Vitrafy's intellectual property may not qualify for legal protection, may be subject to unauthorised disclosure or unlawful infringement, or the Company may incur substantial costs in asserting or defending its intellectual property rights. Even if Vitrafy can successfully protect its intellectual property, it may not prove sufficient to establish a competitive position for the Company. Additionally, third-party intellectual property could restrict Vitrafy's operations, along with its commercial success and financial prospects. In particular, Vitrafy has submitted approximately 100 claims across eight patent families and has also filed five design families, to protect Vitrafy's Cryopreservation Technology. However, to date, it only has one (non-design) patent registered in China.	**Section 5.1.4**
Actions of competitors may impact Vitrafy's ability to generate revenue	The cryopreservation industry is intensely competitive and may in the future be subject to rapid and significant technological change. Some of its competitors may have substantially greater resources than Vitrafy, or develop technologies superior to the Company's own technology. Incumbent competitors with inferior technology may adopt pricing or other strategies that seek to inhibit Vitrafy growing its market share.	**Section 5.1.5**

Topic	Summary	Further Information
Vitrafy may not be able to attract or retain key staff	Vitrafy relies on the talent and experience of its personnel, and losing key personnel could negatively impact the Company. The successful development and growth of Vitrafy will require the services of additional technical and sales staff, particularly if the Company is to achieve its growth plans. Vitrafy may struggle to attract new personnel required to support its intended growth, which may adversely affect Vitrafy's prospects.	**Section 5.1.6**
Vitrafy may be affected by cyber-security breaches or loss of data	If a security breach occurs and data is accessed, Vitrafy may be liable for damages associated with the cyber-security or data breach, and the breach could substantially harm Vitrafy's reputation or relationship with its partners and customers, which could impact its future sales.	**Section 5.1.7**
Vitrafy is subject to uncertain future demand for its products	The Company is using new technology in an innovative manner and developing new products. Accordingly, the information currently available in relation to existing products and markets may not be reliable, comparable or useful in determining whether the Company's products and technology will be successful.	**Section 5.1.8**
Vitrafy may not be able to successfully generate or manage growth	Vitrafy has not initiated commercial-scale production, distribution or sale of its software or products. Consequently, Vitrafy's strategies in this regard are untested and may, over time, prove to be misguided or may be implemented ineffectively, leading to outcomes that could adversely affect Vitrafy's performance.	**Section 5.1.9**
R&D tax incentive	The Company receives tax concessions on research and development (**R&D**) expenditure under the federal government's R&D tax incentive. The R&D tax incentive is government dependent and may change or be removed should governments be replaced or their policies alter. The Company may be subject to ATO audits in relation to prior tax incentive receipts, and there is no guarantee that the tax incentives will continue to be received.	**Section 5.1.10**
Vitrafy is subject to litigation relating to breach of contract	Vitrafy is subject to proceedings brought by a third party who claims that Vitrafy breached a memorandum of understanding (**MOU**) entered into between Vitrafy and the third party. While Vitrafy considers that the chance of a successful claim against it is low, in the event the third party's claim was successful, Vitrafy may be required to pay damages to the third party.	**Section 5.1.11 & 10.10**
Reputational damage or liability risk	There is a risk that events, including many of the risks described in Section 5, may result in damage to Vitrafy's reputation and brand, including through negative publicity, disputes, or negative partner experiences.	**Section 5.1.12**

Topic	Summary	Further Information
Regulations may restrict or delay commercialisation of Vitrafy's technology	While Vitrafy's Cryopreservation Technology does not require regulatory approvals for use in animal health and commercial research applications, and the Company has received FDA registration for VCU1 for sperm and ova and blood platelets, and does not need FDA clearance for its LifeChain™ software, Vitrafy may seek additional approvals in Australia, the US and other jurisdictions for further products to enhance its product offering or end markets in the human health space. Delays or failures in obtaining approvals or registrations could hinder commercial success. Compliance with ISO 13485 certification and other healthcare regulations is crucial, and any lapses could impact Vitrafy's ability to manufacture and market its products.	**Section 5.1.13**
Vitrafy's research and development activities may not be successful	Product and software development is expensive and inherently risky, and products in development may not meet design objectives or be successful in either pre-commercialisation or post-commercialisation testing. Consequently, Vitrafy may not realise some or all the benefits of its ongoing investment in product development.	**Section 5.1.14**
Other general risks	There are a number of other general risks, including but not limited to macroeconomic, market conditions, liquidity in trading Shares, requirements of a public company, Shareholder dilution, litigation, operational, taxation, accounting standards, listed company transition, force majeure events, absence of dividends, and expected future events that may not occur, which are further detailed in Section 5.2.	**Section 5.2**

1.6 Vitrafy Directors and senior executives

Topic	Summary	Further Information
Who are the Directors of the Company?	The Directors of the Company are: ▪ Sonia Petering: Independent Chair and Non-Executive Director; ▪ Kate Munnings: Chief Executive Officer and Managing Director; ▪ Brent Owens: Deputy CEO, Co-Founder and Executive Director; ▪ John McBain AO: Non-Executive Director and Chair, Scientific Advisory Board; and ▪ Vaughan Webber: Non-Executive Director.	**Section 6.1**
Who are the key executives?	The key executives of the Company are: ▪ Kate Munnings: Chief Executive Officer and Managing Director; ▪ Brent Owens: Deputy CEO, Co-Founder and Executive Director; and ▪ Simon Martin: Chief Financial Officer.	**Section 6.2**

1.7 Key people, interests and benefits

<table>
<tr><th>Topic</th><th>Summary</th><th>Further Information</th></tr>
<tr><td>What are the Directors' security holdings?</td><td>The following table represents the Directors' respective interests in Shares and Options on Listing.
<table>
<tr><th>Director</th><th>Shares</th><th>Options</th><th>Holding % (fully diluted)</th></tr>
<tr><td>Sonia Petering</td><td>172,997</td><td>75,000</td><td>0.4%</td></tr>
<tr><td>Kate Munnings</td><td>294,973</td><td>1,786,665</td><td>3.0%</td></tr>
<tr><td>Brent Owens</td><td>1,918,040</td><td>2,639,295</td><td>6.5%</td></tr>
<tr><td>John McBain</td><td>2,027,203</td><td>175,000</td><td>3.1%</td></tr>
<tr><td>Vaughan Webber</td><td>195,778</td><td>–</td><td>0.3%</td></tr>
</table></td><td>Section 6.5</td></tr>
<tr><td>What significant interests or benefits are payable to the Directors and other key persons connected to the Company or the Offer?</td><td>▪ On Listing, the Directors and entities and persons associated with them will hold the Shares and Options as set out in the table above and in Section 6.5.4.
▪ Directors and Management are entitled to remuneration, fees and payments as set out in Sections 6.5 to 6.7.
▪ Professional advisers to the Offer are entitled to the fees set out in Section 6.8.</td><td>Section 6</td></tr>
<tr><td>Who are the Existing Shareholders of the Company and what will their interests be immediately after Completion of the Offer?</td><td>The direct and indirect Share holdings of Existing Shareholders at Listing will be as follows:
<table>
<tr><th>Shareholder</th><th>Number of Shares</th><th>Percentage of Shares on issue</th></tr>
<tr><td>Directors/Management (and associated entities)</td><td>4,622,578</td><td>7.2%</td></tr>
<tr><td>Ryder Capital</td><td>4,126,465</td><td>6.5%</td></tr>
<tr><td>Neill Stacey</td><td>3,425,740</td><td>5.4%</td></tr>
<tr><td>Other Existing Shareholders</td><td>38,026,200</td><td>59.6%</td></tr>
<tr><td>Successful Applicants (excluding Existing Shareholders)</td><td>13,648,691</td><td>21.4%</td></tr>
<tr><td>Total</td><td>63,849,674</td><td>100.0%</td></tr>
</table>
This table assumes Existing Shareholders do not acquire any Shares under the Broker Firm Offer.

Existing Shares will comprise approximately 70.2% of the Total Shares on issue following Completion of the Offer. The majority of these Shares will be subject to the escrow arrangements described in section 10.7.

There will also be 6,483,135 Options on issue at Listing, of which 5,138,460 are held by Directors and certain members of Management.[1]</td><td>Sections 6.7 and 7.2.1</td></tr>
</table>

1 As at the date of this Prospectus, the Company also has on issue another 89,960 options (in addition to the Options) whose terms provide that they expire on Listing. The optionholder has informed Vitrafy that he does not currently intend to exercise these options and as such they are expected to expire unexercised. If they are exercised, they will result in an increase by 89,960 in the number of Shares on issue at Listing.

1.8 Summary of the Offer and the proposed use of funds raised

Topic	Summary	Further Information
Who is the issuer of the Prospectus?	Vitrafy Life Sciences Limited (ABN 48 622 720 254) (the **Company** or **Vitrafy**).	
What is the Offer?	The Offer is the offer provided under this Prospectus for investors to participate in the initial public offering of fully paid ordinary shares in the capital of the Company and an application for admission of the Company to the Official List of the ASX. The Company will offer 19.0 million Shares at an Offer Price of $1.84, to raise gross proceeds of $35.0 million.	**Section 7.1.1**
How is the Offer structured?	The Offer comprises: ▪ the Institutional Offer – which is open to certain Institutional Investors in Australia and a number of other eligible jurisdictions; ▪ the Broker Firm Offer – which is open to Australian clients of participating Brokers who have received a firm allocation from their Broker; and ▪ the Priority Offer – which is open to selected investors in Australia who receive an invitation under the Priority Offer. No general public offer of New Shares will be made under the Offer.	**Section 7.1.2**
Will the Company be adequately funded after Completion of the Offer?	The Directors believe that on Completion, the Company will have sufficient working capital from the funds raised from the Offer to carry out its stated objectives in this Prospectus.	**Section 4.6.2**
What rights and liabilities attach to the Shares being offered?	A description of Shares, including the rights and liabilities attaching to them, is set out in Section 7.12.	**Section 7.12**
What is the Offer Price?	The Offer Price is $1.84 per Share.	**Section 7.1**
Will the Shares be quoted on the ASX?	The Company has applied to the ASX for Official Quotation of all Shares on the ASX under the ticker "VFY".	**Section 7.3**
Is the Offer underwritten?	Yes, the Offer is fully underwritten by the Joint Lead Managers.	**Section 10.6**
Who are the Joint Lead Managers to the Offer?	The Joint Lead Managers are Bell Potter Securities Limited and Ord Minnett Limited.	**Section 10.6**
Who is the Co-Lead Manager?	The Co-Lead Manager is Morgans Financial Limited.	

Topic	Summary	Further Information
What is the allocation policy applicable to the Offer?	The allocation of New Shares between the Broker Firm Offer, the Institutional Offer and the Priority Offer will be determined by agreement between the Joint Lead Managers and the Company, having regard to the allocation policies outlined in Section 7. With respect to the Broker Firm Offer, it will be a matter for Brokers to determine how they allocate Shares among their eligible clients. Brokers (and not the Company or the Joint Lead Managers) will be responsible for ensuring that eligible clients who have received an allocation from them, receive the relevant Shares. The allocation of New Shares among Applicants in the Institutional Offer will be determined by agreement between the Joint Lead Managers and the Company. The allocation of New Shares among Applicants in the Priority Offer will be determined by the Company in consultation with the Joint Lead Managers, having due regard to the results of the bookbuild.	**Section 7**
What is the minimum and maximum Application under the Offer?	Applications under the Offer must be for a minimum of $2,000 in Shares under the Broker Firm Offer and $25,000 in Shares under the Priority Offer (or a lesser amount agreed between the Company and an Applicant). There is no maximum value of Shares that may be applied for under the Offer. The Company and the Joint Lead Managers reserve the right to reject any Application, or to allocate a lesser number of Shares than that applied for. In addition, the Company and the Joint Lead Managers reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person, or reject or scale back any Applications (or aggregation of Applications) in the Offer that are for more than $250,000 worth of Shares.	**Section 7.3**
When will I know if my Application has been successful?	A holding statement confirming your allocation under the Offer will be sent to you if your Application is successful. It is expected that initial holding statements will be dispatched by post on or about 27 November 2024.	**Section 7.3**
Will the Shares be quoted on ASX?	Yes. The Company has applied to ASX for admission to the Official List of, and quotation of Shares by, the ASX (which is expected to be under the ticker code "VFY"). Settlement of the Offer is conditional on ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.	**Section 7.10**
Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on acquisitions of Shares under the Offer.	**Section 7.3**
What are the tax implications of investing in the Shares?	The tax consequences of any investment in New Shares will depend on your personal circumstances. Prospective investors should obtain their own tax advice before deciding to invest.	**Section 11**
What is the Company's dividend policy?	No dividends are expected to be paid in the near-term following Listing. The Directors will review this policy as appropriate.	**Section 4.10**

Topic	Summary	Further Information
How do I apply for the New Shares?	Applicants under the Broker Firm Offer should follow the instructions provided by their Broker. The Joint Lead Managers have separately advised Institutional Investors of the application procedure under the Institutional Offer. Applicants under the Priority Offer should follow the instructions provided to them by the Company in the Priority Offer documentation. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.	**Section 7**
Can the Offer be withdrawn?	The Company reserves the right not to proceed with the Offer at any time before the issue of New Shares to Successful Applicants. If the Offer does not proceed, Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.	**Section 7.3**
Where can I find more information?	Questions relating to this Prospectus can be directed to the Registry on 02 7208 8033 (if calling within Australia) or +61 2 7208 8033 (if calling from outside of Australia) between 8.30am and 5.00pm (AEDT), Monday to Friday (excluding public holidays). All enquiries in relation to the Broker Firm Offer should be directed to your Broker. If you require assistance in completing the Application Form, require additional copies of this Prospectus, have any questions in relation to the Offer, or you are uncertain as to whether Shares are a suitable investment for you, you should seek professional advice from your stockbroker, solicitor, accountant, tax adviser, financial adviser, or other independent professional adviser before deciding whether to invest.	**Section 7.3**
What are the escrow arrangements?	Following Listing, Existing Shareholders will be restricted in dealing in all of their Existing Shares, by reason of escrows required by the ASX or agreed to voluntarily. The ASX-imposed escrow is for a period of up to 24 months after Listing, and the voluntary escrow arrangements provide for the release of escrow on Existing Shares in two tranches: ▪ 25% after release of the audited accounts for the Company for the financial year ended 30 June 2025; and ▪ 75% after release of the audited accounts for the Company the financial year ended 30 June 2026. On Listing, approximately 43.5 million Shares will be subject to escrow arrangements, being 97.0% of all Existing Shares. ASX will make the final determination of the mandatory escrow to be applied to the Existing Shares and Options, which may be different from that set out in this Prospectus. Final details of the escrow arrangements will be announced to the ASX prior to the Shares commencing trading on the ASX.	**Section 10.7**
What are the costs of the Offer?	The costs of the Offer (including advisory, legal, accounting, tax and duty, listing and administrative fees, the Joint Lead Managers' management and underwriting fees, Prospectus design and printing, advertising, marketing, Share Registry and other expenses, which amount to approximately $3.4 million), have been, or will be borne by the Company from the proceeds from the Offer.	**Section 10.16**

1.9 Proposed sources and uses of funds associated with the Offer

The Offer is being conducted to:

- provide the Company with funding to support its growth strategies, including by investing in revenue-generation initiatives, market awareness and commercialisation efforts;
- fund product development, and research and development;
- protect and expand the Company's intellectual property portfolio;
- provide the Company with access to listed capital markets to support future growth;
- pay the costs of the Offer; and
- fund general working capital requirements.

The Offer is also being conducted to provide Vitrafy with the benefits of an increased brand profile that may arise from being a publicly listed entity, broaden the Company's Shareholder base and provide a liquid market for Shares.

Further details about the sources of the funds that will be used to carry out these objectives (including the proceeds under the Offer) and how those funds will be allocated are set out in the tables below and in Section 7.1.4.

Sources	Approximately A$m	Percentage
Cash on hand (as at 30 June 2024)	6.4	15.5%
Cash proceeds received from issue of New Shares by the Company under the Offer	35.0	84.5%
Total	**41.4**	**100.0%**

Use of proceeds	Approximately A$m	Percentage
Market Development	10.9	26.3%
Technology Development	14.3	34.5%
Capital Expenditure	1.2	2.9%
Working Capital	11.6	28.0%
Costs of the Offer	3.4	8.2%
Total	**41.4**	**100.0%**

The above table is a statement of current intentions as at the date of this Prospectus. Investors should be aware that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments, and market and general economic conditions. The Board reserves the right to alter the way the funds are applied in the best interests of the Company.

2.

INDUSTRY OVERVIEW

2. INDUSTRY OVERVIEW

2.1 Introduction and background

Vitrafy Life Sciences Limited (**Vitrafy**) is an Australian company, founded in November 2017, with the mission to become a global leader in cryopreservation by significantly improving the cell survival of cryopreserved biological materials.

Vitrafy has designed and developed an innovative solution for the advancement of cryopreservation, which includes smart devices, a sample quality management software platform, and smart packaging solutions (**Vitrafy's Cryopreservation Technology**).

Vitrafy's Cryopreservation Technology modulates the heat-transfer conditions during freezing and thawing, to optimise the cryopreservation process and maximise the quality of the biological sample post-thaw.

Importantly, Vitrafy's Cryopreservation Technology has been proven to substantially increase cell survival and functionality when compared to many industry and regulatory standards via internal testing and third-party validation studies (further details contained in Section 3.8), and is therefore expected to have a positive impact on human and animal health services.

2.1.1 What is Cryopreservation?

Cryopreservation is a process that preserves biological materials by freezing the samples to very low temperatures, thereby enabling the samples to be stored for future use. High-quality cryopreservation improves the availability, quality and consistency of biological materials that are used in the development and delivery of many healthcare treatments.

Cryopreservation is used in many areas of human and animal health including (but not limited to):

- the cryopreservation and storage of blood products for use in healthcare treatments and research (such as T-cells, stem cells and cord blood for use in emerging cancer therapies and platelets, plasma and other blood cells for use in many healthcare treatments);
- the cryopreservation and storage of human cells and proteins for use in drug and vaccine research and development;
- tissue, egg, embryo and sperm cryopreservation for use in assisted reproduction services; and
- the cryopreservation of animal sperm to enable efficient breeding practices in, for example, the aquaculture, bovine, porcine and equine industries.

Figure 2.1: Common cryopreservation commercial applications

Common cryopreservation commercial applications

Blood (plasma, red blood cells, platelets, cord blood)

Cell and gene therapy (CAR T-/natural killer-cell therapy, stem cells)

Assisted reproduction (sperm, eggs, embryos, ovarian tissue)

Animal reproduction (sperm, genetics, proteins)

Vaccines and serums

Biological R&D (research and clinical trials)

2.1.2 What are the limitations with existing cryopreservation processes?

Existing cryopreservation processes and technologies, which typically use slow-freezing or rapid-freezing technologies, have several limitations that impact the availability, quality and consistency of biological materials.

For example, slow freezing of biological material is generally achieved by pulsing liquid nitrogen onto the biological material. This can cause rigid extracellular ice-crystal formation, rupturing cell membranes during freezing, which can consequently impact cell functionality and can cause cell death after thawing.

Converse to slow-freezing techniques, if cells are cooled too rapidly by being submerged in liquid nitrogen, this can cause intracellular ice formation and osmotic shock, which can also lead to a loss of functionality and cell death after thawing.

Many existing cryopreservation processes and technologies have the following limitations:

Major cryopreservation sample challenges
Low sample yields due to cellular death.
High levels of cellular damage and loss of functionality.
Expensive processing costs due to low product yields and slow cycle times.
Inability to successfully cryopreserve large unit volumes of samples (such as 400mL of blood) to a satisfactory quality standard.
Most cryopreservation technologies use liquid nitrogen, which presents manual-handling and other safety risks.

These shortcomings impact the availability, quality and consistency of biological products for human and animal health applications outlined above.

2.1.3 Vitrafy's competitive advantage

Through the scientific research and development conducted to date (see Section 3.8), Vitrafy believes it has created a competitive advantage that addresses many of the limitations in existing cryopreservation technologies. This competitive advantage includes the following:

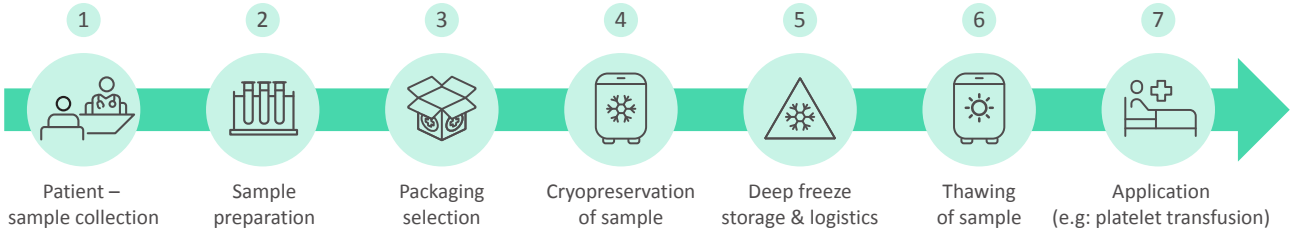
- **Quality:** an integrated hardware and software solution that causes limited cellular death, therefore more effectively preserving the integrity of the biological sample, maximising quality for future use;
- **Consistency:** a cryopreservation methodology that can tailor the required cryopreservation and thawing conditions to support consistent outcomes across various biological materials and cryopreservation cycles, reducing cellular damage and improving cell functionality;
- **Efficiency:** device engineering solution designed specifically to reduce processing times from hours to just minutes, in many existing cases, while also using minimal power, thereby reducing cost;
- **Innovative**: innovative approach to an established market that redefines what is possible for the use of biological samples in the delivery of healthcare; and
- **Safety:** device engineering solutions include portability without the use of dangerous processing fluids such as liquid nitrogen, which can cause burns and increase the risk of asphyxiation.

Vitrafy believes the above factors will assist the Company as it progresses commercialisation activities in its targeted application areas and markets.

2.1.4 The cryopreservation supply chain

There are several fundamental steps applicable across all cryopreservation supply chains (see Section 2.1.5). The cryopreservation supply chain steps are described below:

Figure 2.2: Cryopreservation supply chain



2.1.4.1 Sample collection

Sample collection is when biological material is collected, for example a blood donation at a blood collection centre. Many biological materials start to deteriorate upon collection, therefore it is important that cryopreservation occurs as soon as possible after collection, to preserve the sample's quality.

2.1.4.2 Sample preparation

Many biological materials require sample preparation steps for cryopreservation, including the addition of re-agents and cryoprotectants (protective additives to reduce cellular damage that occurs during cryopreservation).

2.1.4.3 Packaging selection

The biological material is transferred into sample-specific packaging product that it will be contained in during cryopreservation and subsequent storage; for example, a blood bag or sperm straw. This packaging varies depending on the biological material and the volume of the biological material being cryopreserved.

2.1.4.4 Cryopreservation of sample

This is the process of cryopreserving (freezing) the biological material, ready for storage. This critical step in the supply chain is where much of the cellular damage occurs.

2.1.4.5 Deep freeze storage and logistics

Once the biological material is cryopreserved, it is generally stored in a cryopreservation storage site at temperatures at or below –80ºC until required for future use. Depending on the sample, the biological material may be stored for a day, or for many years. Long-term storage of biological samples often occurs at biobanks or repositories, which tend to be separate from collection centres and points of care. The segmented supply chain from collection to storage results in the requirement of transport and logistics solutions to manage the cryopreserved samples.

2.1.4.6 Thawing of sample

The biological material is then thawed from cryopreserved temperatures to the final temperature required for use. This temperature is usually close to human body temperature (+37ºC). If cellular damage has occurred during the cryopreservation process, it becomes apparent after the biological material is thawed.

Thawing also plays a critical part of the cryopreservation process, as ice can recrystalise and cause further cellular damage during thawing.

2.1.4.7 Application

The biological material is then used for its intended application, such as blood product being used for transfusion, sperm being used for assisted reproduction treatments, or T-cells for use in chimeric antigen receptor (**CAR**) T-cell therapy for the treatment of some cancers.

With broad application across human and animal health, the steps in the cryopreservation supply chain may vary, depending on the use. For example:

- in CAR T-cell therapy, there are generally two cryopreservation and thawing steps in the cryopreservation process and the cryopreserved cells are transported multiples times;
- In assisted reproduction, including animal reproduction, sperm is only cryopreserved once, and is often stored for long periods before being transported to the location at which the sample will be thawed and used; and
- plasma and red blood cells are cryopreserved once, and then banked for varying periods depending on demand, until being transported to hospitals or trauma centres where they are thawed and transfused.

2.1.5 Major processes

Within the supply chain steps described in Section 2.1.4, there are typically four major processes involved in cryopreservation of a sample:

1. **Collection point:** The point of collection of the biological material (**sample**), such as blood or T-cell collection and sperm donations, which usually comprises collection and donation centres, points of care and mobile collections.

2. **Production point:** Where the sample is manipulated, prepared and packaged ready for storage or logistics. This process is completed by biomanufacturing centres or contract development and manufacturing organisations (**CDMOs**).
3. **Storage and distribution:** Once cryopreserved, the sample is transferred to storage, where it remains until required for use. When required, the sample is then transported to the point of care. The main users during step 3 include biorepositories, distribution centres, and cold-chain logistic providers.
4. **Points of care:** Once a sample is received, it is thawed and used for the application's intended use, such as a blood transfusion or CAR T-cell therapy, which are completed at places such as hospitals, trauma response centres and in vitro fertilisation (IVF) clinics.

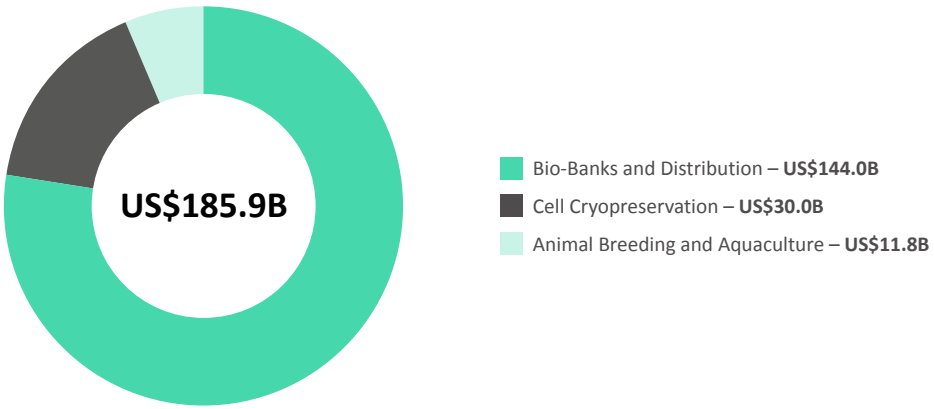
2.2 Market definition, sizing and opportunity

Vitrafy has the potential to provide its cryopreservation solutions in two global markets, which collectively were estimated to generate revenue of US$93.5 billion in 2023 and are forecast to generate revenue of US$185.9 billion by 2030.[2]

- **Biorepositories (biobanks) and cell cryopreservation market** – This market encompasses the collection, processing and storage of a wide range of biological materials, including human cells, tissues, blood products and other bodily fluids. To preserve these biological materials and allow for storage and future use, they are cryopreserved.
- **Animal reproduction and aquaculture markets** – Animal reproduction involves the collection, cryopreservation and use of animal sperm to artificially inseminate the female animal or fertilise their eggs. This practice is widely used in agriculture and animal breeding to improve genetic diversity, enhance desirable traits, and increase reproductive efficiency in livestock and other animals. Similarly, the application of genetics and genomics in aquaculture aims to increase productivity, efficiency, sustainability and diversification of farmed aquatic species to meet growing seafood demand.[3]

Figure 2.3: Vitrafy total addressable market

2030 Addressable Market[4]



Global Market Revenue	2023	CAGR[5]
Biobanks and distribution	US$76.7 billion	9.4%
Cell cryopreservation	US$9.4 billion	18.1%
Animal breeding and aquaculture	US$7.8 billion	6.4%
Total/Average	**US$93.9 billion**	**10.6%**

2 Grand View Research, Inc. – Market Reports (Biobank, Cell Cryopreservation and Artificial Insemination markets), https://www.grandviewresearch.com/industry-analysis/biobanks-industry, https://www.grandviewresearch.com/industry-analysis/cell-cryopreservation-market-report, https://www.grandviewresearch.com/industry-analysis/veterinary-artificial-insemination-market.
3 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.
4 Commercial Eyes, Vitrafy Industry & Competitor Anlaysis Report, June 2024.
5 CAGR for the period 2023 – 2030.

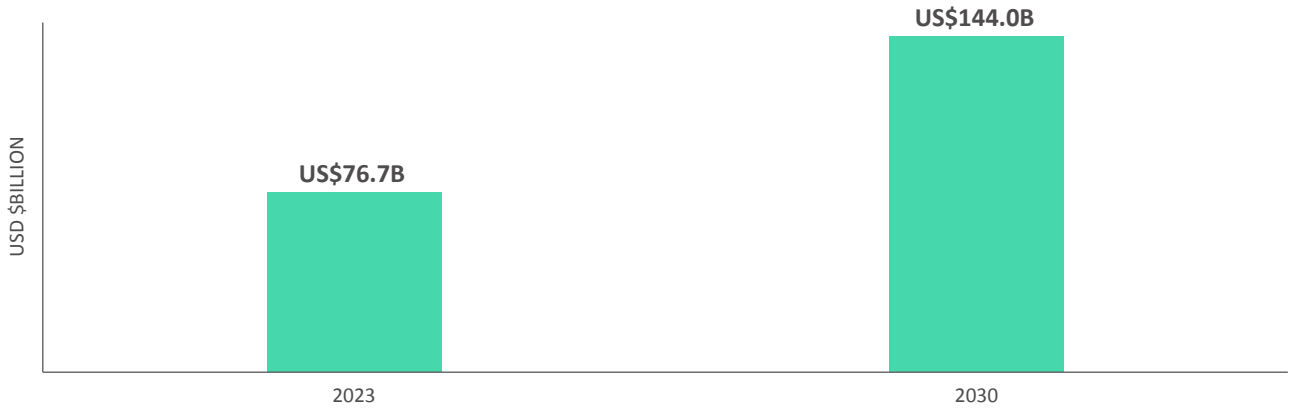
2.2.1 Biobanks and cell cryopreservation

The combined global market for biobanks and cell cryopreservation is estimated to have generated revenue of US$86.1 billion in 2023 and is projected to grow at a compound annual growth rate (**CAGR**) of 10.6%, with forecast revenues of US$174.0 billion in 2030.[6]

Biobanks

The global market size for biobanking and cell preservation was estimated to generate revenue of US$76.7 billion in 2023 and is projected to grow at a CAGR of 9.4%, with forecast revenues of US$144 billion in 2030.[7]

Figure 2.4: Global biobanking market



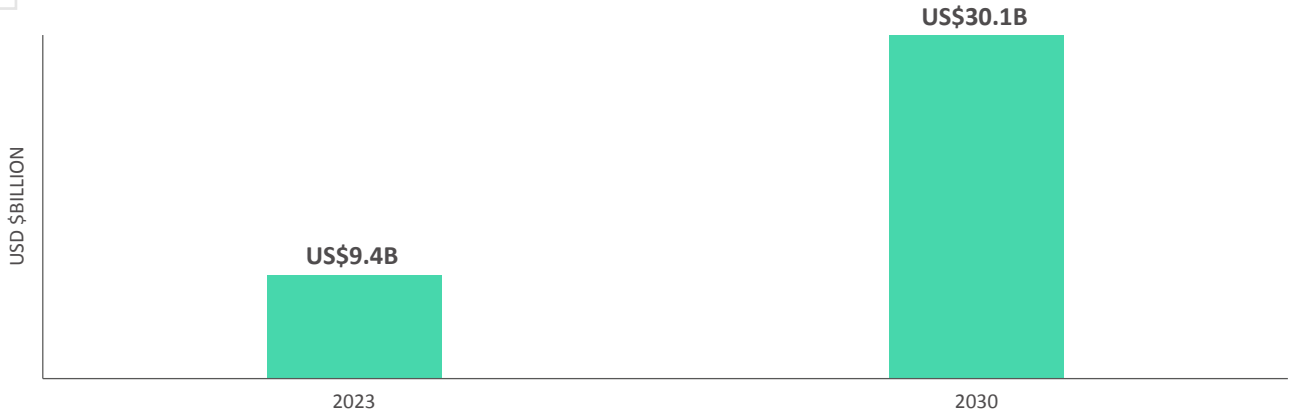
This market includes the cryopreservation and storage of blood products for use in healthcare treatment and research, as well as human cells and proteins for use in therapeutics and vaccine development and research.

Globally, there are several types of biobanks, including disease-oriented biobanks, population-based biobanks, tissue banks and blood banks, all of which are contributing to the expected market growth. Growing investments in drug development and the increasing prevalence of diseases such as cancer, respiratory diseases, Alzheimer's disease and other diseases are expected to contribute to the growth of this market.

Cell cryopreservation

The global cell cryopreservation market was estimated to generate revenue of US$9.4 billion in 2023 and is expected to grow at a CAGR of 18.1% to US$30.1 billion in 2030.[8]

Figure 2.5: Global cell cryopreservation market



6 Grand View Research, Inc. – Market Reports (Biobank and Cell Cryopreservation markets), https://www.grandviewresearch.com/industry-analysis/biobanks-industry, https://www.grandviewresearch.com/industry-analysis/cell-cryopreservation-market-report.

7 Grand View Research, Inc. – Market Reports (Biobank and Cell Cryopreservation markets), https://www.grandviewresearch.com/industry-analysis/biobanks-industry, https://www.grandviewresearch.com/industry-analysis/cell-cryopreservation-market-report.

8 Grand View Research, Inc. – Cell Cryopreservation Market Report; https://www.grandviewresearch.com/industry-analysis/cell-cryopreservation-market-report.

The growth of this market is partially driven by the growing market for CGTs.

CDMOs are key participants within the CGT market. CDMOs provide development and manufacturing capabilities to the pharmaceutical industry to support the delivery of drugs, therapies and vaccines, and they rely on effective cryopreservation technologies.

2.2.1.1 Application priorities for biobanking and cell preservation

Vitrafy's Cryopreservation Technology has broad application across the animal and human health market. However, as outlined in Section 2.1, Vitrafy has prioritised biobanks and cell preservation, specifically related to blood platelets and CGT, as its initial priority applications for market entry in human health.

The market dynamics relating to these priority applications of blood platelets and CGT, as well as the market size and pricing (discussed below), underpin Vitrafy's market and commercialisation strategy.

2.2.1.2 Blood platelets[9]

One of Vitrafy's priority applications in human health is the cryopreservation and quality management of blood platelets. Access to sufficient inventory of platelets is a serious issue across healthcare systems. The ability to biobank blood platelets would represent a major shift in the market standards and practices, resulting in the ability to address some of the supply constraints of the critically in demand biological product.

Overview of the blood platelets market

Blood platelets, or thrombocytes, are small, colourless cell fragments in human blood that form clots to stop or prevent bleeding. Platelets play a crucial role in controlling and slowing bleeding, and can be essential to surviving surgeries, treatment of chronic or rare diseases, and managing trauma incidents where acute blood loss is an issue (eg in combat settings or at critical incidents).

Current technology and market standards

Currently, most blood platelets collected are not cryopreserved. This is due to the negative impact that many current cryopreservation technologies have on platelet morphology.

As a result, platelets are usually stored at room temperature, resulting in a shelf life of between five and seven days.[10,11] Storage at room temperature also introduces the risk of bacteria developing within the sample. To combat this risk, re-agents are often added to the sample. In addition, the short shelf life of platelets results in approximately 20% of all platelets collected annually, going to waste due to expiration.[12]

The European Directorate for the Quality of Medicines and HealthCare (**EDQM**) sets the regulatory standard for the cryopreservation of blood platelets at 50% recovery of cells post-thaw (noting that there are no functionality requirements)[13] (**Industry Standard**).

Platelet supply chain summary

The supply of blood platelets incorporates the several steps listed in Section 2.1.4 including, but not limited to, collection, production, storage and distribution, and finally, points of care in healthcare settings.

The blood platelet supply chain incorporates several of the participants within the biobanking and CDMO markets. While initially focusing on the production and storage steps of the supply chain, Vitrafy believes it could potentially introduce components of Vitrafy's Cryopreservation Technology into the entire supply chain.

9 Australian Red Cross Lifeblood® website, Platelets, https://www.lifeblood.com.au/blood/learn-about-blood/platelets.
10 American Red Cross Blood Services website, Blood Components, https://www.redcrossblood.org/donate-blood/how-to-donate/types-of-blood-donations/blood-components.html.
11 Six, K. R., Compernolle, V., & Feys, H. B. (2020). Platelet Biochemistry and Morphology after Cryopreservation. *International journal of molecular sciences, 21*(3), 935. https://doi.org/10.3390/ijms21030935.
12 Stubbs, J. R., Shaz, B. H., Vassallo, R. R., & Roback, J. D. (2022). Expanding the platelet inventory to mitigate the impact of severe shortages. *Hematology. American Society of Hematology. Education Program, 2022*(1), 424–429. https://doi.org/10.1182/hematology.2022000379.
13 European Committee on Blood Transfusion Guide to the preparation, use and quality assurance of BLOOD COMPONENTS (2020).

Size of market

The global market for blood platelets (which is an application use case in the biobank and distribution markets discussed above) was estimated to generate revenue of US$5.7 billion in 2023.[14] The market is projected to grow at a 5.6% CAGR, with a forecast revenue of US$8.37 billion in 2030.[15] Demand is currently greatest in North America, while the Asia–Pacific region is also projected to expand at an accelerating rate.

The United States represents approximately 25% of the global market, with 2.34 million units of platelets collected annually,[16] and an average wholesale price per unit of approximately US$600 per unit.[17] As a result of the inability to effectively cryopreserve most of the platelets collected, the annual wastage of 20% is estimated to cost the US health system US$280.0 million per annum.[18]

Major participants

The blood platelet collection market is highly concentrated in the United States and Australia. In the United States, collection centres are split into for-profit and not-for-profit organisations, with the American Red Cross, Blood Centers of America, Vitalant, and the US Department of Defense being the major providers of collection and manufacturing activities. In addition to the collection activities, points-of-care (eg hospitals) are also involved in the collection, storage and use of platelets.

In Australia, the Australian Red Cross is the major provider of collection services for both civilian and military uses.

Growth drivers

Technological innovations, increasing healthcare expenditure, the increasing incidence of chronic diseases requiring platelet transfusions, growing awareness of platelet donation and the rising demand for platelet-rich plasma therapies, are contributing to growth in the use of blood platelets.

2.2.1.3 Cell and gene therapy

Vitrafy's other priority application in human health is the cryopreservation and quality management of cells within the CGT sector. Underpinned by significant growth in the sector, Vitrafy's Cryopreservation Technology addresses the needs of many CGT products, which require cryopreservation techniques that do not compromise the recovery of the underlying biological sample.

Overview of the CGT market

CGTs are advanced medical treatments designed to treat, prevent, or potentially cure, diseases by altering the fundamental cellular or genetic mechanisms in a patient. They represent cutting-edge approaches in biotechnology, but are reliant on the availability of quality biological materials.

CGT supply chain

The CGT manufacturing process involves harvesting patient or donor cells, modifying them to target specific diseases (either through genetic engineering or cellular manipulation), and expanding these modified cells in controlled environments. The process includes rigorous testing for safety, efficacy and quality control. The cells are then either cryopreserved, or directly delivered to the patient for therapeutic use. This complex process is highly regulated to ensure precision and consistency in treating conditions such as cancer and genetic disorders.

A key development in CGT is the research, production and provision of CAR Tcell therapies, which is expected to have a significant impact on cancer treatment. CAR T-cell therapy requires quality cell-cryopreservation solutions, as these cells are generally cryopreserved multiple times throughout the manufacturing process due to their high rate of deterioration and logistics requirements.

From the point of collection, the T-cell sample is usually cryopreserved prior to transportation to the CDMO. Once received at the CDMO, the T-cells are thawed and genetically altered so they recognise the cancer cells as foreign bodies, becoming CAR T-cells. The CAR T-cells are then grown out (expanded) and commonly cryopreserved again to be transported back to the patient, and then thawed again before being transfused.

14 Precedent Research, Blood Platelets Market Size, Share, and Trends 2024 to 2033, https://www.precedenceresearch.com/blood-platelets-market.
15 World Health Organisation, Global Status Report on Blood Safety and Availability 2016, https://iris.who.int/bitstream/handle/10665/254987/9789241565431-eng.pdf.
16 World Health Organisation, Global Status Report on Blood Safety and Availability 2016, https://iris.who.int/bitstream/handle/10665/254987/9789241565431-eng.pdf.
17 Average calculated from a range US$592 and US$630. Source: Barnett, C. L., Mladsi, D., Vredenburg, M., & Aggarwal, K. (2018). Cost estimate of platelet transfusion in the United States for patients with chronic liver disease and associated thrombocytopenia undergoing elective procedures. *Journal of Medical Economics, 21*(8), 827–834. https://doi.org/10.1080/13696998.2018.1490301; Hofmann, Axel & Ozawa, Sherri & Shander, Aryeh. (2021). Activity-based cost of platelet transfusions in medical and surgical inpatients at a US hospital. Vox Sanguinis. 116. 10.1111/vox.13095.
18 2.4 million units collected per annum *multiplied by* the average wholesale cost of $600 per unit to arrive at an annual cost of $1.4 billion.

Current market standards

The source of the cells used within CGT is split into two key sources: autologous and allogeneic.

Autologous therapy uses a patient's own cells, which are harvested, modified or expanded, and then reintroduced into the same patient. This approach is personalised and reduces the risk of immune rejection; however, the negative impact of the current cryopreservation methodologies on the yield of cells increases the cost of the treatment and limits its efficacy. Autologous therapy is the current prevailing market standard for approved treatments for use in human health.

Allogeneic therapy involves using cells from a donor, typically unrelated or matched to the patient. These cells can be mass-produced and used for multiple patients. This approach is commonly used in treatments like stem-cell transplants and some gene therapies.

Allogeneic therapies rely heavily on biobanking and storage of large quantities of donor cells, tissues, or other biological materials, under controlled conditions, making them readily available for therapeutic use.

Size of market

In the United States there are currently 38 Food and Drug Administration (**FDA**)-approved CGT products, with 34 companies sharing those products.[19] The current cost to the consumer of a single dose of CAR T-cell therapy is between US$373,000 (brand KYMRIAH®) to US$3.5 million (HEMGENIX®).[20]

The high cost of CAR T-cell therapy per dose is driven by the personalised nature of the treatment (given, as discussed above, autologous therapy is the prevailing market standard for approved treatments for use in human health), where each patient's T-cells are collected, and genetically modified and expanded in a lab before being reinfused. The complex manufacturing process, which involves highly specialised technology, stringent quality control, and a long production time, adds to the cost of production.

Major participants

The major market participants within the CGT sector are biopharmaceutical and biotechnology companies who are responsible for the research, clinical development and commercialisation of the advanced therapies. As an example, these include groups such as Novartis (who developed KYMRIAH®), Kite Pharma (who developed YESCARTA®), and Bristol Myers Squibb (who developed Breyanzi®).

Growth drivers

Scientific advancement in the areas of gene editing has fuelled increased investment in the CGT sector and has underpinned the research and development of CGT products. The high efficacy and effectiveness of the treatments is fuelling patient demand, which will in turn drive the need for scalable, efficient manufacturing and bioprocessing technologies, including an increase in demand for more effective cryopreservation technology.

2.2.2 Animal reproduction

Animal assisted-reproduction processes involve the collection, cryopreservation and use of animal sperm to artificially inseminate female animals. This practice is widely used in agriculture and animal breeding, to improve genetic diversity, enhance desirable traits, and increase reproductive efficiency in livestock and other animals.

The global animal artificial insemination market size was estimated to generate revenues of US$7.37 billion in 2023 and is projected to grow at a CAGR of 6.3%, to US$11.3 billion in 2030.[21]

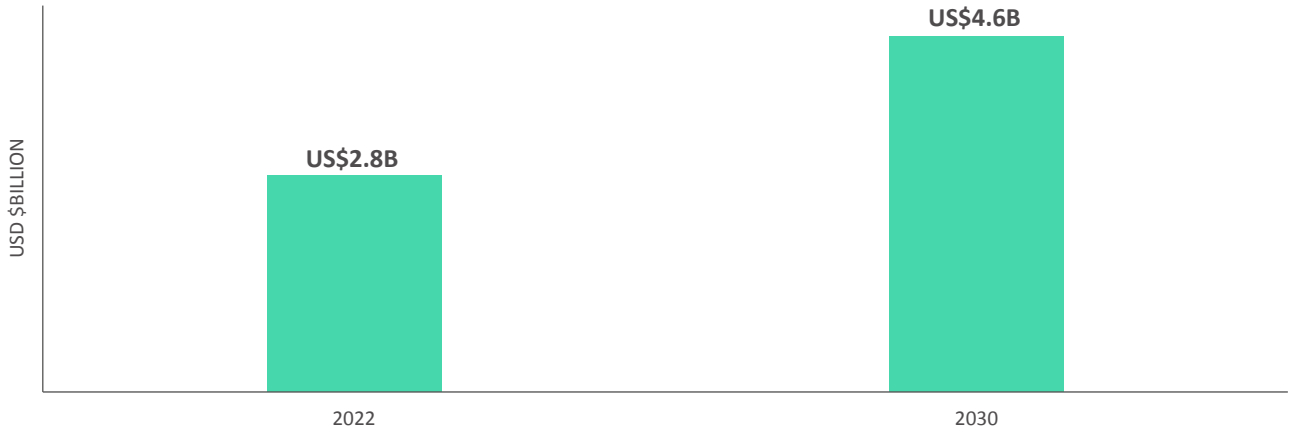
2.2.2.1 Bovine

Bovine artificial insemination is the largest segment in this market, estimated to generate revenues of US$2.8 billion in 2022 and is projected to grow at an estimated CAGR of 7.1%, to US$4.6 billion in 2030[22]. Of note, in 2022, the United States' bovine semen industry reported 69 million total unit sales.[23]

19 U.S. Food & Drug Administration, Approved Cellular and Gene Therapy Products, https://www.fda.gov/vaccines-blood-biologics/cellular-gene-therapy-products/approved-cellular-and-gene-therapy-products.
20 Drug Discovery & Development, April 2024, https://www.drugdiscoverytrends.com/how-price-safety-and-efficacy-shape-the-cell-and-gene-therapy-landscape/.
21 Grand View Research, Inc. Artificial Insemination Market Report, https://www.grandviewresearch.com/industry-analysis/veterinary-artificial-insemination-market.
22 Grand View Research, Inc. Bovine Artificial Insemination Market Report, https://www.grandviewresearch.com/industry-analysis/bovine-artificial-insemination-market-report.
23 National Association of Animal Breeders, 2022 Semen Sales Report Reflects Changing Global Trends, https://www.naab-css.org/news/2022-semen-sales-report-reflects-changing-global-trends.

Figure 2.6: Global bovine reproduction market

Bovine Reproduction



Some of the key drivers of this market are: growing demand to improve animal efficiency and productivity; increasing consumption of meat, milk and dairy products; the need for sustainable food production; supportive initiatives by industry stakeholders; and adoption of sexed semen.

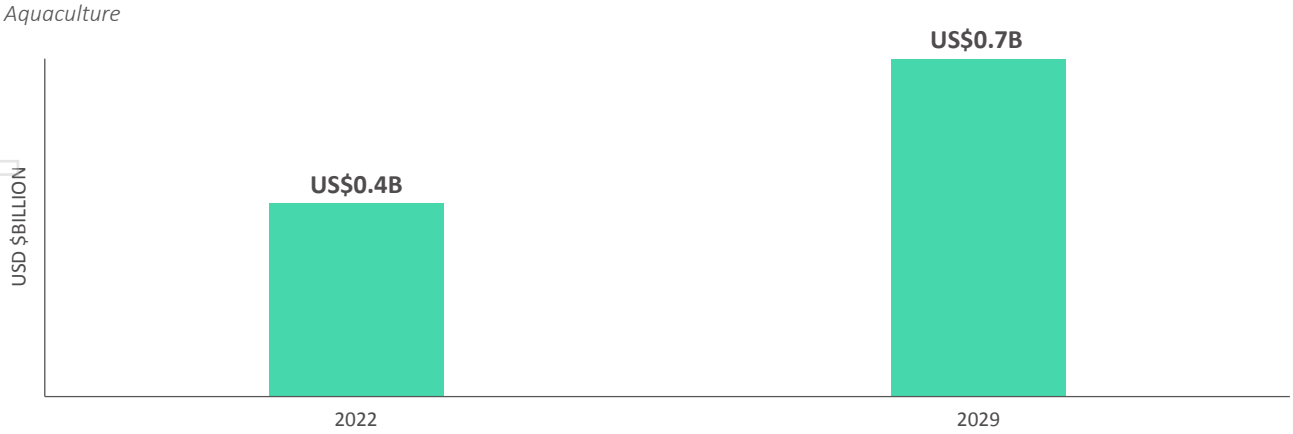
Another key driver fuelling market growth in bovine reproduction is increasing awareness of the benefits of artificial insemination. For example, artificial insemination facilitates farmers breeding more cows with a single bull's semen, thus reducing the need for keeping multiple bulls on the farm. This helps save time and resources while also increasing breeding efficiency.

2.2.2.2 Aquaculture breeding

The global aquaculture breeding market size was estimated to generate revenues of US$0.4 billion in 2023 and is expected to grow at a CAGR of 8.2%, to US$0.66 billion in 2029.[24]

Figure 2.7: Global aquaculture breeding market

Aquaculture



Aquaculture genetics and breeding have revolutionised the aquaculture industry, offering immense opportunities for more sustainable seafood production, improved disease management and enhanced product quality. For example, cryopreservation of salmon milt (sperm) allows the industry to better manage spawning seasons and supply chain efficiencies.

24 Research and Markets, Aquaculture Genetics and Breeding Market 2023, https://www.researchandmarkets.com/reports/5852810/aquaculture-genetics-breeding-market.

2.3 Market regulation

The cryopreservation equipment market is subject to levels of regulation that vary depending upon the biological application; intended use; and location of use, such as collection centres and CDMOs.

Regulated markets are largely focused on human health biological applications that result in the cryopreserved biological sample being introduced into the human body. For regulated applications, jurisdictional regulatory requirements must be satisfied in order to commercialise. Vitrafy has prioritised applying to the FDA for its initial regulatory approval given the opportunities available in, and the size of, the United States market.

Conversely, there are many applications for cryopreservation technology within unregulated markets. Within unregulated markets (eg animal health or human health applications where the biological material is not introduced into the human body) there are minimal regulatory requirements to commercialise. Therefore, a cryopreservation technology provider may commercialise and generate revenue in the unregulated markets without jurisdictional regulatory approvals.

Within the unregulated markets, primary end users of the total cryopreservation technology market (eg research and academic institutes), stand out and are a subset of all human health markets. For example, there are research and academic institutes in Vitrafy's priority applications of blood platelets and CGT, within the overall biobank and cell preservation markets described in Section 2.2.1.

The strategy and status of regulatory approvals with respect to Vitrafy's Cryopreservation Technology is detailed in Section 3.9.

2.4 Strategic overlap and synergies[25]

Fundamentally, the markets, and human and animal health applications outlined above, require cryopreservation solutions and biobanking services to assist with the handling and processing of biological materials.

The infrastructure and equipment required for cryopreservation and biobanking operations are ubiquitous across markets. This includes controlled-rate freezers, liquid nitrogen storage tanks, cryogenic vials and other specialised equipment. By servicing multiple markets, the Company will be positioned to optimise the use of Vitrafy's Cryopreservation Technology and achieve economies of scale and leverage its knowledge and protocols across different markets to ensure consistent quality and compliance with regulatory requirements.

Offering cryopreservation services across multiple markets will allow Vitrafy to diversify its revenue streams, and also mitigate the risks associated with fluctuations or downturns in any single market and single customer type. This diversification strategy is designed to enhance the overall stability and resilience of Vitrafy.

2.4.1 Industry trends and modernisation[26]

Major trends in the cryopreservation market are summarised below. These are expected to create opportunities for market participants, such as Vitrafy, to differentiate their cryopreservation methods, as well as increase profit margin through automation and scalability.

Automation and digitisation – There is a growing trend towards integrating automation and digital technologies into cryopreservation processes. This includes automated systems for sample handling, storage and tracking, as well as technologies such as radio-frequency identification, barcoding, and data logging for monitoring and maintaining sample integrity. Automation helps to streamline workflows, reduce human error, improve efficiency and assists with compliance with legislative and regulatory standards, especially as sample volumes increase.

Scalability and clinical translation – As CGT advances towards clinical trials and expected commercialisation, there is a need for scalable and tailored cryopreservation solutions that can handle larger sample volumes and meet regulatory requirements. Providers are focusing on cryopreservation solutions that can scale from research, to clinical and commercial production.

Cryopreservation methods research – Research is ongoing to develop cryopreservation methods that address challenges such as ice-crystal formation, cryoprotectant toxicity, and scaling to larger volumes and higher quality.

Integrated pre-to-post cryopreservation approach – There is increasing attention on optimising and integrating the entire cryopreservation workflow, from sample collection to post-thaw handling, to ensure optimal sample recovery and functionality.

Standardisation and regulatory compliance – As the field matures, there are efforts to harmonise the industry to improve the quality standards, particularly within the application of CGT. As an example, a quality standard of post cryopreservation cell recovery may be set as a regulatory requirement in CGT.

Advanced monitoring and data analytics – This involves leveraging data analytics and monitoring technologies (eg time-out-of-freezer tracking, thermal profiling), to understand and predict the impact of cryopreservation conditions on sample quality and outcomes.

25 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.
26 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.

2.5 Competitive landscape

The cryopreservation market is highly competitive, with a mix of global players and regional specialists vying for market share through technological advancements, capacity expansions and strategic partnerships, to meet the evolving needs of the industry.[27]

Vitrafy has identified that its closest competitors in the global cryopreservation market are Azenta, Inc.; Cryoport, Inc.; and Cytiva.

Both Azenta Inc and Cryoport Inc use liquid nitrogen based cryopreservation devices and systems. Cytiva has developed cryopreservation devices that do not use liquid nitrogen but varies in terms of its comparative processing times for the cryopreservation of biological samples.

Whilst Cryoport and Cytiva both have operations within Australia, all competitors are operating throughout North America, which is Vitrafy's initial primary target market, as part of its global market opportunity.

A summary of each identified competitor is described below.

Whilst Cryoport and Cytiva both have operations within Australia, all competitors are operating throughout North America, which is Vitrafy's initial primary target market, as part of its global market opportunity.

A summary of each identified competitor is described below.

2.5.1 Azenta, Inc. (NASDAQ:AZTA)[28]

Azenta, Inc. (**Azenta**) positions itself in the cryopreservation and life sciences sample management market through technology and product innovation, quality and regulatory compliance, and a diversified product offering.

Its product portfolio spans the entire sample management workflow, from storage to packaging, to data management. It offers advanced technologies such as automated cold storage, with temperature ranges from 27°C to –190°C in controlled-rate freezers/thawers, 2D-coded sample storage tubes/vials, and sample-tracking software.

Azenta has several significant contracts and partnerships in place. Notably, Azenta is contracted by QTC Management, a Leidos company, to provide comprehensive vaccine inventory management services for the US Department of Defense. This includes the secure storage and distribution of vaccines for military reserve forces across various locations in the United States and overseas.

Additionally, Azenta collaborates with top pharmaceutical, biotech, academic, and healthcare institutions globally, offering a full suite of cold-chain sample management solutions and genomic services. Its partnerships and services cover areas such as drug development, clinical research and advanced cell therapies.

The company was formerly known as Brooks Automation, Inc. and changed its name to Azenta, Inc. in December 2021. Azenta, Inc. was founded in 1978, is headquartered in Burlington, Massachusetts and is listed on Nasdaq.

As at 5 November 2024, Azenta had a market capitalisation of US$2.2 billion[29] and for its fiscal year to 30 September 2023, a reported revenue of US$665 million[30].

27 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.
28 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.
29 S&P Capital IQ Market Data as at 5 November 2024.
30 Azenta, Inc. FY23 Fourth Quarter Results, https://investors.azenta.com/2023-11-13-Azenta-Reports-Fourth-Quarter-and-Full-Year-Fiscal-2023-Results, -Ended-September-30,-2023.

2.5.2 Cryoport, Inc. (NASDAQ:CYRX)[31]

Cryoport, Inc. (**Cryoport**) is a global provider of products and services to the CGT industry. Cryoport has 50 locations covering the Americas, Europe, the Middle East, Africa, and the Asia–Pacific.

Its global platform provides:

- logistics solutions: shipping and logistics for temperature-sensitive materials such as cell therapies, vaccines, and reproductive specimens;
- biostorage services: long-term storage of biological materials, including cell therapies, cord blood, and tissues at cryogenic temperatures;
- cryogenic equipment: storage systems such as dewars (the tanks used for long-term storage and subsequent transportation of cryopreserved biological materials), and freezers for bio storage;
- logistics management: a cloud platform for logistics management and shipment tracking; and
- consulting and support: lab-moving and relocation services, cold-chain logistics consulting, and supply chain optimisation.

Cryoport, Inc. was founded in 1999, is headquartered in Brentwood, Tennessee, and is listed on Nasdaq. As at 5 November 2024, it had a market capitalisation of US$406.9 million[32] and for its fiscal year to 31 December 2023, reported revenue of US$233.3 million.[33]

2.5.3 Cytiva[34]

Cytiva offers a broad portfolio of products and services spanning the entire biotherapeutic development pipeline, from drug discovery to commercial manufacturing.

Cytiva is the major biotechnology business owned by Danaher Corporation and contributed up to US$7.2 billion in revenue in 2023.[35]

Cytiva positions itself as a premium provider of high-quality, innovative technologies and services for the biopharmaceutical industry, including:

- bioprocessing solutions, including chromatography systems, filtration and separation technologies, bioprocess hardware, and fluid-handling and transfer products;
- cell biology solutions, including cell culture media and supplements, stem cell research tools and technologies, nucleic acid purification products, and gene synthesis and molecular biology enzymes;
- protein analysis, including protein interaction analysis systems; and
- services, including process development and manufacturing services, training and education, and digital solutions and enterprise software.

Cytiva was formed in 2020 from the combination of Pall Corporation's life sciences business with Danaher's existing biotechnology business.

Cytiva has developed cryopreservation devices that do not use liquid nitrogen, however, these devices are used in very low volumes and take multiple hours to process minimum replicates of biological samples. A typical cycle time for the device owned by Cytiva is 2.5 hours and can take up to 60 minutes to be ready to process again.[36]

Danaher Corporation is based in Washington, D.C., and is listed on the New York Stock Exchange. As at 5 November, it had a market capitalisation of approximately US$178 billion.[37]

31 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.
32 IRESS as at 5 November 2024.
33 Cryoport, Inc. FY23 Results, https://d1io3yog0oux5.cloudfront.net/_b45101db692b750141e95d247d339aac/cryoport/db/2271/21586/pdf/Q4+2023+Presentation.pdf.
34 Commercial Eyes, Vitrafy Industry & Competitor Analysis Report, June 2024.
35 Danaher Corporation, 2023 Annual Report, https://investors.danaher.com/download/Danaher+2023+Annual+Report.pdf.
36 Cytiva, www.cytivalifesciences.com/en/us/solutions/cell-therapy/knowledge-center/resources/Large-cryovial-cell-freezing. Kyodo International Inc., https://kyodo-inc.co.jp/english/bio/cell_cultivation/via-freeze/index.html#:~:text=The%20VIA%20Freeze%E2%84%A2%20is%20actively%20and%20automatically%20heated,60%20minutes.%20This%20can%20be%20accelerated%20on%20request.
37 IRESS as at 5 November 2024.

3.

ABOUT THE COMPANY

3. ABOUT THE COMPANY

3.1 Introduction

The Company has designed and developed Vitrafy's Cryopreservation Technology, an innovative solution for the advancement of cryopreservation.

Vitrafy's Cryopreservation Technology modulates the heat-transfer conditions during freezing and thawing, to optimise the cryopreservation process and retain the quality of the biological sample post-thaw.

Importantly, when compared to many industry and regulatory standards via internal testing and third-party validation studies (further details contained in Section 3.8), Vitrafy's Cryopreservation Technology has been proven to substantially increase cell survival and functionality, and is therefore expected to have a positive impact on human and animal health services.

Protected by a portfolio of intellectual property patents and applications, Vitrafy's Cryopreservation Technology enables the cryopreservation and thawing of biological material to be achieved at variable rates, and can be tailored precisely for different biological materials. Vitrafy's Cryopreservation Technology has been developed to support bespoke cryopreservation conditions for individual biological application and cell types, avoiding the negative outcomes currently experienced in the process.

Vitrafy's Cryopreservation Technology is under varying stages of development and comprises:

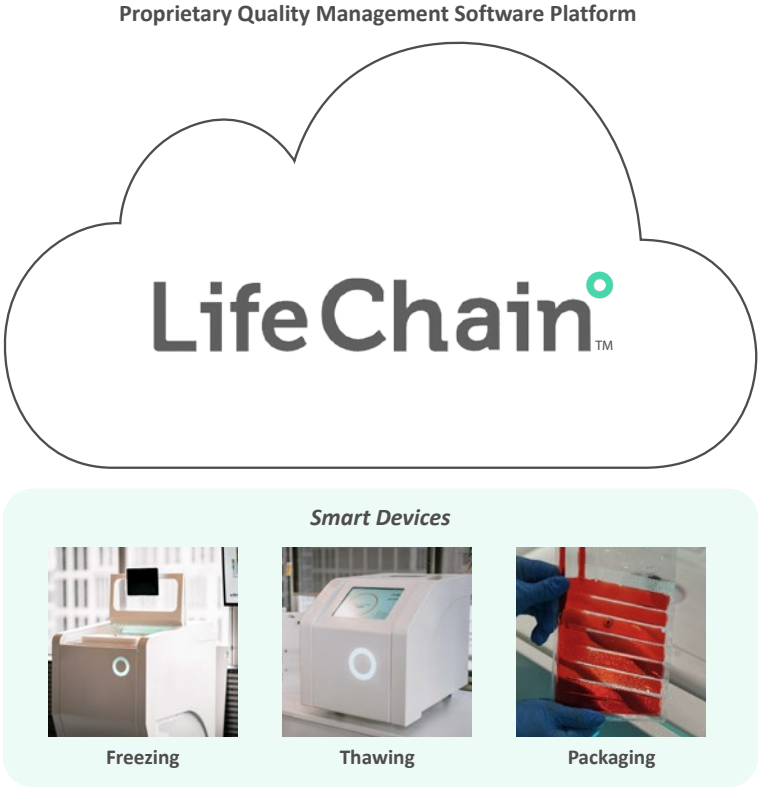
(a) Vitrafy Smart Freezing Device;

(b) Vitrafy Smart Thawing Device;

(c) LifeChain™ sample quality management software platform; and

(d) Vitrafy Smart Packaging.

Figure 3.1: Vitrafy's Cryopreservation Technology cryopreservation solution



Vitrafy's Cryopreservation Technology has broad application across human and animal health. However, given the scientific validation studies completed to date (see Section 3.6) as part of the Company's market entry strategy, Vitrafy has prioritised the biobanks and cell preservation markets (specifically blood platelets and CGT) and the animal reproduction market (specifically bovine and aquaculture), as its initial priority application areas for market entry.

While Vitrafy has designed and developed Vitrafy's Cryopreservation Technology (the smart devices, LifeChain™, and smart packaging) as a complete offering, each product is able to be decoupled and implemented as a standalone offering.

With commercialisation underway, Vitrafy is simultaneously pursuing additional product development initiatives and collaboration agreements, to ramp up commercial outcomes in its prioritised applications.

Vitrafy has established an experienced Management team and Board, and a Scientific Advisory Board. Collectively, the Company combines the scientific skills of the technology developers with the business acumen of industry veterans, to provide Vitrafy with the expertise needed to accelerate the development and commercialisation of Vitrafy's Cryopreservation Technology.

3.2 History of the Company

Vitrafy is an Australian company, founded in November 2017, with the mission to become a global leader in cryopreservation by significantly improving the cell survival of cryopreserved biological materials.

Since foundation, Vitrafy has achieved several milestones, demonstrating the strong value proposition of Vitrafy's Cryopreservation Technology.

Figure 3.2: Timeline of Vitrafy

Phase 1 (2018–2020)

Facility and product development and intellectual property protection

- Commenced operations in Ballarat, Victoria.
- Developed concept designs for cryopreservation freezing and thawing devices, as well as packaging.
- Built prototype cryopreservation freezing and thawing devices.
- Developed a 'thicket' strategy to protect the growing portfolio of intellectual property, with its first patent family application filed in 2018, followed by the filing of seven further patent families and five design families.

Phase 2 (2021–2023)

Creating Vitrafy's value proposition

- Established Ballarat site as an innovation centre with a fully operational scientific laboratory, engineering facility and an ISO 13485-certified medical manufacturing centre.
- Manufactured 12 devices known as Vitrafy Cryopreservation Unit 1 (**VCU1**), eight Smart Thawing Devices known as Vitrafy Thawing Unit 1 (**VTU1**), and over 1,000 Smart Packages for use with its collaboration and commercial partners.
- Commenced development of LifeChain™.
- Identified the Company's initial priority go-to-market applications in:
  - blood platelets;
  - CGT; and
  - aquaculture and bovine (within Animal Reproduction).
- Successful completion of internal and external scientific validation studies on high-value biological materials (see Section 3.8) in priority applications, with outstanding results.

Phase 3 (2023–2024)

Positioning for growth and commercialisation

- FDA registration achieved for Vitrafy's Smart Freezing Device (VCU1) in relation to blood and blood product applications (which covers blood platelets) as well as sperm and ova.
- First revenues generated via an agreement in the aquaculture reproduction sector.
- Pre-commercialisation, collaboration agreements entered into in priority application areas of aquaculture, bovine, blood platelets and CGT.
- Vitrafy's Board and executive team enhanced with the appointment of experienced ASX-listed directors and executives, including Sonia Petering, Kate Munnings and Simon Martin (for further details on these individuals and their experience, see Section 6).

Phase 4 (2024 and beyond)

Collaborations and commercial partnerships

- Continued execution of collaboration agreements.
- Identification of further collaboration and distribution partners.
- Converting collaborations to commercial partnerships.
- Continued development of Vitrafy's Cryopreservation Technology and IPO.

3.3 Value proposition

Vitrafy's Cryopreservation Technology has developed a clear value proposition for users. When compared to many industry and regulatory standards via internal testing and third-party validation studies (further details contained in Section 3.8), Vitrafy's Cryopreservation Technology has been proven to substantially increase cell survival and functionality, and is therefore expected to have a positive impact on human and animal health services.

Figure 3.3: Vitrafy's value proposition

Superior Sample Quality	Security and Transparency	Cost Saving	Environmental and Social Impact
▪ Preserves the integrity of biological materials, maximising sample quality post-thaw ▪ Third-party validated quality retention after cryopreservation using Vitrafy's Cryopreservation Technology (see Section 3.8) ▪ 97.5% vs 50% existing regulatory standards – blood platelets ▪ 94% cell viability vs 95% fresh – T-cells ▪ 30% increase bovine semen compared to existing standards ▪ 70% fertilisation rate when compared to 30% – Aquaculture breeding ▪ Validated data outcomes across multiple biological materials in human and animal health	▪ Secure medical devices ▪ Data protection and integrity ▪ Live, on-demand notifications of temperature deviations or issues ▪ Supports quality protections for sensitive biological materials	▪ Improved speed of delivery by significantly reducing cryopreservation processing times from hours to minutes ▪ Improved efficiency and outcomes driving cost-effective outcomes for customers ▪ Tangible cost savings through reduced resource consumption and time savings ▪ Portable devices that can avoid the need for rapid logistics to processing sites	▪ Reduced wastage of and improved yields from biological materials ▪ Improved access and outcomes of treatments and service in human and animal health ▪ Growing demand for cryopreservation in supporting food sustainability and the protection of endangered animal and plants via effective assisted reproductive technologies

3.4 Vitrafy's Cryopreservation Technology

Vitrafy's Cryopreservation Technology aims to optimise sample quality post-thaw by ensuring a controlled and consistent cryopreservation cycle. The post-thaw sample quality results detailed in Section 3.8 have been achieved via a complete cryopreservation offering that uses all of Vitrafy's individual products to optimise the conditions for cryopreservation. Vitrafy's Cryopreservation Technology includes a quality management system, being the LifeChain™ platform, which has been developed to provide data insights throughout the entire cryopreservation process.

3.4.1 Overview of Vitrafy's Cryopreservation Technology

Vitrafy has designed and developed Vitrafy's Cryopreservation Technology (LifeChain™, the smart devices and smart packaging) as a complete offering; however, each product is able to be decoupled and implemented as a standalone offering, thereby enabling the acceleration of commercialisation.

Figure 3.4: Cryopreservation supply chain

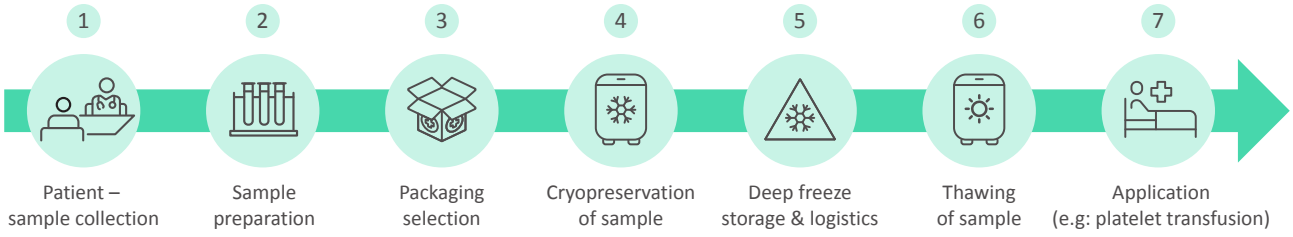
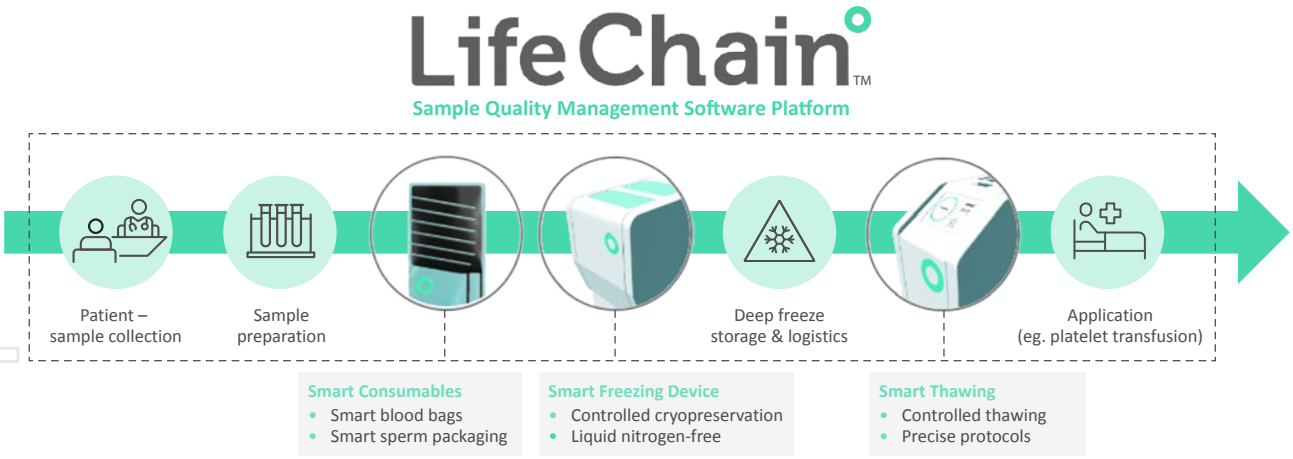


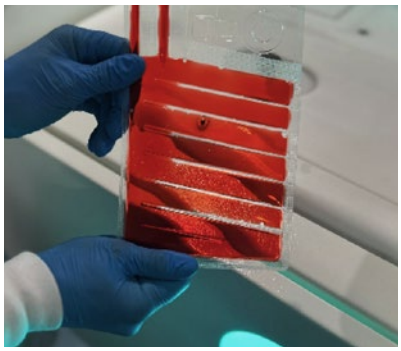
Figure 3.5: Vitrafy's portfolio



3.4.1.1 Smart devices

Vitrafy has developed three hardware products to be used throughout the cryopreservation process, designed to enhance the management of cryopreservation and improve outcomes. A description of each is outlined in this Section 3.

Figure 3.6: Smart devices key features

Smart Freezing Device (VCU1)	Smart Thawing Device (VTU1)	Smart Packaging
		
▪ Controlled cryopreservation ▪ Portable ▪ Liquid nitrogen-free ▪ <5-minute processing times ▪ FDA registration achieved for VCU1 for blood platelets, sperm and ova ▪ Compatible with various packaging, from vials to bags ▪ VCU2 currently under product development and a key focus post-Offer	▪ Controlled thawing ▪ Precise protocols ▪ <5-minute processing times ▪ Benchtop ▪ Compatible with various packaging, from vials to bags ▪ VTU2 currently under product development and a key focus post-Offer	▪ Smart blood bags ▪ Smart sperm packaging

3.4.1.2 Smart Freezing Device (VCU1)

Vitrafy's Smart Freezing Device is a software-enabled controlled-rate cryopreservation device, which operates at varying ultra-low temperatures, with specially designed circulation systems to remove heat from biological materials in a controlled manner.

The method of determining the correct heat transfer conditions to achieve controlled and precise cryopreservation, subsequently limiting cellular damage, is based on the Company's proprietary algorithm (discussed in Section 3.4.1.6), which includes assessment of parameters such as thermal properties, surface area, geometry and product load volumes.

Specific and precise heat is transferred to the core of the material, determined by the algorithm outputs and product requirements. The ability to vary these parameters allows cryopreservation on a wide range of biological materials, importantly providing even and consistent cryopreservation across the entire sample, with varying thermal properties, which may mitigate many of the problems that exist with existing cryopreservation technologies described in Section 2.1.1.

Vitrafy's Smart Freezing Device is a small, portable system, which consumes minimal amounts of power and does not require the use of liquid nitrogen. Further, processing times usually range from one to five minutes, compared to multiple hours required by some existing cryopreservation technologies.

3.4.1.3 Smart Thawing Device (VTU1)

Similarly with the freezing step of the cryopreservation process, the thawing of a biological material requires precise and consistent heat transfer, as different cells require different thawing conditions.

During thawing, products are vulnerable and susceptible to damage through issues such as cryoprotectant toxicity and ice re-crystallisation, resulting in cell membrane rupturing and cell death. As one of the most critical steps in the cryopreservation process, tailored and controlled thawing is crucial. Vitrafy's thawing device and its variability in heat transfer capabilities, may mitigate many of the problems that are present in existing thawing processes and technologies.[38]

The method of determining the correct heat transfer conditions to achieve controlled and precise thawing, limiting cellular damage, is based on the Company's proprietary algorithm (discussed in Section 3.4.1.6), which includes assessment of parameters such as thermal properties, surface area, geometry and product load volumes.

Vitrafy's Smart Thawing Device operates via specially designed circulation systems to consistently add heat energy into biological materials at predetermined speeds. The ability to vary these parameters allows controlled thawing of a wide range of biological materials, importantly to the core of the biological material, which has varying thermal properties.

Vitrafy's Smart Thawing Device is a small portable, benchtop system, which consumes minimal amounts of power and can be tailored for the specific biological material.

3.4.1.4 Smart packaging

To complement the freezing and thawing devices, Vitrafy has developed specific racking and packing systems. These systems are designed to enhance the variable predetermined optimal heat transfer rates required for successful processing.

Vitrafy's smart packages are designed to enhance the ability to have an even, consistent and precise heat transfer rate across the entire package and to the core of the sample for various biological material.

3.4.1.5 LifeChain™

LifeChain™ sample quality management software is focused on retaining the quality of biological material across the entire cryopreservation supply chain.

LifeChain™ is a simple, user-friendly software and interface that automatically collects, calculates, trends and monitors data, while informing operating conditions for the cryopreservation and thawing apparatus. LifeChain™ has been designed to include the following core capabilities:

- The cryopreservation algorithm, which determines heat transfer conditions for the cryopreservation of the specific biological material, as different materials require different conditions.
- Workflow and supply chain management, to coordinate across complex health supply chains and ensure complete sample track and traceability.
- Integration with Vitrafy and third-party devices to provide a view of the sample history while ensuring data security and regulatory compliance.
- Being agnostic across human and animal health applications.

LifeChain™ is the subject of trade mark registrations and pending trade mark applications in key markets, the subject of two international patent applications, and has been designed and developed by Vitrafy.

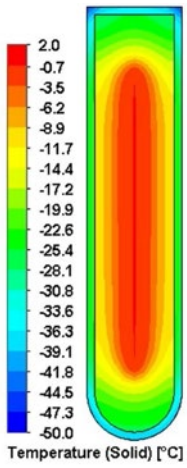
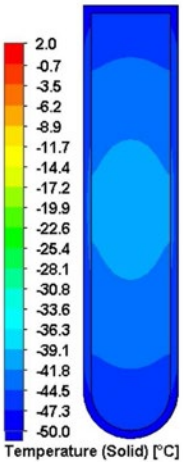
38 Best B. P. (2015). Cryoprotectant Toxicity: Facts, Issues, and Questions. *Rejuvenation research, 18*(5), 422–436. https://doi.org/10.1089/rej.2014.1656.

3.4.1.6 Cryopreservation algorithm

Vitrafy has developed its own unique methodology and processing protocol to give a more precise and consistent result when cryopreserving biological material. This is referred to as the Vitrafy algorithm.

Vitrafy's proprietary cryopreservation algorithm can determine the required operating conditions for cryopreservation and thawing for various biological materials and operating conditions for its smart devices.

Figure 3.7: Vitrafy's Cryopreservation Algorithm

Current Cryogenic Freezing	Vitrafy Smart Freezing
	
▪ Controlled-rate and rapid cryogenic freezing systems often use surface temperature readings to determine average temperature reduction ▪ A frozen crust is often created on the external thermal layers of the sample while the core is still in liquid phase ▪ This igloo effect slows down the heat-removal process to the samples core, thus causing cellular damage	▪ Vitrafy's algorithm can define the required processing conditions for the specific biological material and volume ▪ The algorithm informs the operating conditions of Vitrafy's smart devices, such as heat transfer speeds ▪ This ensures a controlled and consistent cryopreservation and thawing cycle to the core of the product, preventing the igloo effect

3.4.2 Manufacturing and supply chain

To date, Vitrafy's Cryopreservation Technology has been manufactured in-house under a batch manufacturing system at Vitrafy's ISO 13485-certified facility at Ballarat.

Vitrafy currently has 12 VCU1 Smart Freezing devices available for commercial use in both animal and human health applications, and eight VTU1 Smart Thawing Devices, which are available for commercial use in animal and unregulated human health applications (eg medical research).

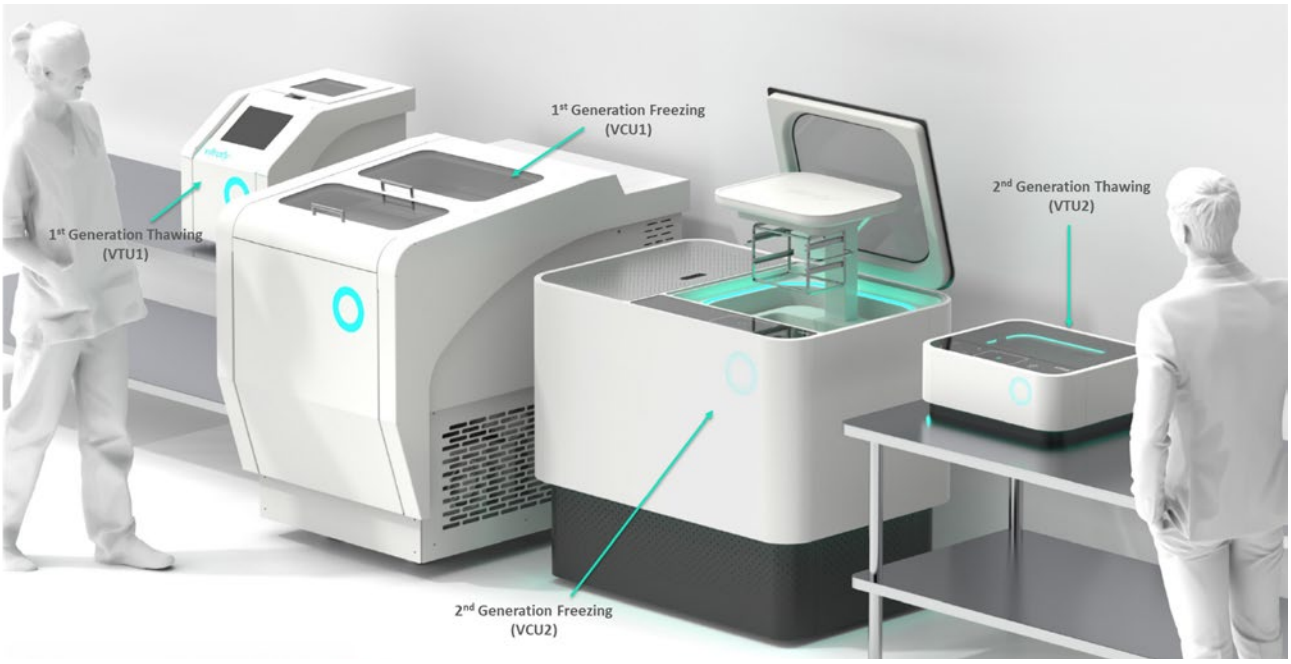
Vitrafy can continue to manufacture its smart devices at its Ballarat facility to meet any short-term or medium-term customer demand.

As Vitrafy continues to grow and expand within the United States, Vitrafy will assess the most practical and efficient method to manufacture and deliver its smart devices to its global partners and customers. This will include the full outsourcing of manufacturing operations to a third-party provider (or providers).

This will bolster the Company's ability to execute on expected growth in demand for Vitrafy's smart devices, while retaining all intellectual property rights.

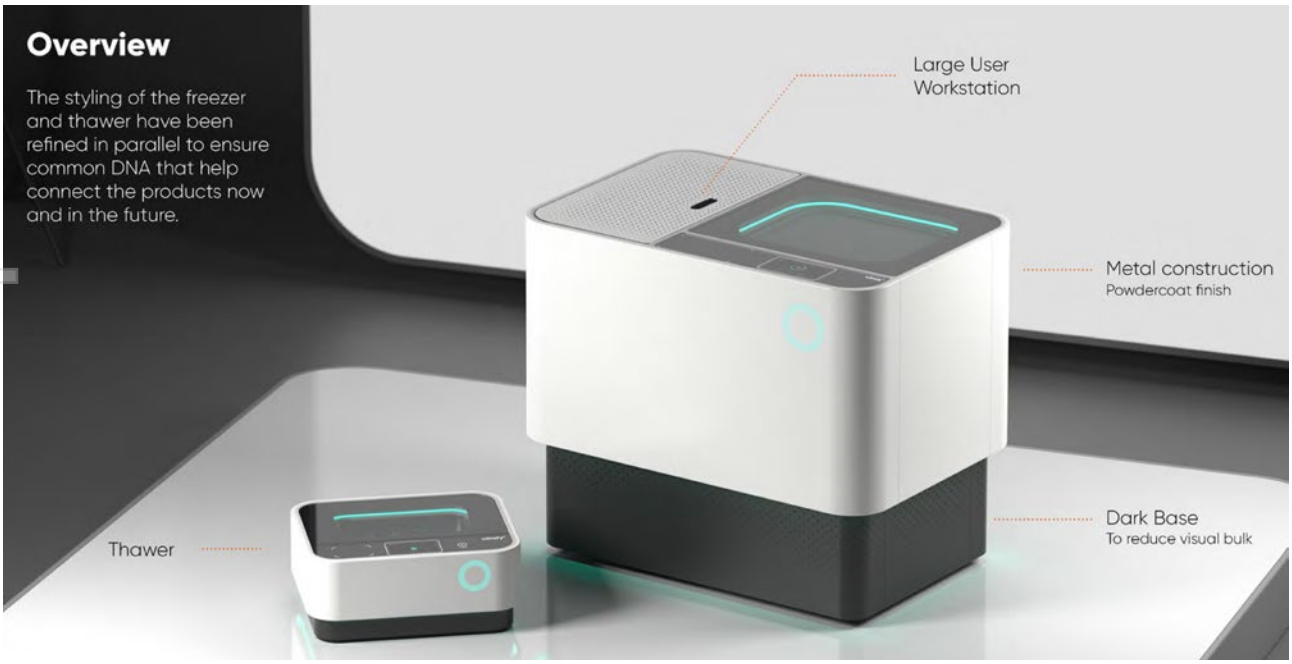
3.4.3 Product development roadmap

Figure 3.8: Vitrafy's Cryopreservation Software and Hardware Solution



Note: These are concept-only images. 2nd Generation devices are currently in the development stage.

Figure 3.9: Vitrafy's Cryopreservation Software and Hardware Solution



Note: These are concept-only images. 2nd Generation devices are currently in the development stage.

With the investment made to date in the research and development for Vitrafy's Cryopreservation Technology, Vitrafy will continue to scale commercial activities with its existing product offering.

With the anticipated growth in, and scaling of operations expected over, the short-to-medium term, Vitrafy has a program to further develop its smart devices, LifeChain™ platform and smart packaging, for mass manufacture and adoption.

Smart devices

The use of Vitrafy's Cryopreservation Technology in research and commercial environments across the last two years has identified significant advances in the approach to appropriately rectifying the negative outcomes associated with existing cryopreservation standards. In addition, Vitrafy has also identified operational and performance improvements to better serve the end users of Vitrafy's Cryopreservation Technology.

Vitrafy has developed a program to design and develop the next generation of if its VCU1 and VTU1 smart devices (to be known as VCU2 and VTU2 smart devices) to better improve deliverability and manufacturing capability of its smart devices. The next generation of these smart devices is expected to give Vitrafy a scalable, mass-manufacture product offering that will deliver a more efficient experience for customers. The next generation of smart devices are also expected to be more automated and will therefore require less support from company personnel, with the aim of the next generation of smart devices enabling a more profitable operating model for Vitrafy.

Vitrafy's intention is to deliver this program of works on a capital-light basis by outsourcing the product design and development of the VCU2 and VTU2 smart devices to a third-party partner, while retaining all intellectual property. This program of work is expected to be undertaken over the next 18 months, commencing in November 2024.

The Company's use of funds set out in Section 7.1, details the costs of the process outlined above.

As noted in Section 3.4.2 above, to meet short-to-medium-term customer demand beyond its existing devices, Vitrafy remains able to batch manufacture VCU1 and VTU1 smart devices at its ISO 13485-certified manufacturing facility at Ballarat, Victoria.

LifeChain™

Vitrafy designed and developed LifeChain™ in-house, which now needs to be adapted to scale with the data and workflow requirements of the Company's collaboration partners.

Vitrafy has developed a program to continue the development of LifeChain™, which will focus on improving the platform's ability to handle the expected data load that will occur due to growth of users and data being collected across smart devices as Vitrafy's Cryopreservation Technology is deployed and adopted at a greater scale.

This program of work is planned over a 12-month period, commencing in November 2024. It is expected that this program will develop LifeChain™ to an enterprise-grade level, further enhance and automate the capability expected of the platform, and build out the full functionality of the platform, as described in Section 3.4.1.5. Vitrafy is currently planning to deliver this program of work via a hybrid team of in-house and outsourced capability.

Again, to meet short-to-medium-term customer demand, Vitrafy's in-house technology team can continue to manage the LifeChain™ platform. Once the platform is developed to an enterprise-grade level, Vitrafy will require less internal resources, and it is therefore expected to be a more profitable operating model for the Company.

The Company's use of funds, set out in Section 7.1, details the costs of the process outlined above.

3.5 Users of the Vitrafy Cryopreservation Technology

Vitrafy Cryopreservation Technology is able to be integrated into many points of the cryopreservation supply chain with each product addressing a different process, further detailed in Section 2.1.4:

Figure 3.10: Vitrafy product and user map

Participant	Users	Vitrafy Product & User Map			
		Vitrafy Smart Freezing Device	Vitrafy Smart Thawing Device	LifeChain™	Vitrafy Smart Packaging
Collection	▪ Collection & donation centres ▪ Point of care ▪ Mobile collection centres	✓	✓	✓	✓
Production	▪ Biomanufacturing centres ▪ CDMOs	✓	✓	✓	✓
Storage	▪ Biobanks & biorepositories ▪ Distribution centres ▪ Point of care	✓	✓	✓	✓
Demand	▪ Point of care ▪ Hospitals ▪ Trauma response situations	✓	✓	✓	✓

3.6 Target jurisdictions and applications

Vitrafy's Cryopreservation Technology has widespread applications across a variety of biological materials. Vitrafy has assessed potential applications and jurisdictions prior to market entry. Vitrafy's assessment includes, but is not limited to:

- the benefits of its solution;
- the competitive advantages of the Vitrafy solution against legacy practices and standards; and
- the likelihood the Company will be able to successfully commercialise the use of its technology and products.

Figure 3.11: Target jurisdiction and application areas

Applications	Animal health	Human health
Use cases	**Assisted reproduction** ▪ Aquaculture ▪ Bovine ▪ Equine ▪ Porcine ▪ Ovine **Protein** **Veterinary health** **Vaccines** **Genetics** **Cell and gene therapy**	**Blood and blood components** ▪ Whole blood ▪ Platelets ▪ Plasma ▪ Red blood cells ▪ White blood cells **Cell and gene therapy** ▪ T-cells ▪ Stem cells ▪ Tissue ▪ Cord blood **Assisted reproduction** ▪ Sperm ▪ Eggs ▪ Embryos **Vaccines and serums**
Priority applications	**Aquaculture and bovine reproduction**	**Human cell and gene therapies** **Blood platelets**
Initial target jurisdictions	US Australia	US Australia

Currently, Vitrafy has identified and is focusing on three key priority application areas where it believes Vitrafy's Cryopreservation Technology will yield the greatest benefit for users. It will focus on accelerating revenue opportunities in unregulated markets before pursuing regulated markets, following the development of enterprise-grade LifeChain™ and the establishment of commercialised manufacturing capabilities.

Figure 3.12: Target markets and priority application areas

Priority application area	Aquaculture and bovine reproduction	Blood platelets	Human cell and gene therapy
Regulatory requirement	Unregulated market	Regulated and unregulated markets	Regulated and unregulated markets
Potential users (target customers)	▪ Animal genetics ▪ Animal reproduction suppliers	▪ Collection centres ▪ CDMOs ▪ Biobanks ▪ Points of care	▪ Pharmaceutical companies ▪ CDMOs ▪ Points of care
Commercial opportunity (refer to Section 2.4 and 2.5 for further details)	Salmon aquaculture ▪ Global salmon production ~130m tonnes p.a.[1] Bovine ▪ Global reproduction of ~170m straws units p.a. with annual value in excess of A$3.0 billion[2]	Blood platelets ▪ 2.3m platelet units p.a. in the United States[3,4] ▪ 20% annual wastage costing ~US$280.0 million[5]	Cell and gene therapy ▪ Average drug cost >US$1 million per dose[9] ▪ 38 CGT therapeutic products approved in the US across 34 organisations[8]
Vitrafy strategy	▪ Accelerate commercialisation ▪ Validate model and technology in commercial settings ▪ Apply learnings to other application areas	▪ Established competitive advantage in human health application ▪ Leverage unregulated project work (ie military) to accelerate revenue ▪ Strategic access pathway to regulated customers	▪ Established competitive advantage in growing human health application ▪ Leverage third-party validation completed with BioBridge Global (T-cell studies) ▪ Strategic access pathway to regulated customers
Vitrafy competitive advantage	▪ Unregulated ▪ Agricultural industry practices able to be disrupted ▪ Low barriers to entry ▪ Managed service model to support partners ▪ Reliability of cryopreservation outcomes	▪ Reliability of cryopreservation outcomes ▪ Proven quality outcomes compared to Regulatory Standards ▪ Ability to effectively store via biobanking as a result of improved cryopreservation outcomes	▪ Reliability of cryopreservation outcomes ▪ Improved yield and processing times positively impact cost to manufacture

Notes:

1. Global Supply Salmonids Production 2009–2022 by type, https://www.statista.com/statistics/1026343/global-salmonids-supply.
2. *Australian Financial Review*, 'Sex is big business at dairy farms, and in the courts', https://www.afr.com/companies/agriculture/sex-is-big-business-at-dairy-farms-and-in-the-courts-20180104-h0dif4.
3. United States Census Bureau, https://www.census.gov/popclock.
4. World Health Organisation, Global Status Report on Blood Safety and Availability 2016, https://iris.who.int/bitstream/handle/10665/254987/9789241565431-eng.pdf.
5. Wastage average of 20%, Jones JM, Sapiano MRP, Mowla S, Bota D, Berger JJ, Basavaraju SV. Has the trend of declining blood transfusions in the United States ended? Findings of the 2019 National Blood Collection and Utilization Survey.
6. American Society of Gene + Cell Therapy, https://patienteducation.asgct.org/clinical-trials.
7. Drug Discovery & Development, April 2024, https://www.drugdiscoverytrends.com/how-price-safety-and-efficacy-shape-the-cell-and-gene-therapy-landscape.
8. Vitrafy estimate based on publicly available data, https://www.fda.gov/vaccines-blood-biologics/cellular-gene-therapy-products/approved-cellular-and-gene-therapy-products.
9. Cell and Gene Therapy Manufacturing Costs Limiting Access, genengnews.com.

3.6.1 Blood platelets

As outlined in Section 2.2.1.3, one of Vitrafy's priority applications in human health is the cryopreservation and quality management of blood platelets.

Access to sufficient inventory of platelets is a serious issue across healthcare systems. Currently, most blood platelets collected are not cryopreserved. This is due to the negative impact that many current cryopreservation technologies have on platelets. The Industry Regulatory Standard for the cryopreservation of blood platelets at 50% recovery of cells post-thaw.

As a result, platelets are usually stored at room temperature, resulting in a shelf life of between five and seven days.[39,40] In addition, the short shelf life of platelets results in approximately 20% of all platelets collected annually, going to waste due to expiration.[41]

The benefits of the Vitrafy Cryopreservation Technology versus many existing technologies and processes were highlighted in Vitrafy's research studies with the ARCL (outlined in Section 3.8.1.2). These studies showed a higher post-thaw recovery outcome of cryopreserved platelets, that materially exceeded the Industry Regulatory Standard.

The ability to successfully cryopreserve platelets may positively affect the collection, storage and delivery of platelets across the supply chain. Vitrafy believes that through the implementation of Vitrafy's Cryopreservation Technology, the biobanking of blood platelets may be a viable option to meet the demand for this biological material, which is critical to the delivery of life-saving healthcare.

Refer to Section 2.2.1.2 for further information on the platelets industry.

3.6.2 Human CGTs

As outlined in Section 2.2.1.3, Vitrafy's other priority application in human health is the emerging therapies, drugs and medical solutions associated with the CGT sector. Underpinned by significant growth in the sector, Vitrafy's Cryopreservation Technology addresses the needs of many CGT products that require cryopreservation techniques that do not compromise the recovery of the underling biological sample.

The increased growth of and investment in CGT products the industry, which relies on viable biological samples, represents a significant market opportunity for Vitrafy. With short cryopreservation freezing and thawing cycles, Vitrafy's Cryopreservation Technology has the potential to remove time and cost from the biomanufacturing process required for the development of therapeutic healthcare treatments such as CAR T-cell therapy.

Vitrafy has validated its ability to retain the quality of T-cells, when compared to fresh T-cells (refer to Section 3.8.1.1) and believes that through the use of its technology it will be able to:

- reduce the deterioration of T-cells throughout the biomanufacturing process;
- improve the manufacturing time by reducing cryopreservation cycle times; and
- support the rollout of allogeneic products via providing effective cryopreservation technology for use within a biobanking supply chain.

Vitrafy believes that these factors will help improve the ability to scale, deliver and provide access to CGT products globally, which will positively impact patients' ability to access these healthcare treatments.

Given the size of the existing US clinical trial sector and its historical and expected growth, there is substantial opportunity to use the clinical trial market as a pathway to broader acceptance in the CGT market. Vitrafy's strategy is to participate in these clinical trials and clinical research in an effort to secure long-term customer relationships.

See Section 2.2.1.3 for further information on the CGT industry.

39 American Red Cross Blood Services website, Blood Components, https://www.redcrossblood.org/donate-blood/how-to-donate/types-of-blood-donations/blood-components.html.

40 Six, K. R., Compernolle, V., & Feys, H. B. (2020). Platelet Biochemistry and Morphology after Cryopreservation. *International journal of molecular sciences*, 21(3), 935. https://doi.org/10.3390/ijms21030935.

41 Stubbs, J. R., Shaz, B. H., Vassallo, R. R., & Roback, J. D. (2022). Expanding the platelet inventory to mitigate the impact of severe shortages. *Hematology. American Society of Hematology. Education Program*, 2022(1), 424–429. https://doi.org/10.1182/hematology.2022000379.

3.6.3 Aquaculture and Bovine reproduction

Vitrafy's Cryopreservation Technology has applications in the animal reproduction market, where in some cases 100% of samples are cryopreserved. This market includes animal reproduction across multiple species (eg aquaculture, bovine and equine). Vitrafy is prioritising the aquaculture and bovine reproduction markets.

There is no regulatory requirement for the application of Vitrafy's Cryopreservation Technology in the animal reproduction market. As a result, Vitrafy prioritised this market as it presented an opportunity to earn early revenues from the application of Vitrafy's Cryopreservation Technology.

Current cryopreservation methodologies in aquaculture and bovine reproduction use legacy systems that have seen minimal advancements. The adoption of Vitrafy's Cryopreservation Technology has seen positive yield benefits for users and eliminates the requirement for liquid nitrogen during cryopreservation, improving the safety of the process.

In 2023, Vitrafy achieved its first revenues in the aquaculture market as outlined in Section 3.8.2.1 and in October 2023, Vitrafy entered into a collaboration agreement in the bovine market as outlined in Section 3.8.2.2.

3.7 Commercialisation

Vitrafy has developed a staged commercialisation plan in order to create a sustainable platform for growth and adoption within the global cryopreservation market. This plan includes:

- a collaboration-to-commercialisation strategy;
- a clearly defined revenue model;
- a proven model – Huon case study; and
- a developed pipeline of future opportunities.

3.7.1 Overview of commercialisation strategy

As Vitrafy is transitioning from research and development to commercialisation, it has been developing a strategy that is focused on driving market education about Vitrafy's value proposition and early adoption of Vitrafy's Cryopreservation Technology. This model has taken the form of a collaboration-to-commercialisation strategy, where Vitrafy has partnered with leading industry players to prove out Vitrafy's Cryopreservation Technology in commercial settings, with the view to securing commercial contracts with these parties at the completion of successful validation studies, and using these studies and partnerships to further broaden market awareness.

Vitrafy's objectives through this next phase of the business are to:

- validate Vitrafy's Cryopreservation Technology in commercial settings;
- identify key areas of creation of value for customers via adoption of Vitrafy's Cryopreservation Technology, which in turn will assist in instructing pricing considerations;
- build a robust data base of application testing results to feed into further product development;
- establish a clear pathway to long-term commercial arrangements; and
- build a robust sales pipeline as Vitrafy builds manufacturing via an outsourced model.

While different sectors and customers will require solutions configured to their needs, the market for a managed cryopreservation service is apparent, and as a result Vitrafy is going to market with a complete solution encompassing hardware, software and services to deliver the outcomes required by partners.

As these studies progress, and partners look to embed these services into their business processes, it is envisaged that a significant, recurring revenue stream will be generated from the market.

3.7.2 Commercialisation priorities

While Vitrafy's Cryopreservation Technology is able to be commercialised globally, as part of its go-to-market commercialisation strategy, Vitrafy is focused on the United States and Australia as its initial priority jurisdictions.

As outlined in Section 2.1.1, Vitrafy's Cryopreservation Technology has broad application across animal and human health. However, given the scientific validation studies completed to date (see Section 3.8) as part of the Company's market entry strategy, Vitrafy has prioritised the biobanks and cell preservation markets (specifically blood platelets, CGT), and the animal reproduction market (specifically bovine and aquaculture), as its initial priority application areas for market entry. These markets are discussed in detail in Sections 2.2 to 2.2.2.

Vitrafy will continue to build out additional applications and jurisdictions over the medium-to-long term. Additional information on these priorities is outlined in Section 3.5.

3.7.3 Revenue model

Summary

While Vitrafy has commenced generating revenue, the Company is still early in its commercialisation. Through its collaboration-to-commercialisation strategy, Vitrafy is undertaking a transitional revenue model designed to bring forward revenue opportunities by initially addressing unregulated markets, headlined by existing collaboration agreements with the USAISR and SSI, while hardware device manufacturing at scale and further regulatory approvals are secured.

Vitrafy is currently executing a managed service revenue model in which Vitrafy provides Vitrafy's Cryopreservation Technology to customers for use within their existing cryopreservation workstreams.

This model results in Vitrafy providing the smart devices, LifeChain™ base access and smart packaging to the user for a fee. With each device or service being able to be decoupled, Vitrafy believes that in the future there may be opportunities to independently commercialise specific parts of its offering (eg LifeChain™ as a software-as-a-service model).

Vitrafy will be bolstering its presence in North America through the recruitment of local business development staff and consultants to further progress and accelerate revenue opportunities. Businessdevelopment will be undertaken with potential customers who have demand for cryopreservation solutions to include other organisations with demand for cryopreservation solutions, including biopharmaceuticals, clinical research organisations, other animal health providers, as well as distributors of allied products and services. This includes attending site visits, ensuring Vitrafy's presence at key conferences and exhibitions, building relationships with academic institutions, as well as raising awareness in the market of Vitrafy's offering. For further details on how funds raised under the Offer will be applied towards this purpose, refer to Section 7.1.4.

Phased development

Through the collaboration-to-commercialisation strategy, Vitrafy is able to realise revenue opportunities now, while continuing to establish a sustainable platform for future growth as it continues its investment in its products and service offerings.

3.7.4 Commercialisation case study: Huon

The benefits of this strategy have already been proven following successful trials with Tasmania-based company Huon Aquaculture (**Huon**), as Vitrafy successfully dislodged a competitor to become their chosen cryopreservation partner. Huon is a perfect example of the collaboration-to-commercialisation strategy at work.

Collaboration agreement

Vitrafy entered into a collaboration agreement with Huon in February 2022 to undertake optimisation and trial cryopreservation at Huon's New Norfolk, Tasmania facility, in place of Huon's existing cryopreservation provider. The trial was for the cryopreservation of neo male brood stock (sperm) for the 2022 season.

Based upon the successful optimisation and testing conducted in 2022 (refer to Section 3.8.2.1), Vitrafy was able to successfully commercialise its relationship with Huon in 2023 as the results achieved further success:

- **May 2022:** Entered into collaboration agreement – complete initial cryopreservation trials.
- **September 2022:** Completed first thawing and fertilisation with fertilisation results comparable to fresh fertilisation.
- **May 2023:** Entered into commercial agreement for cryopreserving neo-male salmon milt for one season, generating first revenues from operations (circa $35,000).
- **February 2024:** Pilot program onboarding Huon breeding operations onto LifeChain™.
- **June 2024:** Entered into multi-year agreement for cryopreservation services. This contract covers the 2024, 2025 and 2026 breeding seasons, with minimum volumes that can be scaled to reflect broader adoption.

For further information in relation to the Huon contract, see Section 10.8.4.

3.7.5 Execution pipeline

Vitrafy has partnered with key strategic groups via collaboration agreements to assist the Company in fast-tracking its commercialisation process. Each current collaboration agreement has been developed in line with the collaboration-to-commercialisation strategy in prioritised application areas where the Company has validated both a commercial and scientific use case. See Section 10.8 for further details on existing collaboration agreements. Vitrafy continues to seek opportunities to enter into further collaboration agreements and is in various stages of discussions with potential counterparties in relation to this.

The current collaboration agreements are focused around:

- **Blood and blood products:** In April 2024, Vitrafy entered into a cooperative research and development agreement (**CRADA**) with the US Army Institute of Surgical Research (**USAISR**). Initial focus of the CRADA is using Vitrafy's Cryopreservation Technology to improve the cryopreservation process of banking emergency blood products (including platelets and whole blood). For further information on this agreement, see Section 10.8.2.
- **Bovine sperm:** Vitrafy has entered into a collaborative research agreement with Select Sires, Inc. (**SSI**) in October 2024. With positive results under the initial scope of works, Vitrafy and SSI have agreed the next study, which represents a further expansion of the relationship with a clear pathway to a commercial arrangement. For further information on this agreement, see Section 10.8.3.
- **CGT:** Vitrafy is in various stages of discussions with counterparties in the United States, Japan and Australia regarding potential collaboration or cooperation arrangements in the priority application of CGT. While these discussions may not advance to commercial outcomes for Vitrafy, Management believes the quality of these counterparties indicates a market need for more effective cryopreservation technology within the CGT market.

In relation to this, Vitrafy is party to a Collaborative Research Agreement with CSL Innovation Pty Ltd (**CSL**). This is an umbrella agreement under which the parties agree specific projects to collaborate on. Whilst the initial project was part of a study relating to CGT applications, that study is no longer ongoing and therefore the parties are working together to identify a new project. However, if no further projects are identified the agreement may expire in March 2025 or earlier if a party exercises an early termination right. For further information in relation to this agreement see Section 10.8.1.

While terms of each collaboration agreement vary, these collaboration agreements can provide Vitrafy with significant benefits including:

- key development feedback in target application areas;
- in-kind resource support from market-leading organisations;
- application and business-specific information to instruct commercial managed service requirements;
- marketing material in the form of case studies and for use in application outcomes; and
- revenue generation opportunities.

As Vitrafy matures, the need for the collaboration-to-commercialisation strategy will reduce.

For further information about Vitrafy's current collaboration agreements, please refer to Section 10.8.

For risks associated with them, see Section 5.1.3.

3.8 Scientific research

Vitrafy's Cryopreservation Technology has been proven to substantially increase cell survival and functionality when compared to many industry and regulatory standards via internal testing and third-party validation studies.

Initial collaboration agreements with some of these parties have resulted in further collaboration through commercial agreements, which are ongoing and discussed in more detail in Section 10.8.

3.8.1 Human health applications

3.8.1.1 Human CGTs – BioBridge

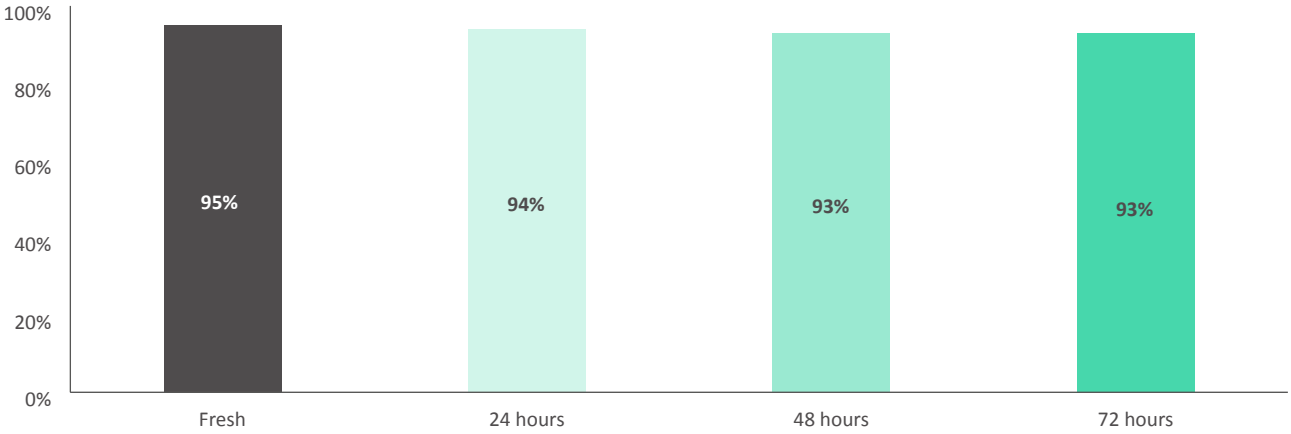
BioBridge is a United States-based non-profit that offers diverse products and services ranging from blood resource management to comprehensive advanced therapy product development support. It offers expert capabilities in collection management, testing and distribution of donated blood, plasma, tissue and starting materials such as leukopaks, cord blood and birth tissue as well as phase appropriate cellular therapy manufacturing solutions and testing capabilities ranging from donor screening, in-process and release assays and analytical development.

In April 2021, Vitrafy entered into a collaboration agreement with BioBridge to independently test and validate Vitrafy's Cryopreservation Technology with T-cells for the application of CAR T-cell therapy.

During October 2023, BioBridge completed scientific study was completed comparing T-cells cryopreserved using Vitrafy's Cryopreservation Technology against fresh T-cell samples over three different time periods: 24 hours after cryopreservation, 48 hours after cryopreservation, and 72 hours after cryopreservation, and measured immediately after thawing.

The test results are below:

Figure 3.13: Summary of Phase 1 T-cell viability testing Vitrafy versus Fresh over three periods



The positive results from the collaboration agreement with BioBridge supported the data collected from Vitrafy's in-house testing and validated that Vitrafy's Cryopreservation Technology is able to cryopreserve T-cells, with cell recovery being the equivalent of fresh T-cells. This is a material improvement from data published in scientific journals, which demonstrate a significant decrease in post-thaw T-cell recovery.

3.8.1.2 Blood platelets – Australia Red Cross Lifeblood

ARCL is responsible for the collection and distribution of blood and biological products in Australia to provide life-giving blood, plasma, transplantation and biological products for world-leading health outcomes.

In March 2022, Vitrafy entered into a Collaborative Research Agreement with ARCL to undertake a third-party validation and verification study, to assess the viability and functionality of blood platelets following cryopreservation using Vitrafy's technology.

ARCL's study was split into phases 1a and 1b. The phase 1a study assessed the recovery of platelets post-thaw following cryopreservation using Vitrafy's Cryopreservation Technology.

The results of the phase 1a study established that the platelets had a recovery of 97.5% post-thaw compared to the Industry Regulatory Standard of 50% post-thaw recovery for cryopreserved platelets.

The phase 1b study focused on measuring post-thaw functionality following cryopreservation compared to industry best practices for cryopreserving platelets, with specific focus on phenotyping and functionality post-thaw.

The results from the Phase 1b were received in February 2024. The results were extremely positive and demonstrated:

- platelets cryopreserved using Vitrafy's technology function normally, with strong clot strength and fast clotting times;
- platelets cryopreserved by Vitrafy's technology are not unduly activated by cryopreservation; and
- the phenotype of cryopreserved platelets using Vitrafy's technology achieved results consistent with global industry-best cryopreservation technology for platelets.

These results emphasise what Vitrafy believes is its core value proposition: higher post-thaw recovery standards, which match or exceed the leading market standards for functionality, delivered in a more timely, efficient and cost-effective method to existing cryopreservation technologies.

3.8.2 Animal health applications

3.8.2.1 Aquaculture reproduction – Huon

Huon is a leading Australian Atlantic salmon producer based in Hobart, Tasmania. Huon produces on average 35,000 tonnes of salmon per season,[42] with salmon breeding being a mixture of fresh fertilisation and artificial insemination conducted via cryopreserved salmon milt.

The collaboration with Vitrafy was aimed at providing consistent, high-quality post-thaw semen motility samples, faster and without the use of liquid nitrogen.

Vitrafy successfully completed Huon's commercial cryopreservation of high-volume, high-throughput, genetic milt during the 2022–2023 seasons:

- Fresh fertilisation results were approximately 70–80%;
- The publicly published cryopreserved fertilisation results using existing technology was 0–40%[43]; and
- Using Vitrafy's Cryopreservation Technology, the fertilisation rate was, on average, 70% across the samples measured.

The success of this trial has seen Vitrafy dislodge a competitor to become Huon's cryopreservation provider, as outlined in Section 3.7.4.

3.8.2.2 Bovine reproduction – SSI

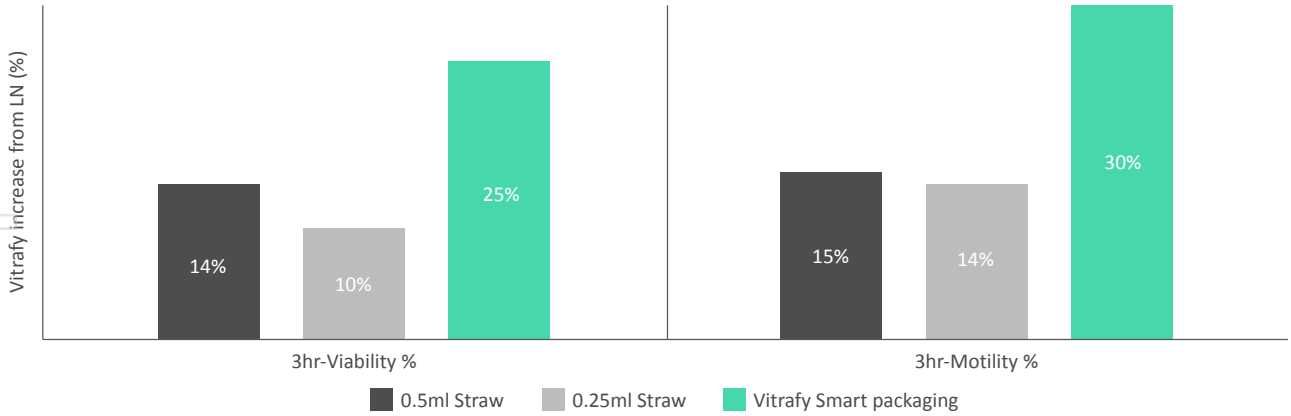
In October 2023, Vitrafy entered into a collaborative research agreement with SSI, a United States-based company that supplies farmers and ranchers with bovine genetics, services and programs. SSI is one of the largest cattle semen collection and distribution companies in the United States.[44] This semen is used in breeding programs across the globe for artificial insemination in both beef and dairy cattle herds. Improvements from existing post-thaw sperm motilities may have a significant impact on the cattle reproduction market.

The initial testing to be completed under the collaboration agreement with SSI involved a comparison study on cryopreserved bull semen against existing industry best practices and standards.

The study produced the following results:

Figure 3.14: Vitrafy's bovine semen post-thaw motility baseline versus industry best practice after three-hour incubation

Vitrafy 3-hour Sample Improvement



The success of this study enables Vitrafy to address the entire bovine market, and the results of the study provide strong indications of the ability to retain the quality of semen more generally, which has applications in the human health market.

For further information in relation to contractual arrangements resulting from these collaboration arrangements, see Section 10.8.

42 Huon Aquaculture, Annual Report 2021, https://www.annualreports.com/HostedData/AnnualReports/PDF/ASX_HUO_2021.pdf.
43 Cryopreservation of Atlantic salmon *Salmo salar* sperm: effects on sperm physiology, Journal of Fish Biology (2016).
44 Select Sires Inc. Website, https://www.premierselectsires.com.

3.9 Regulatory approvals

Vitrafy can commercialise Vitrafy's Cryopreservation Technology in both regulated and unregulated markets for biological application areas within human and animal health. The Company has identified areas of the regulated markets as a large commercial opportunity and is therefore prioritising individual regulatory clearances for Vitrafy's Cryopreservation Technology. The unregulated market has allowed Vitrafy to commence revenue generation while still securing regulatory approvals in target jurisdictions.

Vitrafy has developed its strategy for obtaining regulatory clearance in conjunction with a US-based consultancy service that specialises in providing regulatory guidance and support, including engaging directly with regulators such as the FDA. Vitrafy continues to prioritise the United States for its regulatory clearances.

3.9.1 Current regulatory status

During 2024, Vitrafy has registered its VCU1 with the FDA as a Class II Medical Device, which is exempt from the 510(k) process, enabling commercialisation in regulated environments within the permitted uses listed below. Vitrafy has a clear development plan for the strategic rollout of additional products and jurisdictions.

Access to key regulated markets of blood platelets, biobanks and research settings has been secured via this FDA registration.

Figure 3.15: Summary of regulatory clearances achieved:

Device Name	Status/Pathway	Permitted Use	Timing
VCU1 Smart Freezing Device	FDA Registration Class 2 Medical Device 510(k) exempt	Sperm and Ova	Complete 2024
VCU1 Smart Freezing Device	FDA Registration Class 2 Medical Device 510(k) exempt	Blood Products (Platelets)	Complete 2024

In addition, the registration of VCU1 as a medical device, manufactured under an ISO 13485-approved standard, enables the device to be commercialised in applications within the intended uses registered with the FDA in the United States. This will allow VCU1 to be included as part of pharmaceutical biologics license applications (**BLA**) for therapeutic drugs in development, and will, therefore, allow Vitrafy's Cryopreservation Technology to be used in the supply chain for CGT products.

3.9.2 Addressable markets – unregulated

Vitrafy can commercialise Vitrafy's Cryopreservation Technology in the unregulated human health market, such as research and trials with products that are not intended to be introduced into the human body.

Vitrafy's Cryopreservation Technology has applications in the animal health market, which includes animal reproductive processes across multiple species, including in aquaculture and bovine.

There is no regulatory requirement for the application of Vitrafy's Cryopreservation Technology in the animal health market, and Vitrafy has commenced commercialising Vitrafy's Cryopreservation Technology in that market.

3.9.3 Future approvals and ongoing regulatory obligations

Future regulatory approvals

With the key FDA registration of VCU1 secured, Vitrafy will continue to work to progress additional regulatory approvals for Vitrafy's Cryopreservation Technology. Importantly, Vitrafy has established a predicate smart device for future approvals through the FDA registration of VCU1, which is expected to expediate future approvals.

Regulatory approval for Vitrafy's Smart Thawing Device and its Smart Packaging will be progressed in the United States over the short-to-medium term.

Components of LifeChain™ are contained within the regulatory approval of the smart devices, but may be subject to an individual regulatory approval process.

Vitrafy will continue to progress towards regulatory approval of its smart devices in the Australian market with the Therapeutic Goods Administration (**TGA**), and the European market, in due course.

Ongoing regulatory obligations

Vitrafy has an ISO 13485-certified medical device manufacturing facility, which has annual audits conducted by DNV Product Assurance. As part of its ongoing obligations, Vitrafy completed an annual audit of its ISO 13485 certification in October 2024.

The ISO 13485 certification provides Vitrafy with the ability to continue to manufacture its VCU1 Smart Freezing Device for commercial use in all animal and human health that have regulatory clearance, and its VTU1 Smart Thawing Devices for commercial use in animal and human health applications that are not intended to be introduced into the human body (eg medical research).

Figure 3.16: Summary of regulatory pipeline of next generation smart devices:

Device Name	Status/Pathway
VCU2 Smart Freezing Device (further detail on the capital required for the development of VCU2 is outlined in Section 7.1)	Under development Expected to be available for use in unregulated markets during CY25 Expected FDA Class 2 Medical Device 510(k) exempt Expected TGA Class 2
VTU2 Smart Thawing Device (further detail on the capital required for the development of VTU2 is outlined in Section 7.1)	Product in early development Available for use in unregulated markets when complete Expected FDA Class 2 Medical Device 510(k) Expected TGA Class 2

A 510(k) is a submission made to the FDA to demonstrate that the device to be marketed is as safe and effective as, that is, substantially equivalent to, a legally marketed (predicate) device.

3.10 Growth opportunities

Vitrafy has identified five core growth opportunities across existing target markets and product development.

3.10.1 Expansion of biological applications

Vitrafy has prioritised biological applications based upon the competitive advantage and value proposition that Vitrafy believes it can deliver within each application. The expansion of biological applications Vitrafy can address through Vitrafy's Cryopreservation Technology will result in increased users and revenue opportunities for the Company. Over the short-to-medium term, Vitrafy will explore the following application areas:

Future target applications
Other blood products, in addition to platelets (plasma, red blood cells, cord blood)
Assisted reproductive applications (sperm, eggs, embryos, ovarian tissue)
Animal reproduction species (equine)
Vaccines and serums

3.10.2 Jurisdictional and regulatory expansion

In the short-to-medium term, Vitrafy has prioritised the United States and Australia as its primary markets for operation. This prioritisation of the United States and Australia also involves securing the necessary regulatory approvals for the products within each jurisdiction.

Securing the regulatory approvals for different products within the Vitrafy Cryopreservation Technology, and expanding operations across multiple jurisdictions, will help drive Vitrafy's commercialisation process and growth.

3.10.3 Product expansion

Vitrafy will continue to build out Vitrafy's Cryopreservation Technology offering in the regulated and unregulated markets to strengthen its competitive advantage and intellectual property protections including, but not limited to, Vitrafy's Smart Packaging.

3.10.4 Conversion of collaboration agreements to commercial customers

While still at collaboration stage, Vitrafy believes it will have the ability to convert some of its existing collaboration partners into commercial customers, with each representing a significant revenue opportunity.

Further, the successful completion of the validation studies with existing partners could generate additional interest in Vitrafy's Cryopreservation Technology from other potential customers, presenting further revenue opportunities in the medium term.

3.10.5 Establishing new collaboration agreements

Vitrafy will be investing in business development and operational capabilities in the target jurisdictions of Australia and the United States. The increased focus and allocation of resources will likely generate additional collaboration and revenue opportunities, and ultimately result in a pipeline of sales opportunities as the Company matures its approach to market.

3.11 Intellectual property

Vitrafy has a patent portfolio that includes applications filed in Australia and internationally for eight patent families and 5 design patent families (with more than 100 individual claims). These comprise:

- Family 1: Method and apparatus for freezing of biological products;
- Family 2: Method and apparatus for freezing of packaging products;
- Families 3 and 4: Method and apparatus for preservation of biological material;
- Family 5: Packaging for preservation of biological material;
- Family 6: Method for controlling the handling of biological material;
- Family 7: Packaging for preservation of biological material; and
- Family 8: Method and system for controlling the processing of biological materials.

In addition, Vitrafy has a design portfolio that includes applications filed in Australia and internationally for five design families. These comprise:

- Families 9 and 10: Smart Blood Bag;
- Family 11: Smart Aquaculture Bag;
- Family 12: Packaging for preservation of biological material; and
- Family 13: Housing for preservation of biological material.

In December 2023, Vitrafy was granted formal registration of its first (non-design) patent in China.

Of Vitrafy's eight patent families, three patent families are in the international (Patent Cooperation Treaty) phase and five patent families have progressed to the national phase entry.

Of Vitrafy's five design patent families, two design families include registered Australian designs only, and three design families include registered Australian designs and corresponding foreign design applications/registrations.

The patent families that have progressed through the international phase have received non-binding indications of novelty and/or inventiveness in at least some claims in the respective International Preliminary Reports of Patentability, giving Vitrafy a high level of confidence of final registration.

Vitrafy expects continued granting of formal registration of its patents as each of its patent families progress through the mandatory phases towards registration.

A list of Vitrafy's patent and design families and their status is set out in the Intellectual Property Report in Section 9.

Vitrafy has also filed a number of trade mark applications in key jurisdictions to support its operations, including for its LifeChain™ trade mark. The details of these applications and their status are set out in the Intellectual Property Report in Section 9.

3.12 General operations

Vitrafy Life Sciences is headquartered in Melbourne, Australia. In addition, the Company has operations in Ballarat, Victoria, which provides a fully operational laboratory, engineering and an ISO 13485-certified manufacturing facility.

Operations are split across four core functions: corporate and administration, software and hardware engineering, medical science and regulatory, and business development. The Company currently employs 24.1 FTE across these four functions.

Over the next two years, the Company is planning to scale operations to create a sustainable platform for future growth. This will include building out internal capabilities and know-how via recruiting further technical expertise, and establishing operations in North America.

4.

FINANCIAL INFORMATION

4. FINANCIAL INFORMATION

4.1 Introduction

The financial information contained in this Section 4 includes historical financial information for the Company for the financial years ended 30 June 2022 (**FY22**), 30 June 2023 (**FY23**) and 30 June 2024 (**FY24**).

This Section 4 contains a summary of:

(a) Statutory historical financial information comprising:

(i) statutory historical statement of profit or loss and other comprehensive income for FY22, FY23 and FY24 (**Statutory Historical Income Statement**);

(ii) statutory historical statement of cash flows for FY22, FY23 and FY24 (**Statutory Historical Cash Flow Statements**); and

(iii) statutory historical statement of financial position as at 30 June 2024 (**Statutory Historical Statement of Financial Position**),

(together, the **Statutory Historical Financial Information**); and

(b) Pro forma historical financial information comprising:

(i) pro forma historical statement of profit or loss and other comprehensive income for FY24 (**Pro Forma Historical Income Statement**); and

(ii) pro forma historical statement of financial position as at 30 June 2024 (**Pro Forma Historical Statement of Financial Position**),

(together, the **Pro Forma Historical Financial Information**).

The Statutory Historical Financial Information and Pro Forma Historical Financial Information are together referred to as the '**Financial Information**'.

The Company has a 30 June financial year end.

In addition, this Section 4 summarises:

(a) the basis of preparation and presentation of the Financial Information (see Section 4.2);

(b) information regarding certain non-IFRS financial measures (see Section 4.2.3);

(c) the key pro forma financial metrics (see Section 4.3);

(d) the pro forma adjustments to the Statutory Historical Financial Information (see Section 4.3.1);

(e) information regarding liquidity and capital resources (see Section 4.6.2);

(f) information regarding the Company's contractual obligations, commitments and contingent liabilities;

(g) management's discussion and analysis of the Pro Forma Historical Financial Information (see Section 4.7);

(h) a description of the Company's critical accounting policies (see Section 4.9); and

(i) the Company's proposed dividend policy (see Section 4.10).

The information in this Section 4 should also be read in conjunction with the risk factors set out in Section 5 and other information contained in this Prospectus.

All amounts disclosed in Section 4 are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest dollar. Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any differences between totals and sums of components in figures or tables contained in this Prospectus are due to rounding.

4.2 Basis of preparation of the Financial Information

4.2.1 Overview and preparation and presentation of the Financial Information

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information included in this Prospectus is intended to provide potential investors with information to assist them in understanding the underlying historical financial performance, cash flow and financial position of the Company.

Given the fact that the Company is in an early, growth stage of development, there are significant uncertainties associated with forecasting the future revenues and expenses of the Company. On this basis, the Directors believe that there is no reasonable basis for the inclusion of financial forecasts in the Prospectus.

The Company was incorporated on 8 November 2017.

The Statutory Historical Financial Information has been prepared in accordance with the recognition and measurement principles prescribed in AAS (including the Australian Accounting Interpretations) adopted by the Australian Accounting Standards Board (**AASB**), which are consistent with IFRS issued by the IASB and the Company's accounting policies (the Company's significant accounting policies are described in Appendix A). The Pro Forma Historical Financial Information has been prepared in accordance with the recognition and measurement principles of AAS, other than it includes certain adjustments, which have been prepared in a manner consistent with AAS, that reflect (a) the exclusion of certain transactions that occurred in the relevant period and (b) the impact of certain transactions as if they had occurred on or before 30 June 2024.

The Pro Forma Historical Financial Information does not reflect the actual financial results and cash flows of the Company for the periods indicated. The Directors of the Company believe that it provides useful information as it permits investors to examine what is considered to be the underlying financial performance and cash flows of the business presented on a consistent basis.

The Financial Information is presented in an abbreviated form, and it does not include all of the presentation and disclosures, statements or comparative information required by AAS and other mandatory professional reporting requirements applicable to general-purpose financial reports prepared in accordance with the Corporations Act.

In addition to the Financial Information, this Section 4 describes certain non-IFRS financial measures that the Company uses to manage and report on the business that are not defined under or recognised by AAS or IFRS.

Independent Limited Assurance Report

The Financial Information (as defined above) has been reviewed by Grant Thornton Corporate Finance Pty Ltd in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information as stated in its Investigating Accountant's Report set out in Section 8. You should note the scope and limitations of the Investigating Accountant's Report.

4.2.2 Preparation of the Financial Information

The Financial Information has been presented on both a statutory and pro forma basis and has been prepared for the purpose of inclusion in this Prospectus.

The Statutory Historical Financial Information for FY22, FY23 and FY24 for the Company has been derived from the audited general-purpose financial statements of the Company for FY22, FY23 and FY24.

The financial statements of the Company for FY22, FY23 and FY24 were audited by Grant Thornton Audit Pty Ltd in accordance with Australian Auditing Standards. The audit opinion issued for each of FY22, FY23 and FY24 was unmodified and included a material uncertainty relating to going concern. Section 4.3 Table 4.1 sets out the Statutory Historical Income Statements for FY22, FY23 and FY24 and Table 4.2 sets out the Pro Forma Historical Income Statement for FY24 and reconciliation to the Statutory Historical Income Statement for FY24.

Section 4.5 Table 4.3 sets out the Statutory Historical Cash Flow Statements for FY22, FY23 and FY24.

Section 4.6.1 sets out the pro forma adjustments to the Statutory Historical Statement of Financial Position, and a reconciliation of the Statutory Historical Statement of Financial Position to the Pro Forma Historical Statement of Financial Position. Pro Forma adjustments were made to the Statutory Historical Statement of Financial Position to reflect the impact of the Offer, including the impact of conversion of the Convertible Notes, the exercise of options, the raising of $35.0 million in fresh capital and costs associated with the Offer.

The Pro Forma Historical Financial Information has been prepared for the purpose of inclusion in this Prospectus. The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information for the Company and adjusted for the effects of the pro forma adjustments.

In preparing the Financial Information, the Company's accounting policies (as set out in Appendix A) have been consistently applied throughout the periods presented.

You should note that past results are not a guarantee of future performance.

Going concern

The Financial Information for FY24 has been prepared on a going-concern basis, which contemplates continuity of normal business activities and realisation of assets and discharge of liabilities in the normal course of business.

The Directors believe that there are reasonable grounds that the Company will be able to continue as a going concern and execute its strategies as envisaged in the Company's business plan as a result of the proceeds raised from the Offer.

For FY24, the Company incurred a statutory loss after tax of $10.4 million (2023: $7.8 million) and reported net cash outflows from operating activities of $6.8 million (2023: $5.0 million) and net cash outflows from investing activities of $0.0 million (2023: net cash outflow of $0.1 million). As at 30 June 2024, the Company had a net current asset deficiency of $24.8 million, a net asset deficiency of $24.6 million and cash on hand of $6.4 million.

Vitrafy is a new technology and device business, which is in the process of commercialising its business. At this early stage of its lifecycle, it is essential that it has sufficient capital to fund the research and development required to fully commercialise its business and achieve profitability.

During FY24, Vitrafy successfully issued $12.0 million of Convertible Notes. These Convertible Notes, and the other Convertible Notes in existence automatically convert to Shares on the Allotment Date of the Offer (and in limited other circumstances), otherwise they have a maturity date of 31 December 2024.

The ability of Vitrafy to remain as a going concern is dependent on its ability to successfully raise funds under the Offer and execute its strategies. Based on a successful Completion of the Offer, the Company will have sufficient funds to meet its commitments over the next 12 months from the date of the Prospectus. Further, at the date of the Prospectus, the Directors are confident, subject to Completion of the Offer, the Company will be able to continue as a going concern and therefore the Financial Information has been prepared on a going-concern basis.

Notwithstanding this, if funds under the Offer are not obtained and execution of strategies as envisaged are not achieved, a material uncertainty would exist relating to the ability of Vitrafy to continue as a going concern and therefore whether it will realise its assets and discharge its liabilities in the normal course of business and at the amounts stated in the Financial Information. The Financial Information does not include any adjustments relating to the recoverability and classification of recorded asset values or to the amounts and classification of liabilities that might be necessary should Vitrafy be unable to continue as a going concern.

4.2.3 Explanation of certain non-IFRS financial measures

To assist in the evaluation of the performance of Vitrafy, certain measures are used to report on the Company that are not recognised under AAS or IFRS. These measures are collectively referred in this Section 4 and under Regulatory Guide 230 Disclosing Non-IFRS Financial Information published by ASIC as 'non-IFRS financial measures'. The principal non-IFRS financial measure referred to in this Prospectus is 'Operating cash flow', which is profit/loss after the removal of non-cash items in EBITDA (eg depreciation and debt defeasance) and changes in working capital. The Company uses operating cash flow to indicate the level of operating cash flow generated from profit/loss for the period.

Although the Directors believe that above measure provides useful information about the financial performance of the Company, it should be considered a supplement to the income statement or cash flow statement measures that have been presented in accordance with AAS and IFRS and not as a replacement for them. As the above non-IFRS financial measures is not based on AAS or IFRS, it does not have standard definitions, and the way the Company calculated the above measure may differ from similarly titled measures used by other companies. Investors and readers of this Prospectus should therefore not place undue reliance on the above non-IFRS financial measure.

4.3 Statutory Historical Income Statements and Pro Forma FY24 Income Statement

Table 4.1 sets out a summary of the Statutory Historical Income Statements of the Company for FY22, FY23 and FY24.

Table 4.1: Statutory Historical Income Statements

A$'000	FY22	FY23	FY24
Sales revenue	–	32	37
Government grants	1,823	2,013	2,023
Other income	2	11	34
Total Income	**1,826**	**2,056**	**2,094**
Expenses			
Administrative expenses	(3,634)	(1,843)	(2,676)
Research and development expenses	(1,285)	(4,179)	(4,248)
Other expenses	(1,521)	(3,174)	(3,782)
Finance expenses	(2,730)	(4,993)	(10,432)
Fair value gain/(loss) on embedded derivative	(317)	4,321	8,619
Total Expenses	**(9,486)**	**(9,869)**	**(12,519)**
Profit/(loss) before income tax	**(7,660)**	**(7,813)**	**(10,425)**

Table 4.2 sets out the pro forma adjustments to the Statutory Historical Income Statement for FY24, and a reconciliation of the Statutory Historical Income Statement to the Pro Forma Historical Income Statement. Pro Forma adjustments were made to the Statutory Historical Income Statement to reflect the impact of the Offer, including costs directly attributable to the issue and maintenance of Convertible Notes (which will convert into Shares at Allotment), expenses relating to being an ASX-listed company and adjustment for Directors fees relating to the size of the Board going forward.

The Pro Forma Historical Income Statement is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its performance upon Completion of the Offer or at a future date.

Table 4.2: Pro Forma Historical Income Statement for FY24

A$'000	Statutory FY24	Adj 1	Adj 2	Adj 3	Pro forma FY24
Sales revenue	37	–	–	–	37
Government grants	2,023	–	–	–	2,023
Other income	34	–	–	–	34
Total Income	**2,094**	**–**	**–**	**–**	**2,094**
Expenses					
Administrative expenses	(2,676)	–	(425)	47	(3,054)
Research and development expenses	(4,248)	–	–	–	(4,248)
Other expenses	(3,782)	2,032	–	–	(1,751)
Finance expenses	(10,432)	10,401	–	–	(31)
Fair value gain/(loss) on embedded derivative	8,619	(8,619)	–	–	–
Total Expenses	**(12,519)**	**3,813**	**(425)**	**47**	**(9,084)**
Profit/(loss) before income tax	**(10,425)**	**3,813**	**(425)**	**47**	**(6,990)**

Adj 1. Convertible note costs and embedded gains.

Adj 2. Listed Company expenses.

Adj 3. Directors Fees.

4.3.1 Pro Forma adjustments

Convertible Note costs and embedded gains

During the year the Company had on issue 13,862,354 Convertible Notes and issued a further 12 million notes in December 2023 and early to mid 2024. There were significant costs associated with the December 2023 raise, including restructure costs, legal fees and raising commissions. These costs of $2,032,000, together with interest on the Convertible Notes and the embedded equity derivative have been adjusted in the Pro Forma Historical Income Statement for FY24.

Listed Company expenses

The Company has adjusted the expense base for FY24 to include estimated additional costs associated with being an ASX-listed entity for the year, including Director and officer insurance, listing fees, registry costs and company secretarial services.

Directors' fees

The Company has adjusted the Directors' fees to incorporate an adjustment for a smaller Board as an ASX-listed company, with a corresponding reduction in pro forma Directors' fees.

4.4 Segment information

In accordance with AASB 8 *Operating Segments*, the Company has determined it operates in one reportable segment being the research and development of cryopreservation technology. The segment details are therefore fully reflected within the Statutory and Pro Forma Historical Financial Information.

4.5 Historical cash flows

Table 4.3 sets out the Company's Statutory Historical Cash Flow Statements for FY22, FY23 and FY24. The pro forma cash flow information has been constructed using the indirect method (ie reconciling EBITDA to operating cash flows).

Table 4.3: Statutory Historical Cash Flow Statements for FY22, FY23 and FY24

A$'000	FY22	FY23	FY24
Cash flows from operating activities			
Receipts from customers (inclusive of GST)	–	–	41
Payments to suppliers and employees	(6,501)	(6,792)	(8,879)
Interest received	2	11	34
Government grants received	625	1,823	2,013
Net cash (used in) operating activities	**(5,874)**	**(4,957)**	**(6,792)**
Cash flows from investing activities			
Purchase of property, plant and equipment	(486)	(90)	(13)
Net cash (used in) investing activities	**(486)**	**(90)**	**(13)**
Cash flows from financing activities			
Proceeds from issue of shares	–	91	268
Proceeds from the issue of Convertible Notes	–	6,312	12,000
Payment of Convertible Notes redemptions	–	(398)	–
Proceeds from related-party loans	–	–	550
Payment of related-party loans	–	–	(550)
Payment of finance lease liabilities	(58)	(97)	(133)
Payment of transaction costs	–	(103)	(639)
Net cash provided by financing activities	**(58)**	**5,805**	**11,496**
Net increase/(decrease) in cash	(6,418)	758	4,692
Cash and cash equivalents at beginning of year	7,381	963	1,721
Cash and cash equivalents at end of year	**963**	**1,721**	**6,413**

4.6 Statutory Historical Statements of Financial Position and Pro Forma Historical Statement of Financial Position

Table 4.4 sets out the pro forma adjustments to the Statutory Historical Statement of Financial Position, and a reconciliation of the Statutory Historical Statement of Financial Position to the Pro Forma Historical Statement of Financial Position. Pro Forma adjustments were made to the Statutory Historical Statement of Financial Position to reflect the impact of the Offer, including the impact of conversion of the Convertible Notes into Shares, the exercise of options, the raising of $35.0 million in fresh capital and costs associated with the Offer.

The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes only and is not represented as being necessarily indicative of the Company's view of its financial position upon Completion of the Offer or at a future date. Further information on the sources and uses of funds of the Offer is contained in Section 7.1.4.

Table 4.4: Statutory Historical Statement of Financial Position and Pro Forma Historical Statement of Financial Position as at 30 June 2024

A$'000	Statutory 30 June 2024	Adj 1	Adj 2	Adj 3	Adj 4	Pro forma 30 June 2024
Current Assets						
Cash and cash equivalents	6,413	–	–	35,000	(3,444)	37,969
Other receivables	218	–	–	–	–	218
R&D tax incentive receivable	2,023	–	–	–	–	2,023
Other assets	377	–	–	–	–	377
Total Current Assets	**9,030**	**–**	**–**	**35,000**	**(3,444)**	**40,587**
Non-Current Assets						
Property, plant & equipment	346	–	–	–	–	346
Right-of-use assets	400	–	–	–	–	400
Total Non-Current Assets	**746**	**–**	**–**	**–**	**–**	**746**
Total Assets	**9,776**	**–**	**–**	**35,000**	**(3,444)**	**41,332**
Current Liabilities						
Trade and other payables	404	–	–	–	–	404
Convertible notes	22,858	(22,858)	–	–	–	–
Derivative financial instruments	10,174	(10,174)	–	–	–	–
Lease liabilities	83	–	–	–	–	83
Employee benefits	359	–	–	–	–	359
Total Current Liabilities	**33,878**	**(33,033)**	**–**	**–**	**–**	**846**
Non-Current Liabilities						
Lease liabilities	392	–	–	–	–	392
Employee benefits	106	–	–	–	–	106
Total Non-Current Liabilities	**499**	**–**	**–**	**–**	**–**	**499**
Total Liabilities	**34,377**	**(33,033)**	**–**	**–**	**–**	**1,344**
Net Assets	**(24,601)**	**33,033**	**–**	**35,000**	**(3,444)**	**39,988**
Equity						
Ordinary Shares	5,188	49,421	367	35,000	(3,086)	86,902
Share Options Reserve	869	–	(367)	–	–	503
Accumulated Losses	(30,658)	(16,388)	–	–	(358)	(47,417)
Total Equity	**(24,601)**	**33,033**	**–**	**35,000**	**(3,444)**	**39,988**

Notes:

Adj 1. Conversion of the Convertible Notes.

Adj 2. Exercise of Options.

Adj 3. Issue of Shares under this prospectus.

Adj 4. Costs associated with the Offer.

4.6.1 Pro Forma adjustments

Convertible Note conversion

As at 30 June 2024 the Company had on issue 25,862,354 Convertible Notes. Upon allotment, the Convertible Notes automatically convert into Shares in accordance with the terms contained in the Convertible Note deeds poll. For further information see Section 10.4 of this Prospectus.

Exercise of Options

As at 30 June 2024 the Company had on issue 1,403,195 options, of which 921,890 options had vested and were entitled to be exercised. This adjustment recognises the exercise of certain vested options prior to the Prospectus Date.

Capital Raise and associated costs

The Company will raise $35.0 million under the Offer, with the associated costs of the Offer including legal fees, underwriting fees, accounting, tax and audit fees.

4.6.2 Liquidity and capital resources

Following Completion of the Offer, the Company will have, on a pro forma basis, cash of $38.0 million as at 30 June 2024 arising from the Offer. Following Completion of the Offer, the Company expects that it will have enough working capital to carry out its stated objectives.

4.7 Management discussion and analysis of the Pro Forma Historical Financial Information

This Section 4.7 includes a discussion of key factors that affected the Company's operating and financial performance during the period of the Historical Financial Information.

The discussion in this Section 4.7 focuses on the Pro Forma Historical Financial Information. The discussion of these general factors is intended to provide a brief summary only and does not detail all factors that affected the Company's historical operating and financial performance, or everything that may affect the Company's operation and financial performance in the future. The information in this Section 4.7 should read in conjunction with the risk factors set out in Section 5 and other information contained in this Prospectus.

4.7.1 Revenue

The major source of revenue for the Company over the period has been research and development tax incentives, which in turn have been driven by the amount and nature of spend within the Company over the period. Other revenue is interest on cash balances with a small amount of sales revenue in FY24 from a collaboration agreement with a customer.

4.7.2 Operating expenses

Administrative expenses

General and administrative expenses fundamentally consist of expenses arising from employee costs (net of employees involved in research and development), Board and governance costs, facilities and office costs, accounting and audit, insurances and computers costs. The growth in these expenses over FY24 has come as the Company has added significant executive roles to the organisation consistent with building out a commercial operation. As a result, employee costs have grown.

From FY22 to FY23 administrative expenses declined, however this was due the fact that employee expenses relating to research and development were not reallocated to research and development expenses in FY22, which first started to happen in FY23.

Research and development expenses

Research and development expenses represent the significant portion of the Company's expenses over the past three years, and in the case of FY23 and FY24 include internal employee expense of some $2.5 million each year. In addition, a number of external providers were used to design, build and test the hardware and software comprising Vitrafy's Cryopreservation Technology in operating environments at partner sites as well as in-house.

Other expenses

Other expenses include legal and professional fees associated with securing the Company's intellectual property, depreciation, occupancy costs, travel and marketing, contractors associated with commercialisation of the Company's technology, and capital raising expenses. In FY23, capital raising costs were $945,000 and in FY24 these grew to $2,032,000 (associated with the significant raise and capital negotiations at that time) (see Section 4.3 above).

Finance expenses/fair value gain/(loss) on embedded derivative

These expenses relate to the Convertible Notes issued in June 2021, December 2022, December 2023 and March 2024. The interest component increased substantially in FY24 as the June 2021 and December 2022 Convertible Note holders negotiated a bonus interest payment in return for the extension of the maturity date of their notes; subordination of some rights, and allowing a further raise to be conducted by the Company. These factors contributed to a gain on the embedded value of the equity derivative in the Convertible Notes.

4.7.3 Operating cash flows

Given Vitrafy is an early-stage company, it has generated a net operating cash outflow since incorporation, principally in developing and protecting the Company's technology and setting up the Company for commercialising this.

4.7.4 Financing cash flows

Over the past three years, the Company has funded its operations through the issuance of Convertible Notes to investors. As detailed in Section 10.4 of this Prospectus, these Convertible Notes will convert to Shares on Listing.

4.8 Events post-balance date

Since 30 June 2024 and up to the Prospectus Date the material events for the Company have been:

- On 1 July 2024, the Company issued 6,001,830 options to key executive and Management personnel under the Legacy Employee Option Plan. These options have a strike price of $1.422 and incorporate a series of vesting conditions based upon performance and time.
- On 11 July 2024, the Company registered its cryopreservation freezing device as a Class II Medical Device with the FDA for use within specific nominated biological materials.
- On 30 July 2024, the Supreme Court of Victoria listed a proceeding for a directions hearing. The legal representative for the Third Party provided a draft amended pleading for the first time on 13 August 2024. At the directions hearing held on 16 August 2024, Justice Osborne ordered that Vitrafy is not required to respond to the draft amended pleading and the Third Party cannot proceed with their claim, until the costs and security for costs issues raised by Vitrafy have been determined. Please refer to Section 10.10 for further information.
- In September 2024, 1,022,270 ordinary shares were issued as a result of various option exercises in relation to both employee and Director option issuances. As at the date of this Prospectus, a further 89,690 options (in addition to the Options) will continue to be on issue, whose terms provide that they expire on Listing. The optionholder has informed Vitrafy that he does not currently intend to exercise these options and as such they are expected to expire unexercised. If they are exercised, they will result in an increase by 89,690 in the number of Shares on issue at Listing.

4.9 Significant accounting policies

Preparing financial statements in accordance with AAS requires Management to make judgements, estimates and assumptions about the application of accounting policies that affect the reported revenues and expenses, carrying values of assets and liabilities and the disclosure of contingent liabilities that are not readily apparent from other sources. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. Judgements the Company has made in the application of AAS that have significant effects on the financial statements and estimates with a significant risk of material adjustments in the next financial year are disclosed, where applicable, in the relevant notes to the financial statements.

The statement of significant accounting policies is contained in Appendix A.

4.10 Dividend policy

It is anticipated that significant expenditure will be incurred in executing the Company's business plans. These activities are expected to dominate the period following the date of this Prospectus. Accordingly, the Company does not expect to declare any dividends for the foreseeable future.

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

5.

RISK FACTORS

5. RISK FACTORS

This Section 5 outlines some of the potential risks associated with Vitrafy's business and an investment in its Shares.

An investment in Vitrafy is subject to risk factors, some of which are specific to Vitrafy's business activities and others that are of a more general nature.

Any single risk, or a combination of these risks, may have a material adverse impact on Vitrafy's business, financial performance and operations. This Section 5 does not purport to list every risk that may be associated with an investment in Shares now or in the future. While Vitrafy seeks to manage risks to prevent adverse outcomes, many of these risks are outside the control of Vitrafy, the Board and Management.

The selection of risks in this Section 5 covers financial, competitive, regulatory, operational, market, legal, reputational and intellectual property risks, based on an assessment of a combination of the likelihood of the risk occurring and the impact of the risk if it did occur. This assessment is based on the knowledge of the Board and Management as at the Prospectus Date. There is no guarantee or assurance that the importance of different risks will not change, or that other risks will not emerge.

There can be no guarantee that Vitrafy will deliver on its business strategy, or that any forecasts or any forward-looking statement contained in this Prospectus will be achieved or realised. You should note that past performance is not an indicator of future performance.

Before applying for Shares, you should satisfy yourself that you have a sufficient understanding of these matters, and you should consider whether Shares are a suitable investment for you, having regard to your own investment objectives, financial circumstances and taxation position. If you do not understand any part of this Prospectus or are in any doubt as to whether to invest in Shares, you should seek professional guidance from your solicitor, stockbroker, accountant, or other independent and qualified professional adviser, before deciding whether to invest.

5.1 Risks specific to Vitrafy

5.1.1 Vitrafy may not successfully commercialise its technology

Vitrafy is an early stage business, which has not yet substantially commercialised Vitrafy's Cryopreservation Technology, does not generate profits, and has generated only minimal revenue. As such, the future success of Vitrafy depends on its ability to commercialise Vitrafy's Cryopreservation Technology. However, there is no guarantee that Vitrafy's Cryopreservation Technology will achieve commercial success, and the Company's commercialisation efforts may be less successful, take longer, or cost more than expected.

Vitrafy cannot guarantee its development and commercialisation milestones will be achieved, or that the technology will evolve into commercially viable products. In particular, key steps in Vitrafy's commercialisation strategy include developing LifeChain™ into enterprise-grade software, and the development of Vitrafy's smart devices to the next generation of the device. The development and commercialisation of cryopreservation technology, especially in its early stages, is fraught with risks. Vitrafy's projects may experience delays, fail to achieve the desired outcomes, or may become unviable due to a variety of scientific, operational and commercial reasons.

Furthermore, Vitrafy's ability to generate meaningful revenues and achieve profitability is contingent upon several factors, in addition to further developing its technology. These include its ability to secure additional customers, and to successfully complete validation studies with its existing and future customers, and enter into commercial agreements with those customers. There is a risk that Vitrafy may not be able to secure additional customers, that the validation studies may take longer or not be as successful as anticipated, and that Vitrafy may not be able to enter into commercial agreements in the amount or on the terms it expects, if at all.

In particular, Vitrafy does not yet have in place a settled approach to the commercial and pricing structures it may implement. As such, there is no guarantee that Vitrafy will be able implement a successful commercial model – for example, because it is unable to successfully negotiate commercial terms with its customers that are economically viable having regard to Vitrafy's cost inputs – and there is no guarantee that Vitrafy will implement a commercial model that maximises its success.

Vitrafy's success is also contingent upon the level of adoption of Vitrafy's Cryopreservation Technology in its target markets. There is a risk that adoption and commercial sales are lower than anticipated and that they do not generate sufficient revenues for continued operations and growth.

Australia lacks geographic proximity to large markets, limiting access or making access more challenging to industry networks and relationships.

Finally, it may prove challenging or even impossible to manufacture Vitrafy's Cryopreservation Technology economically on a large scale. While the Company is exploring outsourced production and manufacturing solutions, there is no guarantee Vitrafy will be able to successfully enter into manufacturing contracts, and if it does, it will be reliant on the third-party manufacturer or manufacturers to produce its products on schedule, at the required cost and to the required quality standards. In the event the Company does not outsource production, it may require substantial funds to establish the manufacturing facilities necessary to build its products at scale, and therefore, will need to carefully monitor its production and manufacturing capability, and manage the risks associated with production and manufacturing, which may include quality control, timeframe expectations, cost and supply chain management, technology changes, and supplier concentration and inventory management. If there is a rapid increase in orders for the Company's products, there is no guarantee the Company will be able to scale its manufacturing activities to meet orders in a timely manner, resulting in lost opportunities.

5.1.2 Vitrafy may not become cash generative for an extended period and has a limited operating history

Vitrafy is not yet cash generative, and the Company does not generate sufficient revenue from its operations to sustain it or to invest in research and development. It is anticipated that Vitrafy will not reach a cash-generative state for an extended period. As such, the Company may be reliant on raising funds to continue to fund its business operations. The Company's cash requirements may vary from those now planned and will depend on many factors, including the time and cost it takes the Company to successfully commercialise its technology and generate meaningful revenue. The Company's ability to raise funds to meet its operational needs may be subject to factors beyond its control, including economic and capital market cycles, and there is no assurance that it will be able to raise that capital when it is required on favourable terms or at all. If the Company is unsuccessful in obtaining funds when they are required, the Company may need to delay, scale down or cease its operations. Conversely, if additional funds are raised through the issue of further equity, this could dilute the interests of Shareholders, and debt financing, if available, may involve restrictions on financing and operating activities.

Given Vitrafy's limited operating history and its early stage of commercialising new technology, its operating history does not provide a meaningful basis for investors to evaluate the business or its financial performance and future prospects.

5.1.3 Vitrafy has only a limited number of key relationships, which may be lost or deteriorate

As noted in Section 10.8, Vitrafy has only entered into four contracts with customers or potential customers. As such, the effect of losing any one customer or potential customer may significantly adversely affect the Company's prospects of generating revenue. Further, an inability to enter into additional contracts and attract additional customers may negatively impact on the Company's prospects and likely future financial performance.

There are a range of factors that may lead to a counterparty terminating its relationship with the Company or not expanding on it, including a failure of Vitrafy's Cryopreservation Technology to perform as anticipated in validation studies or otherwise, a failure to meet contract milestones, or substantial delays in developing Vitrafy's Cryopreservation Technology and offering a counterparty a viable solution. A number of Vitrafy's contracts with customers or potential customers also contain termination-for-convenience clauses, which allows a counterparty to terminate an agreement without any reason.

Many of the other factors outlined in this Section 5 may also impact existing relationships with key counterparties or the ability to build new relationships; for example, the actions of competitors as outlined in Section 5.1.5 or the loss of key personnel as outlined in Section 5.1.6.

Furthermore, in relation to these and other contracts, while Vitrafy may have various contractual rights in the event of non-compliance by a contracting party, no assurance can be given that all contracts will be fully performed by all contracting parties and that Vitrafy will be successful in securing compliance with the terms of each contract. Such failure could lead to termination and/or significant damage to the Company's financial performance and future prospects.

A failure by any of Vitrafy's counterparties to comply with their commitments could lead to a loss of opportunities for Vitrafy and termination and/or significant damage to the Company's product development efforts.

5.1.4 Vitrafy may not be able to successfully protect its intellectual property or may be restricted by third-party intellectual property

While patent protection is not essential for Vitrafy to commercialise Vitrafy's Cryopreservation Technology, the extent of the Company's ability to fully leverage its innovation and expertise, successfully disrupt the cryopreservation industry, and build and maintain a strong competitive position, depends on its ability to register and protect its intellectual property, maintain trade secret protection, and operate without infringing the proprietary rights of third parties. Vitrafy's intellectual property may not qualify for legal protection, may be subject to unauthorised disclosure or unlawful infringement, or the Company may incur substantial costs in asserting or defending its intellectual property rights. Furthermore, even if Vitrafy can successfully protect its intellectual property, it may not prove sufficient to establish a competitive position for the Company.

In particular, Vitrafy has submitted approximately 100 claims across eight patent families and has also filed five design families, to protect Vitrafy's Cryopreservation Technology. However, to date, it only has one (non-design) patent registered in China. Of Vitrafy's eight patent families, three patent families are in the international (Patent Cooperation Treaty) phase, and five patent families have progressed to national phase entry (for further information on Vitrafy's patent portfolio, see Section 9).

Examination of patents may be expensive and time consuming and there is a risk that, while there have been no challenges to date, some or all of Vitrafy's patent applications being processed may be challenged, or that the existence of unknown prior technology could subsequently invalidate a patent once granted. The failure to develop its patent portfolio may significantly diminish the value of Vitrafy's intellectual property, and impact the Company's future competitive position and operating and financial prospects. Additionally, any information contained in patent applications will become part of the public domain, and so will be available to third parties.

Furthermore, while Vitrafy does not believe it is currently infringing any third-party patent or other intellectual property rights, there is a risk that granted third-party patents or other intellectual property, either presently existing or as a result of technology developed in the future, could restrict the Company's activities. Competitors may also seek intellectual property (including patents) protection in geographical areas that are not covered by Vitrafy's registered intellectual property. Third-party intellectual property may restrict what Vitrafy is able to develop or sell, or require Vitrafy to develop non-infringing technology or enter into royalty or licensing agreements with those competitors. Vitrafy may not be able to enter into such agreements, or if it does, it might be on terms that are unfavourable. If a third party accuses Vitrafy of infringing its intellectual property rights or commences litigation against Vitrafy for infringement of patent or other intellectual property rights, Vitrafy may incur significant costs in defending such action. In the event there is a successful claim of infringement against Vitrafy, it may be required to pay damages and obtain one or more licences from the relevant third party. If it is unable to obtain these licences at a reasonable cost, it could encounter delays in commercialising some or all its technology, and loss of substantial revenue as a result.

Finally, Vitrafy also relies on trade secrets, which include information relating to the manufacture, development and administration of its technology, and copyright in its software. These protective measures employed may not provide adequate protection for this intellectual property. This could erode Vitrafy's competitive advantage and materially harm its business. Vitrafy cannot be certain that others will not independently develop the same or similar technologies on their own, or gain access to trade secrets, disclose such technology or infringe Vitrafy's copyright, which might be difficult to detect.

5.1.5 Actions of competitors may impact Vitrafy's ability to generate revenue

The cryopreservation industry is intensely competitive and may, in the future, be subject to rapid and significant technological change. Other companies may be pursuing the development of products that target the same markets that Vitrafy is targeting. Some of these companies may have substantially greater resources than Vitrafy or develop technologies superior to the Company's own technology. Incumbent competitors with inferior technology may adopt pricing or other strategies that seek to inhibit Vitrafy growing its market share. This competition and new products can have the effect of:

- rendering the Company's technology obsolete or otherwise decreasing its value;
- otherwise decreasing the attractiveness of the Company's cryopreservation solutions, or decreasing the attractiveness of the Company as a partner or supplier; and
- reducing the prices and profit margins the Company is able to achieve.

5.1.6 Vitrafy may not be able to attract or retain key staff

Vitrafy relies on the talent and experience of its personnel, considering them as one of its primary assets. These individuals have extensive industry experience, technical knowledge and customer and supplier relationships, and are important to Vitrafy's ability to execute its business strategy and develop its technology. The global biotechnology industry is characterised by intense competition for highly skilled individuals due to the limited number of people possessing the necessary skill set. If any of Vitrafy's key personnel

were to leave, it could have a negative impact on the Company. Replacing them might prove difficult, or it may not be possible to do so in a timely manner or at a comparable expense. Furthermore, the successful development and growth of Vitrafy will require the services of additional technical and sales staff, particularly if the Company is to achieve its growth plans. Vitrafy may struggle to attract new personnel required to support its intended growth, which may adversely affect Vitrafy's prospects.

5.1.7 Vitrafy may be affected by cyber-security breaches or loss of data

Biotechnology companies are increasingly susceptible to cyber attacks targeting valuable IP and sensitive medical data. In the future, the vertical integration of Vitrafy's Smart Freezing Device and Smart Thawing Device with the LifeChain™ software, will create digitally connected devices that collect and store biological data associated with human and animal health applications. Similar collection and storage of data will occur through the use of LifeChain™ as a standalone product. This data may be attractive to potential cyber criminals or hackers, leading to attempts to breach the system's security protocols. If a security breach occurs and the data is accessed, Vitrafy may be liable for damages associated with the cyber-security or data breach, and the breach could substantially harm Vitrafy's reputation or relationship with its partners and customers, which could impact its future sales.

In the future, the Company or its partners may collect, store and process highly sensitive, highly regulated, and confidential information. If this is the case, providing secure and reliable information storage and processing systems will be integral to the business and operations of the Company and its customers. The Company does not yet have these systems in place and does not have strict policies and procedures for data collection and storage, and will need to develop these prior to collecting sensitive and personal data. Furthermore, the Company currently relies on Microsoft 365 for its IT infrastructure. Cloud storage of Vitrafy's digital assets and documentation via the Microsoft 365 platform minimises the potential loss or damage to data or interruptions to its systems. Outside of its current structure, Vitrafy does not have any other standalone disaster recovery infrastructure and if there were a loss or interruption to access for the assets managed via the Microsoft 365 platform, this interruption could have a material adverse impact on Vitrafy. Vitrafy will continue to invest in more robust disaster recovery infrastructure. There is also a risk developing more robust systems will be costly and impede the Company's further commercialisation of Vitrafy's Cryopreservation Technology. However, even with such systems and policies in place, if Vitrafy's systems or data are compromised for any reason, there is a risk that it will be negatively affected; for example, through loss of reputation or becoming involved in legal action due to breaching data confidentiality agreements.

5.1.8 Vitrafy is subject to uncertain future demand for its products

As part of its business, the Company is using new technology in an innovative manner and developing new products. Accordingly, the information currently available in relation to existing products (including similar existing products) and markets may not be reliable, comparable or useful in determining whether the Company's products and technology will be successful.

Accordingly, the Company's estimates, analysis and expectations of future demand for its technology and products may be incorrect and may not be able to be achieved.

Failure by the Company to appropriately anticipate market demand and achieve acceptance of its technology and products may adversely affect the Company's prospects.

5.1.9 Vitrafy may not be able to successfully generate or manage growth

Several strategies affect the development and commercialisation of Vitrafy's Cryopreservation Technology. To date, Vitrafy has not initiated commercial-scale production, distribution or sale of its software or products. Consequently, Vitrafy's strategies in this regard are untested and may, over time, prove to be misguided or may be implemented ineffectively, leading to outcomes that could adversely affect Vitrafy's performance.

For example, if the Company elects to license Vitrafy's Cryopreservation Technology, a licence may not materialise, may not be effective, and may not yield the best commercial outcomes for the Company in the long run (eg if Vitrafy grants an exclusive licence to a counterparty who does not successfully commercialise the technology). If the Company decides to undertake the sales, distribution and marketing of Vitrafy's Cryopreservation Technology independently, this strategy may not be cost-effective or successful, or it may take longer, given the resourcing constraints of the Company, resulting in lower market acceptance of the product over time. The Company's pricing strategy for its products may not result in optimal sales outcomes, or the maximum profits from the sale of its products.

There is also a risk that Vitrafy may struggle to manage its expected future growth successfully. For example, it may experience unexpected demand for its products, which it is unprepared to meet, resulting in lost sales or sales opportunities, or it may have difficulty managing a growing workforce.

The ineffective implementation of these and other strategies adopted by the Company may adversely the performance and growth of the Company.

5.1.10 R&D tax incentive

The Company receives tax concessions on research and development expenditure under the federal government's R&D tax incentive. The R&D tax incentive is government dependent and may change or be removed should governments be replaced or their policies alter.

While the Company believes it has completed all regulatory obligations via its accounting and finance functions, there is the risk that the Company may be subject to Australian Tax Office (**ATO**) audits in the future. While historical approvals for research and development activities have been completed, the timing of recognition of expenditure within the financial periods as well as the accounting classification, may be subject to review in an ATO audit process.

The Company's current nominated research and development projects, which have been pre-approved by AusIndustry, are coming to the end of their nominated project scope of works. While the Company can update and amend the current projects, these projects are approaching the end of their current project life, which will limit the ability of the Company to claim the R&D tax incentive. The Company will need to assess the status of the current projects and determine whether there are any updates to the current project plans, or if there are additional projects worth nominating for pre-approval under the R&D tax incentive. If Vitrafy were not to successfully update current projects or nominate new projects, this would have a negative impact on cash receipts in the future.

The Company is currently applying for government grants in Australia. If the Company successfully secures grant funding, moving forward, the Company will need to carefully manage research and development activities to ensure there is no duplication of claims between the R&D tax incentive and any projects that have been granted specific funding.

5.1.11 Vitrafy is subject to litigation relating to breach of contract

As discussed in Section 10.10, Vitrafy is subject to proceedings brought by a third party who claims that Vitrafy breached a MOU entered into between Vitrafy and the third party. The third party is claiming that the MOU should be performed by Vitrafy and/or that Vitrafy should pay damages (although the amount of the damages claimed has not been specified).

While Vitrafy considers that the chance of a successful claim against it is low, in the event the third party's claim was successful, Vitrafy may be required to pay damages. In relation to the third party's claim for specific performance of the MOU, Vitrafy considers that the chance of this being successful is very remote; however, if this aspect of the claim was successful, Vitrafy may be required to provide an exclusive licence of its technology for use in relation to the human body. It would likely also be required to pay some or all of the third party's litigation costs. Whether or not the third-party claim is successful, the matter may require Vitrafy to incur legal costs or it may divert Management's attention from the operation of Vitrafy's business, either of which may impact Vitrafy's performance and financial position.

5.1.12 Reputational damage or liability risk

Vitrafy's brand and the reputation of Vitrafy's Cryopreservation Technology are an important factor in Vitrafy being able to successfully commercialise its technology. There is a risk that events, including many of the risks described in this Section 5, may result in damage to Vitrafy's reputation and brand, including through negative publicity, disputes and negative partner experiences.

Vitrafy's reputation and its relationships with partners may be damaged as a result of negative user experience due to poor product performance or product failures, adverse publicity, and other issues that may affect its brand, including failure to protect its intellectual property rights from third-party infringements, infringement of third-party intellectual property rights, or disputes.

Damage to Vitrafy's reputation because of one or a combination of factors may reduce the demand for Vitrafy's products, adversely affecting existing relationships, and diminish the prospects of securing new agreements with existing and new customers, which in turn may adversely affect Vitrafy's performance.

Damage to Vitrafy's reputation or the reputation of its products may also occur where a user of a Vitrafy product does not operate it correctly or does not use it with the complementary Vitrafy products, leading to less-than-optimal performance, and it is perceived (whether correctly or not) that this is related to the use or performance of Vitrafy's products.

Furthermore, if issues arise with Vitrafy's products, Vitrafy will become exposed to the risk of product liability claims being brought against it. This may result in Vitrafy paying damages, an increase in insurance premiums, or reputational harm. Even if insured, such claims can be costly and could have adverse effects on Vitrafy's activities, business, operating results, financial position and reputation. Likewise, a failure to succeed in defending any such claims may have a materially adverse effect on Vitrafy's activities, business, operating results and financial position.

5.1.13 Regulations may restrict or delay commercialisation of Vitrafy's technology

The development, manufacture, marketing and sale of Vitrafy's Cryopreservation Technology are subject to varying degrees of regulation by regulatory authorities in Australia and abroad, in particular to the extent Vitrafy's Cryopreservation Technology is used in some human health settings.

While Vitrafy's Cryopreservation Technology does not require regulatory approvals for use in animal health and commercial research applications (except for continued compliance with the ISO 13485 certification for commercial research applications), and the Company has received FDA registration for its VCU1 Smart Freezing Device for sperm and ova and blood and blood products, and does not need FDA clearance for its LifeChain™ software, Vitrafy may seek additional approvals in Australia, the US and other jurisdictions for further products (eg on its VTU2 Smart Thawing Device and Smart Packaging solutions), to enhance its product offering or end-markets in the human health space. In addition, once its VCU2 Smart Freezing Device is developed, Vitrafy will need to obtain FDA registration for its use in diagnostic and therapeutic human health applications.

Furthermore, for some applications of Vitrafy's solutions (eg in relation to stem cells or CAR T-cell therapy), Vitrafy may choose to commercialise its technology by partnering with biopharmaceutical companies in order to include Vitrafy's cryopreservation solution in their development effort for the actual drug product being developed, in which case Vitrafy is reliant on its partner to receive the necessary regulatory approvals. Any delays or failures in obtaining these regulatory approvals could impede Vitrafy's ability to fully commercialise Vitrafy's Cryopreservation Technology in the human health sector, which may impact Vitrafy's success and profitability.

The ISO 13485 certification requires an annual audit process, which will involve an audit of Vitrafy's facility by an accredited registrar and classification society, and the manufacture of a device in accordance with ISO 13485 standards. If Vitrafy fails any ISO 13485 annual audit, it will not be able to manufacture and assemble devices in the Company's Ballarat headquarters, or to address research and laboratory settings with Vitrafy's Cryopreservation Technology.

Vitrafy's business involves handling, storing and processing biologically or chemically active products. Existing and new laws and regulations that affect the healthcare and medical device industries could create additional compliance or other costs, result in unexpected liabilities for Vitrafy or could restrict Vitrafy's operations. Many healthcare and medical device laws are complex, and their application to specific products and services may not be clear. If Vitrafy fails to understand the impact of regulatory regimes on its products and operations, the Company may inadvertently breach relevant laws or regulations. It is crucial for Vitrafy to maintain an understanding of relevant legislation and invest time and resources to keep its understanding current. Clear identification of the products Vitrafy stores and deals with is essential to assess the effect of the relevant legislation.

Even if Vitrafy successfully obtains all the necessary regulatory approvals, the Company may face developmental and ongoing regulatory compliance difficulties and challenges. For example, regulatory agencies often subject a marketed device, its manufacturer and the manufacturer's facilities to continual review and periodic inspections. As such, potentially costly follow-ups or post-marketing studies and trials may be required, and previously unknown problems may result in restrictions on the sale and marketing, and possibly the withdrawal from sale, of previously cleared products.

5.1.14 Vitrafy's research and development activities may not be successful

An important aspect of Vitrafy's business is to continue to invest in research and development and related product development opportunities. Vitrafy believes it must continue to dedicate resources to innovation efforts, to continue to improve on and further develop Vitrafy's Cryopreservation Technology offering, to attain and maintain its competitive position and to enter into new markets (eg sustainable food management via cryopreservation). However, product and software development are expensive and inherently risky, and products in development may not meet design objectives or be successful in either pre-commercialisation or post-commercialisation testing. Consequently, Vitrafy may not realise some or all the benefits of its ongoing investment in product development.

5.2 General risks

5.2.1 Macroeconomic risks

Changes in general economic conditions, introduction of tax reform, new legislation, employment rates, movements in interest and inflation rates, and currency exchange rates may have an adverse effect on the Company's activities and on its ability to fund those activities.

5.2.2 Market conditions

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

- general economic outlook;
- introduction of tax reform or other new legislation;
- interest rates, inflation rates, exchange rates and commodity prices;
- changes in investor sentiment towards market sectors;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

The market price of securities can fall and rise, and may be subject to varied and unpredictable influences on the market for equities in biotechnology stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company, nor any return on an investment in the Company, and give no assurance that the price of the Shares will increase following quotation on the ASX.

5.2.3 Trading in Shares may not be liquid

There is currently no public market through which the Shares may be bought or sold. There can be no guarantee that an active market in the Shares will develop or be maintained. Following listing, Existing Shareholders will hold approximately 44.8 million Existing Shares and 43.5 million of these will be subject to the Escrow Arrangements (which represents approximately 68.1% of the total Shares on issue), which will also affect liquidity for up to two years. This may cause, or at least contribute to, limited liquidity in the market for the Shares. The price of the Shares may not increase or may fall below the Offer Price following listing. There may be relatively few potential buyers or sellers of the Shares on the ASX at any time, which may increase the volatility of the market price of the Shares.

Following the end of the relevant escrow periods, Shares held by Escrowed Shareholders are likely to be able to be freely traded on ASX. A significant sale by the Escrowed Shareholders (individually or collectively), or the perception that such sales have occurred or might occur, could significantly reduce the price of the Shares.

5.2.4 Requirements of a public company

As a listed public company, Vitrafy will be subject to increased reporting requirements. Compliance with these requirements is likely to increase legal, accounting and financial compliance costs, make some activities more difficult, time-consuming or costly, increase demand on systems and resources, and be a diversion of Management's time and attention from revenue-generating activities to compliance activities.

5.2.5 Shareholder dilution

In the future, the Company may elect or be required to engage in various types of capital raisings, including the issue of Shares or other securities. While the Company will be subject to the constraints of the ASX Listing Rules regarding the percentage of its capital that it is able to issue within a 12-month period without Shareholder approval (other than where exceptions apply), Shareholders at the time may be diluted because of such capital raisings.

5.2.6 Litigation risk

In certain circumstances, Vitrafy's operations may give rise to potential legal action by users.

The Company has agreements with employees, contractors, partners, suppliers and other entities. There is a risk that the Company may be subject to litigation and other claims and disputes in the course of doing business, including contractual disputes and indemnity claims, misleading and deceptive conduct claims, intellectual property disputes, and employment-related claims.

There is also a risk the Company may be subject to regulatory investigations and sanctions or fines by regulatory agencies in the event of non-compliance with relevant statutory or regulatory requirements. Such litigation, claims, disputes or investigations, including the costs of settling claims or paying sanctions or fines, and any associated operational impacts, may be costly and damaging to the Company's reputation and business relationships, any of which could have a material adverse effect on the Company's financial performance, position or industry standing.

5.2.7 Operational risk

The operations of the Company may be affected by various factors, including failures in internal controls, and fraud. To the extent such risks are in the control of Vitrafy, the Company aims to mitigate these risks through separation of duties and supervision. However, there is no guarantee these precautions will be successful. The Company only has in place directors and officers liability insurance, general business insurance, and ad hoc freight insurance from time to time. For example, it does not have other insurance policies, including cyber insurance or product liability insurance. This is reflective of the fact that the Company is early stage, and additional insurance policy coverage will be obtained as the Company matures. However, Vitrafy is exposed to the full cost of claims in uninsured areas should a claim or loss eventuate.

There is no guarantee the Company will be able to continue to obtain its current insurance coverage or to obtain additional insurance coverage at reasonable rates (or at all), or that any coverage it obtains or will obtain will be adequate and available to cover any losses incurred in connection with these operational risks.

While the Company implements measures and procedures to manage operational risk, the Company will continue to be subject to a variety of strategic and business decisions and operational risks (arising from inadequate or failed internal processes, people and systems, or external events), including:

- fraud and other dishonest activities;
- workplace safety;
- compliance and regulatory risk;
- business continuity and crisis management;
- key person and personnel risk;
- information systems integrity; and
- outsourcing risk.

5.2.8 Taxation

Any change to the current rates of taxes, or tax laws more broadly, imposed on the Company, is likely to affect returns to Shareholders. In addition, in overseas jurisdictions where the Company may operate, there may be changes to the rate of taxes imposed or tax legislation, which may affect the Company and its Shareholders generally.

The Company has and will obtain external expert advice on the application of the tax laws to its operations. However, an interpretation of taxation laws by the relevant tax authority or by the courts, which is contrary to the Company's view of those laws or the advice that it has received, may increase the amount of tax to be paid and may lead to the imposition of penalties and a liability to pay interest.

In addition, an investment in Shares involves tax considerations that may differ for each Shareholder. A summary of taxation considerations for investors is contained in Section 11. However, each investor is encouraged to obtain professional tax advice in connection with any investment in the Company.

5.2.9 Accounting standards

AAS are set and amended or replaced from time to time by the AASB and are outside the Company's control. There is also a risk that interpretations of existing Standards, including those relating to the measurement and recognition of key income statement and balance sheet items, such as revenue and receivables, may differ. Changes to Australian Accounting Standards issued by the AASB, or changes to the commonly held views (interpretations) on the application of those Standards, could materially adversely affect the financial performance and position reported in the Company's consolidated financial statements.

5.2.10 Listed company transition

There is a risk that Vitrafy does not successfully or efficiently manage its transition to being a listed company. A listed company is subject to significantly enhanced regulatory oversight and reporting obligations under applicable securities laws, and the continuous scrutiny of securities analysts and investors. There is a risk that Vitrafy may inadvertently fail to comply with these requirements and that its legal and financial compliance costs in seeking to do so are higher than expected. These new obligations and regulations will also require significant attention from Vitrafy's Management and could divert their attention away from the day-to-day management of Vitrafy's business to compliance issues, which could adversely affect its business, financial condition and results of operations. In addition, as a listed company, Vitrafy may be subject to shareholder activism or hostile takeover bids, which can lead to substantial additional costs, distract Management, and affect the way Vitrafy operates its business in ways that it cannot currently anticipate.

5.2.11 Force majeure events

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

5.2.12 Absence of dividends

The ability of the Company to pay dividends in the future is dependent on many factors, including the Company's ability to commercialise and/or license its products. Where the Company can pay dividends, the amount, timing and payment of future dividends is dependent on a range of factors, including future capital and R&D requirements, as well as the overall financial position of the Company.

There will be factors outside of the control of the Company and its Directors that will affect the ability of the Company to pay dividends. The Directors are unable to give any assurance regarding the payment of dividends in the future or at all.

5.2.13 Expected future events may not occur

Certain statements in this Prospectus constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the actual results, performance and achievements of Vitrafy to differ materially from any future results, performance or achievements, expressed or implied, in such forward-looking statements.

Given these uncertainties, prospective investors should not place undue reliance on such forward-looking statements. In addition, under no circumstances should a forward-looking statement be regarded as a representation or warranty by Vitrafy or any other person referred to in this Prospectus that a particular outcome or future event is guaranteed.

6.

KEY PEOPLE, INTERESTS AND BENEFITS

6. KEY PEOPLE, INTERESTS AND BENEFITS

6.1 Board of Directors

The Directors bring to the Board relevant experience and skills, including sector and business knowledge, financial management and corporate governance experience.

Director/position	Experience, qualifications and expertise
 **Sonia Anne Petering** *(Chair and Independent Non-Executive Director)*	Sonia is a lawyer with extensive experience as a non-executive director and board chair in various highly regulated sectors. Sonia has been on the Board of Vitrafy since March 2023. She is currently a non-executive director of TAL Dai-ichi Life Australia Pty Limited, a member of the University of Melbourne Law School Foundation, and a councillor of the Victorian Division of the Australian Institute of Company Directors. Sonia previously served as Chair of QANTM IP Ltd (previously ASX:QIP), Chair of Virtus Health Ltd (previously ASX:VRT), and Chair of Rural Finance Corporation of Victoria. She also previously served as a board member of Cuscal, Transport Accident Commission of Victoria, and Grampians Wimmera Mallee Water. Sonia served as a member of the Hazelwood Mine Fire Inquiry, and for the past several years, she has assisted the Victorian Minister for Water as one of the members of the selection panel for appointments to the Water Corporation Board. Sonia holds a Bachelor of Laws and Bachelor of Commerce from the University of Melbourne, is a Fellow of the Australian Institute of Company Directors, and a member of Chief Executive Women.
 **Kathryn (Kate) Munnings** *(Chief Executive Officer and Managing Director)*	Kate has extensive and diverse experience as a senior executive at ASX-listed health and services companies. Kate has been on the Board of Vitrafy since October 2024. Most recently, Kate was Managing Director and Chief Executive Officer of Virtus Health Ltd (previously ASX:VRT), one of the largest global providers of assisted reproductive services. While at Virtus Health, Kate created Virtus Ventures, which included successful collaborations between Virtus Health and a range of biotech start-ups, to undertake translational research, commercialise technology and successfully obtain innovation grants. Kate is currently Chair of the Digital Health Cooperative Research Centre, and is a non-executive director of NZX-listed Ryman Healthcare (NZX:RYM) Limited, as well as a non-executive director of ASX-listed Wesfarmers Limited (ASX:WES). Kate has deep operational experience, including as Chief Operations Officer at Ramsay Health Care (ASX:RHC), and as Chief Executive Operations Officer at Transfield Services (previously ASX:TSE) (now Ventia Services Group Limited). Before moving into operations, Kate was Chief Risk and Legal Officer/Company Secretary for eight years. Kate was previously a partner at Corrs Chambers Westgarth, and Baker McKenzie. She has a Bachelor of Laws from the University of New South Wales and a Bachelor of Health Science (Nursing) from the University of Technology Sydney, and is a member of Chief Executive Women.

6. Key People, Interests and Benefits continued

Director/position	Experience, qualifications and expertise
 **Brent Michael Leslie Owens** *(Deputy Chief Executive Officer, Co-Founder and Executive Director)*	Brent Owens is a creative entrepreneur and co-inventor of Vitrafy technology, with extensive expertise in intellectual property development. Brent has been on the Board of Vitrafy since March 2018. He has played a pivotal role in pioneering Vitrafy's technological innovations and securing supporting patent protection. Brent is responsible for developing the strategic vision for Vitrafy, ensuring the alignment of its technology innovations with commercial opportunities. In 2023, Brent was recognised as runner-up Biotechnology Pioneer of the Year at the AmCham Alliance Awards.
 **John Clark McBain AO** *(Chair, Scientific Advisory Board and Independent Non-Executive Director)*	Professor John McBain is Chair of the Scientific Advisory Board for Vitrafy and has been a Non-Executive Director of Vitrafy since August 2020. John is the former Head of the Endocrine and Metabolic Service, Director of Surgical Services then Head of Reproductive Services spanning 1998–2019 at The Royal Women's Hospital, Melbourne, he was also a founder and then Chairman of Melbourne IVF, now part of Virtus Health. He is a former president of the Fertility Society of Australia, which has credited his advocacy for embryo freezing in the 1980s as virtually eliminating triplet or higher-order pregnancy, leading to his being featured in the television series Icons in Medicine. In 1978, John wrote the first Australian Report into AID, which demonstrated the non-inferiority of frozen donor semen over fresh. In 2013, John was made an Officer in the Order of Australia (**AO**) for his contribution to reproductive medicine and his distinguished service as a gynaecologist, as an academic in medical education, and his contribution to professional organisations. John has almost 30 years' experience in investing in and supporting early stage companies. He was a non-executive director of Touch Ventures Limited (ASX:TVL), Simavita Limited (ASX:SVA) and Rhinomed Limited (ASX:RNO). In 2022, when John was a director of Daidec Analytics Pty Ltd, the board resolved to put the company into voluntary liquidation as a result of poor performance by the company. A general meeting of the members of Daidec Analytics Pty Ltd was held on 5 November 2022, and it was resolved that the Company be wound up and that liquidators be appointed. As at the date of this Prospectus, Daidec Analytics Pty Ltd has still not been wound up and creditors are awaiting final distributions.
 **Vaughan Webber** *(Independent Non-Executive Director)*	Vaughan has extensive industry and public markets experience, having spent more than 20 years in corporate finance at leading Australian stockbrokers, focusing on developing, funding and executing strategies for mid-to-small cap ASX-listed companies (including extensive IPO experience). He has been on the Board of Vitrafy since November 2022. Vaughan has held and currently holds directorships in private and other public companies, and is currently Chair of Althea Group Holdings Limited (ASX:AGH). Vaughan has a Bachelor of Economics from Monash University.

6.2 Key executives

Profiles of the key members of the Company's executive management team are set out in the table below.

Member/position	Experience, qualifications and expertise
 **Kathryn (Kate) Munnings** *(Chief Executive Officer and Managing Director)*	See above.
 **Brent Michael Leslie Owens** *(Deputy Chief Executive Officer, Co-Founder and Executive Director)*	See above.
 **Simon Martin** *(Chief Financial Officer)*	Simon has had a career spanning more than 25 years in executive and non-executive roles across private, ASX-listed, and private equity-owned organisations. His background encompasses finance and strategic roles in the software sector in Australia and internationally. Simon is currently an investor and director of a number of private technology-based organisations, with a focus on coaching and assisting management teams in developing and executing business strategy and managing capital transactions. Simon has deep executive experience, including as Chief Executive Officer at iCareHealth Pty Ltd, and Chief Financial Officer at MYOB Australia Pty Ltd (formerly ASX:MYO). Simon has a Bachelor of Commerce and a Master of Business Administration from the University of Melbourne, is a member of Australian Institute of Company Directors, and formerly a chartered accountant with Chartered Accountants Australia & New Zealand.
 **Michael Sapountzis** *(Company Secretary)*	Michael is an experienced company secretary and has over 12 years' professional experience providing company secretarial, governance and compliance support to a variety of boards across a range of industries and sectors including ASX-listed and unlisted companies and not-for-profit organisations. Michael specialises in corporate governance, compliance, and employee equity plans. Michael is currently the company secretary of several ASX-listed companies. Michael holds a Bachelor of Commerce and Bachelor of Laws from Deakin University, Graduate Diploma of Legal Practice from the College of Law and Graduate Diploma of Applied Corporate Governance from the Governance Institute of Australia. He is also a Graduate of the Australian Institute of Company Directors and Fellow of the Governance Institute of Australia.

6.3 Scientific Advisory Board

The Company has established a Scientific Advisory Board to provide early evaluation of emerging science, market and cryopreservation technology developments. It will also provide external scientific review and strategic recommendations to Vitrafy leadership, to support its current and future cryopreservation research and development programs, applications and products.

Member/position	Experience, qualifications and expertise
 **John Clark McBain AO** *(Chair, Scientific Advisory Board and Non-Executive Director)*	See above.
 **Dr Anand Srinivasan** *(Member, Scientific Advisory Board)*	Dr Anand Srinivasan MS, PhD, is Vice President of Technology & Innovations and Head of the Center for Innovations and Biodesign at BioBridge, San Antonio, Texas. He began his career with a baccalaureate degree in biotechnology from India. Anand earned his MS and PhD in biomedical engineering from the University of Texas at San Antonio. Prior to his appointment at BioBridge, he served as a principal investigator at the coagulation and blood research program of the USAISR. He has published several peer-reviewed research articles and has been awarded many patents. At BioBridge, Anand leads a team of engineers and scientists working on the expansion of cells using bioreactors, media formulation, process engineering, development of miniaturised technologies for assay and drug development, automation, lab-on-a-chip microfluidics, and novel potency assays for CGT. Anand is an active member on the Process Automation, Analytics and Development Working Group of the International Society for Cell & Gene Therapy (**ISCT**). He is also a member of the Innovation Partner Program with the NSF Engineering Center for Cell Manufacturing Technologies (**CMaT**). Anand also serves on the Advisory Council of the Department of Biomedical Engineering at the University of Texas at San Antonio.
 **Associate Professor Denese Marks** *(Member, Scientific Advisory Board)*	Professor Denese Marks is the National Research Leader for Product Development and Transfusion Studies at Australian Red Cross Lifeblood. Her current research focuses on improving blood component storage, investigating donor attributes that may influence blood component quality, and clinical trials of new blood products. Denese is an Adjunct Associate Professor at the School of Medicine at the University of Sydney, a section editor for the peer-reviewed medical journal *Vox Sanguinis*, and has published over 120 peer-reviewed papers.

Member/position	Experience, qualifications and expertise
 **Dr Debra Gook** *(Member, Scientific Advisory Board)*	Dr Debra Gook is Senior Research Fellow in Reproductive Services; Head of Cryopreservation Services at the Royal Women's Hospital, Melbourne, and holds an honorary position within the Department of Obstetrics and Gynaecology, University of Melbourne. For over three decades, Debra has been at the forefront of research into the freezing of the female egg and ovarian tissue. She pioneered slow freezing of eggs and established world's first egg bank at the Royal Women's Hospital, Melbourne, in 1996. Debra has presented and published widely on the freezing of both human eggs and human ovarian tissue, and continues to play a key role in the development of this technology for clinical application. She has been instrumental in the clinical implementation of a closed vitrification system for human eggs, and the subsequent births from the heterotopic grafting of thawed frozen ovarian tissue. Debra's research has focused on fertility preservation, with a special interest in freezing, follicle development and in-vitro maturation.

6.4 Interests and benefits

This Section 6.4 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

(a) Director or proposed Director of Vitrafy;

(b) person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;

(c) promoter of the Company; or

(d) underwriter to the Offer, or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

(e) the formation or promotion of the Company;

(f) property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offer; or

(g) the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such person for services in connection with the formation or promotion of Vitrafy or the Offer, or to any Director or proposed Director to induce them to become, or qualify as, a Director of Vitrafy.

6.5 Directors' interests and remuneration

6.5.1 Executive remuneration

The Company has entered into an employment agreement with each of Kate Munnings and Brent Owens in respect of their employment as Executive Directors of the Company (see Section 6.6 below).

6.5.2 Non-executive remuneration

Each of the Non-Executive Directors has entered into an appointment letter with the Company, confirming the terms of their appointment, their roles and responsibilities, and the Company's expectations of them as Directors.

Under the Constitution, the Directors decide the total amount paid to each Director as remuneration for their services as a Director. However, subject to the ASX Listing Rules, the total amount paid to all Non-Executive Directors for their services must not exceed an aggregate maximum amount of $750,000 per annum or such other maximum amount as determined by the Company in a general meeting.

The annual base Non-Executive Director fees currently agreed to be paid by the Company to each Non-Executive Director are: $223,000 per annum for the Chair (Sonia Petering) and $66,000 per annum for the other Non-Executive Directors (John McBain and Vaughan Webber). These fees are inclusive of superannuation and statutory obligations. No additional fees are paid to Directors for their membership of, or chairing, a committee of the Board.

Non-Executive Directors may also be reimbursed for all travel, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors, any committee of the Directors or general meetings of the Company, or otherwise in connection with the Company's business.

Non-Executive Directors may be paid such additional or special remuneration if they, at the request of the Board, perform any extra services or make special exertions.

There is no retirement benefit scheme for Non-Executive Directors, other than statutory superannuation contributions.

The remuneration of Directors (who are not Executive Directors) must not include a commission on or a percentage of profits or operating revenue.

6.5.3 Deeds of indemnity, access and insurance

The Company has entered into a deed of indemnity, insurance and access with each Director, which confirms the Director's right of access to certain books and records of the Company and its related bodies corporate.

Pursuant to the Constitution, the Company indemnifies all Directors and officers to the full extent permitted by law against:

(a) all liabilities (other than for legal costs) incurred by those individuals as officers of the Company or a subsidiary; and

(b) reasonable legal costs incurred in defending any action for a liability incurred by those individuals as officers of the Company or a subsidiary.

Under the deeds of indemnity, insurance and access:

(c) the Company indemnifies each Director to the full extent permitted by law against all liabilities (other than for legal costs) and reasonable legal costs incurred in defending any action for a liability incurred as officers of the Company or a subsidiary; and

(d) the Company must maintain such insurance for each Director for the period from the date of the deed until seven years after the Director ceases to hold office. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires but are not resolved until later

6.5.4 Directors' shareholding

Directors are not required under the Constitution to hold any Shares.

The number of Shares, Options and Convertible Notes held by Directors (whether directly, or indirectly through holdings by companies or trusts) before and after the Completion of the Offer are expected to be as follows:

Director	Shares held prior to the Offer	Shares issued on conversion of the Convertible Notes	Shares acquired in the Offer	Shares held at Completion of the Offer	Percentage of Shares held at Completion of the Offer	Options held at Completion of the Offer
Sonia Petering	76,860	82,550	13,587	172,997	0.3%	75,000
Kate Munnings	–	240,625	54,348	294,973	0.5%	1,786,665
Brent Owens	1,918,040	–	–	1,918,040	3.0%	2,639,295
John McBain	1,507,815	247,648	271,740	2,027,203	3.2%	175,000
Vaughan Webber	–	195,778	–	195,778	0.3%	–

6.6 Executive employment arrangements

6.6.1 Chief Executive Officer

Kate Munnings is employed by Vitrafy as Chief Executive Officer and Managing Director under a written employment contract and reports to the Chair of the Board.

Kate is entitled to a fixed annual remuneration of $595,000 per annum (inclusive of superannuation).

Kate will be eligible to receive an incentive benefit under the Equity Incentive Plan established by the Company, which may be subject to achievement of specific conditions (for further information see Section 6.7 below). Kate also holds 1,786,665 2025 Options (for further information see Section 6.7 below).

Kate's employment may be terminated by Vitrafy:

(a) giving 12 months' notice in writing; or

(b) without notice in certain circumstances, including fraud, serious misconduct or breach of agreement by Kate.

Vitrafy can elect to make payment of all or part of the 12 months fixed annual remuneration in lieu of notice.

Kate can resign by giving 12 months' notice in writing.

Kate is subject to a restraint-of-trade clause for a maximum period of 12 months after her employment with Vitrafy ends, in a maximum area of the world. The enforceability of the restraint clause is subject to the usual legal requirements.

6.6.2 Deputy Chief Executive Officer

Brent Owens is employed by Vitrafy as Deputy Chief Executive Officer under a written employment contract, and reports to the Chief Executive Officer.

Brent is entitled to a fixed annual remuneration of $411,000 per annum (inclusive of superannuation).

Brent will be eligible to receive an incentive benefit under the Equity Incentive Plan established by the Company, which may be subject to achievement of specific conditions. Brent also holds 123,295 2022 Options and 2,516,000 2025 Options (for further information see Section 6.7 below).

Brent's employment may be terminated by Vitrafy:

(a) giving 12 months' notice in writing; or

(b) without notice in certain circumstances, including fraud, serious misconduct or breach of agreement by Brent.

Vitrafy can elect to make payment of all or part of the 12 months fixed annual remuneration in lieu of notice.

Brent can resign by giving 12 months' notice in writing.

Brent is subject to a restraint-of-trade clause for a maximum period of 12 months after his employment with Vitrafy ends, in a maximum area of the world. The enforceability of the restraint clause is subject to the usual legal requirements.

6.6.3 Chief Financial Officer

Simon Martin is employed by Vitrafy as Chief Financial Officer under a written employment contract and reports to the Managing Director and Chief Executive Officer.

Simon is entitled to a fixed annual remuneration of $312,000 per annum (inclusive of superannuation).

Simon will be eligible to receive an incentive benefit under the Equity Incentive Plan established by the Company, which may be subject to achievement of specific conditions for further information see Section 6.7 below).

Simon's employment may be terminated by Vitrafy:

(a) giving six months' notice in writing; or

(b) without notice in certain circumstances, including fraud, serious misconduct or breach of agreement by Simon.

Vitrafy can elect to make payment of all or part of the six months fixed annual remuneration in lieu of notice.

Simon can resign by giving six months' notice in writing.

Simon is subject to a restraint-of-trade clause for a maximum period of 12 months after his employment with Vitrafy ends, in a maximum area of the world. The enforceability of the restraint clause is subject to the usual legal requirements.

6.6.4 Termination benefits approval

The Shareholders of the Company have approved the provision of benefits on cessation of employment to current and future members of key management personnel of the Company and its related bodies corporate.

6.7 Employee and Director equity plans

6.7.1 Equity Incentive Plan

Following Completion, the Company intends to establish the Vitrafy Life Sciences Limited Equity Incentive Plan (**Equity Incentive Plan**) to assist in the motivation, reward and retention of Directors, senior executives and other employees who may be invited to participate in the plan from time to time.

The Board has adopted the Vitrafy Life Sciences Limited Equity Incentive Plan Rules (**Plan Rules**), which will govern any future incentive offers made. The Options granted under the Legacy Employee Option Plan are now also governed by the Plan Rules.

The Board intends that any securities offered in the future under the Plan Rules will be designed to align the interests of employees and other recipients with the interests of Shareholders, by providing an opportunity for employees and others to receive an equity interest in the Company. The Plan Rules provide flexibility for the Company to grant rights, options and/or restricted shares as incentives, subject to the terms of individual offers and the satisfaction of performance and vesting conditions determined by the Board from time to time. As at the date of this Prospectus, no decision has been made by the Board to grant any securities under the Plan Rules in addition to the Options that were already on issue under the Legacy Employee Option Plan.

The key features of the Plan Rules are outlined in the table below.

Term	Description
Eligibility	Offers may be made at the Board's discretion to employees and Directors of the Group or any other person that the Board determines to be eligible to receive a grant under the Plan Rules.
Types of securities	The Company may grant Rights, Options and/or restricted Shares as incentives, subject to the terms of individual offers. **Options** are an entitlement to receive Shares upon satisfaction of applicable conditions and payment of an applicable exercise price. **Rights** are an entitlement to receive Shares subject to the satisfaction of applicable conditions. **Restricted Shares** are Shares that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Offers under the Plan Rules	Under the Plan Rules, the Board may make offers at its discretion, subject to any requirements for Shareholder approval. The Board has the discretion to set the terms and conditions on which it will offer incentives in individual offer documents. An offer must be accepted by the participant and can be made on an opt-in or opt-out basis.
Issue price	Unless the Board determines otherwise, no payment is required for a grant of a Right, Option or restricted Share allocated under the Plan Rules.
Vesting	Vesting of the incentives is subject to any vesting or performance conditions determined by the Board and specified in the offer document. Subject to the Plan Rules and the terms of the specific offer document, incentives will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied. Options must be exercised by the employee, and the employee is required to pay any exercise price applicable. Rights may also have an exercise mechanism; however, no exercise price is payable.
Cessation of employment	Under the Plan Rules, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual offer documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.

Term	Description
Clawback and preventing inappropriate benefits	The Plan Rules provide the Board with broad clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material financial misstatement.
Change of control	The Board may determine that all or a specified number of a participant's incentives will vest or cease to be subject to restrictions where there is a change of control event in accordance with the Plan Rules.
Rights issues, bonus issues, corporate actions and other capital reconstructions	The Plan Rules include specific provisions dealing with rights issues, bonus issues, corporate actions and other capital reconstructions. These provisions are intended to ensure that there is no material advantage or disadvantage to the participant in respect of their incentives as a result of such corporate actions. Participants are not entitled to participate in new issues of securities by the Company prior to the vesting (and exercise if applicable) of their Options or Rights. In the event of a bonus issue, Options or Rights will be adjusted in the manner allowed or required by the ASX Listing Rules.
Restrictions on dealing	Prior to vesting, the Plan Rules provide that participants must not sell, transfer, encumber, hedge or otherwise deal with their incentives. After vesting, participants will be free to deal with their incentives, subject to the Group's securities trading policy.
Other terms	The Plan Rules contain customary and usual terms for dealing with administration, variation, suspension, and termination of any incentive plan.

6.7.2 Legacy Employee Option Plan

The Company previously established an employee option plan (**Legacy Employee Option Plan**). As at the date of this Prospectus, the Company has on issue options granted on 30 June 2022 (**2022 Options**) and options granted on 1 July 2024 (**2025 Options)** (together, the **Options**). The Options were granted under a historical employee option plan, and are now governed by the Plan Rules.

As at the date of this Prospectus, the Company also has on issue another 89,690 options (in addition to the Options) whose terms provide that they expire on Listing. The optionholder has informed Vitrafy that he does not currently intend to exercise these options and as such they are expected to expire unexercised. If they are exercised, they will result in an increase in the number of Shares on issue at Listing.

Options do not carry dividend or voting rights prior to vesting and exercise. Shares allocated on exercise of Options carry the same dividend and voting rights as other Shares. The key terms of the Options are summarised below.

6.7.2.1 2022 Options

Holders	There are 481,305 2022 Options on issue. Recipients include employees, contractors and Directors. The following Directors hold 2022 Options in the following amounts: ▪ John McBain: 100,000 2022 Options; and ▪ Brent Owens: 123,295 2022 Options. At completion of the Offer, the 2022 Options represent approximately 0.8% of total Shares outstanding.
Quantity and terms	Each 2022 Option was issued at no cost and entitles the holder to acquire a Share on vesting and exercise, subject to the satisfaction of vesting conditions and payment of the exercise price.
Exercise price	$4.00 per 2022 Option.
Vesting conditions	One-third of the 2022 Options vested on each of 30 June 2023 and 20 June 2024, with the remaining one-third to vest on 30 June 2025, with the holder required to remain involved in the Company at the vesting date.

Expiry date	30 June 2027. After this date the options will lapse.
Dividend and voting rights	The 2022 EOP Options do not carry dividend or voting rights prior to vesting and exercise. Shares allocated on exercise of Options carry the same dividend and voting rights as other Shares.

6.7.2.2 2025 Options

Holders	There are 6,001,830 2025 Options on issue. Recipients include employees, contractors and Directors. The following Directors hold 2025 Options in the following amounts: ▪ Sonia Petering: 75,000 2025 Options; ▪ Kate Munnings: 1,786,665 2025 Options; ▪ Brent Owens: 2,516,000 2025 Options; and ▪ John McBain: 75,000 2025 Options. At completion of the Offer, the 2025 Options represent approximately 9.4% of total Shares outstanding.
Quantity and terms	Each 2025 Option was issued at no cost and entitles the holder to acquire a Share on vesting and exercise, subject to the satisfaction of vesting conditions and payment of the exercise price.
Exercise price	$1.42 per 2025 Option.
Vesting conditions	For Kate Munnings and Brent Owens, a specified portion of their 2025 Options is subject to performance-based vesting conditions (such as contribution to commercialising operations, restructuring operations for sustainable growth, revenue growth and increasing enterprise value), with the remaining portion being subject to a time-based vesting condition (generally one-third of that portion to vest on each of 30 June 2025, 30 June 2026 and 30 June 2027). For one contractor/adviser and Sonia Petering and John McBain, all their 2025 Options are subject to a time-based vesting condition only (generally one-third of that portion to vest on each of 30 June 2025, 30 June 2026 and 30 June 2027). For one contractor/adviser, all their 2025 Options are subject to performance-based vesting conditions only (relating to the development of commercial agreements and introduction of new investors). For all holders other than one contractor/adviser, there is also a service-based vesting condition, meaning the 2025 Options only vest while the holder is still engaged in the affairs of the Company in the same capacity as at the date of grant (or an at least equivalent capacity as determined by the Board).
Expiry date	30 June 2029. After this date the options will lapse.
Dividend and voting rights	The 2025 Options do not carry dividend or voting rights prior to vesting and exercise. Shares allocated on exercise of Options carry the same dividend and voting rights as other Shares.

Table 6.1. Dilutionary impact of Shares should exercise of 2022 and 2025 Options occur in full

	Shares held at Completion of the Offer (#)[1]	Shares held at Completion of the Offer (%)	Shares held following exercise of all 2022 and 2025 options (#)[2]	Shares held following exercise of 2025 Options (%)
Directors/Management (and associated entities)	4,622,578	7.2%	9,761,038	13.9%
Ryder Capital	4,126,465	6.5%	4,126,465	5.9%
Neill Stacey	3,425,740	5.4%	3,425,740	4.9%
Other Existing Shareholders	38,026,200	59.6%	39,370,875	56.0%
Successful Applicants (excluding Existing Shareholders)	13,648,691	21.4%	13,648,691	19.4%
Total	**63,849,674**	**100.0%**	**70,332,809**	**100.0%**

Notes:

1. The table above assumes Existing Shareholders do not acquire any Shares under the Broker Firm Offer.
2. The table above assumes that no further Shares are issued following Completion of the Offer, other than Shares issued on exercise of the 2022 and 2025 Options.

6.8 Interests of advisers

(a) Bell Potter Securities Limited and Ord Minnett Limited have acted as Joint Lead Managers to the Offer. The Company has paid or agreed to pay the Joint Lead Managers the fees described in Section 10.6 for these services;

(b) Morgans Corporate Limited has agreed to act as Co-Lead Manager to the Offer. Fees payable to the Co-Lead Manager are described in Section 10.6;

(c) Herbert Smith Freehills has acted as Australian legal adviser to the Company in relation to the Offer (other than in relation to taxation, stamp duty and intellectual property). The Company has paid, or agreed to pay, approximately $794,000 (excluding disbursements and goods and services tax (**GST**)) for these services up until the Prospectus Date. Further amounts may be paid to Herbert Smith Freehills in accordance with its normal time-based charges;

(d) Davies Collison Cave has acted as the Australian legal adviser in relation to the Intellectual Property Report and other intellectual property matters related to the Offer. The Company has paid, or agreed to pay, approximately 28,260 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to Davies Collison Cave in accordance with its normal time-based charges;

(e) Commercial Eyes has acted as consultant to Vitrafy in relation to the Offer and prepared certain information relating to the industry in which the Company operates, for inclusion in this Prospectus. Vitrafy has paid or agreed to pay approximately $97,645 (excluding disbursements and GST) for these services up until the Prospectus Date; and

(f) Grant Thornton Corporate Finance Pty Limited (Grant Thornton) has acted as Investigating Accountant, has prepared the Investigating Accountant's Report, and has performed work in relation to due diligence enquiries. The Company has paid, or agreed to pay, approximately $91,500 (excluding disbursements and GST) for the above services up until the Prospectus Date. Further amounts may be paid to Grant Thornton in accordance with its normal time-based charges.

These amounts, and other expenses of the Offer, will be paid by the Company out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of expenses of the Offer is set out in Section 7.1.4.

6.9 Corporate governance

This Section 6.9 explains how the Board oversees the management of the Company's business. The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company, and considering and approving an annual business plan (eg a budget).

The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company. In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes, and corporate governance policies and practices that it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

6.9.1 ASX Corporate Governance Council's Corporate Governance Principles and Recommendations

The Company is seeking a listing on the ASX. The ASX Corporate Governance Council has developed and released the fourth edition of its *Corporate Governance Principles and Recommendations* (**ASX Recommendations**) for Australian listed entities, to promote investor confidence and assist companies in meeting stakeholder expectations. The ASX Recommendations are guidelines and are not prescriptive. The Board is entitled to not adopt a particular recommendation if it considers it inappropriate in the context of the business. However, under the ASX Listing Rules, the Company will be required to provide a statement in its annual report disclosing the extent to which it has followed the ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it. Vitrafy intends to comply with all of the ASX Recommendations from the time of its Listing.

Copies of the Company's key policies and practices and the charters for the Board and each of its committees are available at https://vitrafy.com/investors.

6.9.2 Board composition

The Board comprises five members: an independent Non-Executive Chair, two Executive Directors and two independent Non-Executive Directors.

Detailed biographies of the Board members are provided in Section 6.1.

The ASX Recommendations state that ideally, the Board should comprise a majority of independent Non-Executive Directors and that the position of chair be held by an independent Non-Executive Director. The Directors have reserved absolute discretion to determine the appropriate composition of the Board from time-to-time.

The Board Charter sets out guidelines for the purpose of determining independence of Directors and has adopted a definition of independence that is based on that set out in the ASX Recommendations. The Board considers an independent Non-Executive Director to be one who is independent of the Company's Management and who is free of any business or other relationship that could materially interfere with, or could reasonably be perceived to materially interfere with, the independent exercise of their unfettered and independent judgement. The Board reviews the independence of each Director in light of interests disclosed to the Board from time-to-time.

Kate Munnings and Brent Owens are not considered by the Board to be independent as they are Executive Directors of the Company.

The Board considers that Sonia Petering, John McBain and Vaughan Webber are independent Directors for the purpose of the ASX Recommendations, as each is free from any interest, position, association or relationship that could materially interfere with, or reasonably be perceived to materially interfere with, the independent exercise of their judgement. It is acknowledged that John McBain was, prior to Completion of the Offer, substantial shareholder in the Company, but this is not considered by the Board to materially interfere with John McBain's independent exercise of his unfettered and independent judgement, given his historical conduct on the board and the small proportion of his wealth associated with his shareholding in Vitrafy. John McBain also chairs the Scientific Advisory Board, but does not receive any additional fees for this role.

Accordingly, the Board will consist of three independent Directors. The Board considers that each of the Non-Executive Directors brings an objective and independent judgement to the Board's deliberations and that each of the Non-Executive Directors makes a valuable contribution to the Company through the skills they bring to the Board and their understanding of the Company's business.

6.9.3 Board Charter

The Board has adopted a written charter to clarify the roles and responsibilities of the Board members. The charter sets out:

(a) the Board's responsibilities and principal functions;

(b) the Board composition;

(c) the allocation of the Board's responsibilities;

(d) the relationship and interaction between the Board and senior management; and

(e) the authority delegated by the Board to senior management and Board committees.

The composition of the Board is to be determined in accordance with the following principles:

(a) the Directors should be business leaders and professionals from both industry and financial backgrounds, exposing management to, and giving management the benefits of, a diverse range of views on the issues raised before the Board;

(b) the Directors must be financially literate and at least one must have financial expertise;

(c) the Directors must demonstrate an appropriate mix of skills, experience, diversity and knowledge to discharge their responsibilities and objectives; and

(d) the Board should comprise Directors with a relevant blend of personal and professional experience in accounting and finance, law, retail, sales, financial management, technology, data and digital strategy, people and performance, biotechnology industry, operations and risk management, health and safety, public company administration, and director-level business or corporate experience comparable with the scale and nature of the activities of the Company.

The Board must have a minimum of three Directors and should consist of a majority of independent Directors. Directors may appoint alternate Directors in accordance with the Constitution.

Directors may only hold office for a continuous period up to three years, or until the third annual general meeting following the Director's appointment or election, whichever is longer, but are eligible for re-election.

In general, the Board is ultimately responsible for, and has the authority to determine, all matters relating to the running of the Company. The Board is responsible for the overall corporate governance and successful operation of the Company and must conduct itself honestly, fairly and diligently, in the best interests of the Company as a whole.

The Board's specific principal functions and responsibilities include:

(a) appointing the Chair of the Board in accordance with the Constitution;

(b) delegating appropriate powers to executive directors and senior management to ensure the effective day-to-day management of the business and monitoring the exercise of these powers;

(c) establishing and monitoring executive succession planning;

(d) providing leadership and setting the Company's strategic direction, objectives and goals;

(e) exercising the prudential control of the Company's finances and operations, including monitoring its financial performance and approving its budgets and major capital expenditure;

(f) evaluating the implementation of strategy and business performance of the Company;

(g) resourcing, reviewing and evaluating executive management;

(h) ensuring the existence of, and compliance with, adequate internal control systems;

(i) identifying and managing significant business risks in accordance with the Company's risk management and internal compliance and control system;

(j) receiving reports from management and the Audit and Risk Committee on a regular basis regarding material risks faced by the Company and applicable mitigation strategies and activities. The Board and its committees consider these reports, discuss matters with management, and identify and evaluate any potential strategic or operational risks, including the appropriate activity to address those;

(k) overseeing the integrity of the Company's accounting and corporate reporting systems, including the external audit;

(l) ensuring timely, accurate, and effective communication with, and reporting to, shareholders, the market and relevant regulatory bodies;

(m) ensuring timely and balanced disclosure of all material information relating to the Company that a reasonable person would expect to have a material effect on the price or value of the Company's securities;

(n) overseeing the management of occupational health and safety, and environmental compliance and performance;

(o) establishing and maintaining appropriate ethical standards and codes of conduct;

(p) conducting an annual self-assessment of the Board's performance to be provided to the Remuneration and Nomination Committee;

(q) approving the Company's remuneration policies;

(r) evaluating and adopting, with or where appropriate without modification, the ASX Recommendations; and

(s) supervising compliance with the Company's corporate governance policies.

The day-to-day operations of the Company's business are conducted by the Chief Executive Officer and the management team, as directed by the Board. The Board establishes goals for management and ensures the business is managed in a manner consistent with the agreed objectives.

To assist the Board in fulfilling its responsibilities, the Board has established the Audit and Risk Committee, and the Remuneration and Nomination Committee, each of which has a separate charter outlining its terms of reference.

The Board may seek independent professional advice at the reasonable expense of the Company on any matter connected with the discharge of his or her responsibilities, subject to the approval of the Chair of the Board, who will facilitate obtaining such advice.

6.9.4 Board committees

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Board has established an Audit and Risk Committee, and a Remuneration and Nomination Committee. Other committees may be established by the Board as and when required.

6.9.4.1 Audit and Risk Committee

Under its charter, the Audit and Risk Committee should comprise at least three Directors, all being Non-Executive Directors with the majority being independent Directors. All members of this committee must be able to read and understand financial statements and reports. The committee chair must be independent, have leadership experience; a strong finance, accounting, or business background; and must not be the chair of the Board.

At present, Vaughan Webber, Sonia Petering and John McBain are members of the Audit and Risk Committee. Vaughan Webber will act as chair of the committee and is independent.

Membership of the Audit and Risk Committee will be reviewed periodically, and reappointment to the Audit and Risk Committee will not be automatic. The Board has discretion to decide on appointments and resignations.

The primary role of the Audit and Risk Committee is to monitor and review the effectiveness of the controlled environment of the Company in the areas of operational and balance sheet risk, legal and regulatory compliance, and financial reporting. The Audit and Risk Committee will provide an independent and objective review of financial and other information prepared by the Company; in particular, information that is to be provided to members and/or filed with regulators, including:

(a) overseeing the Company's discharge of its responsibilities with respect to:
   (i) the adequacy of the Company's corporate reporting processes;
   (ii) whether the Company's financial statements, financial report, and annual report reflect the understanding of the committee members and provide a true view of the Company's financial position;
   (iii) the appropriateness of the accounting decisions exercised by management in preparing the Company's financial statements;
   (iv) legal and regulatory compliance;
   (v) protection of capital;
   (vi) risk management systems, including the matters set out in the Risk Management Policy, and ensuring that risk management processes are maintained and operating effectively; and
   (vii) any reports made by the Whistleblower Protection Officer under the Company's Whistleblower Policy;

(b) overseeing the Company's relationship with the external audit firm, including their appointment or removal;

(c) determining the independence of the external audit firm; and

(d) in respect of the external audit firm, determining the policy for partner rotation.

The Audit and Risk Committee is also responsible for the review of the Company's risk management program (which the Company undertakes on an annual basis), and must ensure the areas of risk have been identified, and that appropriate internal controls have been implemented and are operating efficiently in all material respects.

The external audit firm and senior executives may attend meetings by invitation of the Audit and Risk Committee as it deems appropriate.

The reports and actions of the Audit and Risk Committee will be included in the Board papers for the following Board meeting. The committee will meet as often as it considers necessary and at least three times each year.

6.9.4.2 Remuneration and Nomination Committee

Under its charter, the Remuneration and Nomination Committee should comprise at least three Directors, a majority of whom should be independent Directors, and the chair should be an independent Director. Members of the Remuneration and Nomination Committee must also have an appropriate level of understanding of principles of corporate governance, the Company's business and organisational structure, the functions of the Board, and the Company's management at a senior management level.

Currently, Sonia Petering, John McBain and Vaughan Webber are members of the Remuneration and Nomination Committee. Sonia Petering will act as chair of this committee and is independent.

The objectives of the Remuneration and Nomination Committee include:

(a) reviewing and assessing the necessary and desirable competencies of Non-Executive Directors;

(b) monitoring and evaluating the performance of each Director individually and of the Board collectively;

(c) developing succession plans for the Board and overseeing the development by management of succession planning for senior executives; and

(d) developing, evaluating, approving and reviewing remuneration practices and policies.

The Remuneration and Nomination Committee is also responsible for:

(a) determining and reviewing the time commitment required from each Director to discharge his or her obligations to the Company in an effective manner;

(b) identifying and evaluating the necessary and desirable skills, experience and diversity of the Board and the Board committees;

(c) identifying suitable candidates for appointment to the Board and the Board committees to ensure an appropriate mix of expertise, experience, diversity and succession;

(d) formulating and reviewing a process for the nomination and selection of Non-Executive Directors to the Board;

(e) undertaking all appropriate checks before nominating an individual as a candidate for appointment to the Board and the Board committees;

(f) regularly assessing the independence of each Non-Executive Director;

(g) developing and implementing a succession plan for each Non-Executive Director to maintain all necessary and desirable competencies;

(h) developing and implementing induction programs for Non-Executive Directors, including ongoing professional development;

(i) assessing the directorships in other public companies held by, or offered to, each Non-Executive Director; and

(j) implementing and maintaining a remuneration strategy capable of attracting and motivating each Director and senior executive in the context of the objective of maximising value for the Company's securityholders.

The Board has ultimate responsibility for overseeing the performance of the Company, including its remuneration and nomination policies.

The Remuneration and Nomination Committee will make recommendations to the Board, including regarding the remuneration of the Chief Executive Officer and other Executive Directors, direct reports of the Chief Executive Officer, and approving remuneration proposed by the Board. The committee will meet as often as it considers necessary, but at least once per year.

6.10 Corporate governance policies

6.10.1 Continuous Disclosure Policy

Once listed on the ASX, the Company will be required to comply with the continuous disclosure obligations of the ASX Listing Rules and the Corporations Act. Subject to the exceptions in the ASX Listing Rules, the Company must disclose any information to the ASX that is not generally available and which a reasonable person would expect to have a material effect on the price or value of the Shares.

The Company is committed to observing its continuous disclosure obligations under the ASX Listing Rules and the Corporations Act. To this end, the Company has adopted a continuous disclosure policy, which establishes procedures aimed at ensuring the timely disclosure of material, price-sensitive information. The Board will review the continuous disclosure policy at least annually to ensure it aligns with best practices and remains consistent with its objectives.

Under the policy, only the Chief Executive Officer, Chief Financial Officer, Company Secretary, or Chair of the Board may speak on behalf of the Company as authorised spokespersons, to external investor analysts or the media.

The Company Secretary and Chief Executive Officer will be responsible for managing the Company's day-to-day compliance with its continuous disclosure obligations. They will also handle communication with the ASX regarding ASX Listing Rules matters, including lodging disclosures. The Company Secretary will act as the ASX liaison officer.

Any Company announcement will be drafted in consultation with the Company Secretary, reviewed by the Chief Executive Officer or Chief Financial Officer, and distributed to all Directors for comment and approval prior to the announcement. In the absence of a reply from one or more Directors, or if necessary due to time constraints, the Chief Executive Officer is authorised to make the ASX announcement.

In addition to being provided to the ASX, continuous disclosure announcements will also be available on the Company's website at www.vitrafy.com.

6.10.2 Communications strategy

The Board aims to provide Shareholders with sufficient information to assess the performance of the Company, and to inform them of major developments affecting the affairs of the Company relevant to Shareholders in accordance with all applicable laws. Vitrafy has adopted a Shareholder communications policy, which aims to set out the processes by which it will strive to ensure that Shareholders are provided with appropriate information and facilities to allow them to exercise their rights effectively.

Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX and by publishing information on the Company's website. In particular, the Company's website will contain information about it, including media releases, key policies, and the charters of its Board committees. All relevant announcements made to the market and any other relevant information will be posted on the Company's website as soon as they have been released to ASX.

Shareholders can access information relevant to their holding, as well as update personal information via the Share Registry.

6.10.3 Securities dealing policy

The Company has adopted a securities trading policy that will apply to Vitrafy, its Directors, officers and employees, and any persons connected with these individuals, including family members, who may be expected to influence or be influenced by that individual in their dealings with the Company or any other entity the individual has the ability to control Relevant Persons.

The policy is intended to explain the types of conduct in relation to dealings in Shares that are prohibited under the Corporations Act, and to establish procedures in relation to dealings in Shares.

The policy defines certain 'blackout periods' during which, unless approval is granted by the Chair or, if the Relevant Person is the Chair, the Chair of the Audit and Risk Committee, trading by Relevant Persons is not permitted. These periods are defined as:

(a) one day immediately before the close of trading for a relevant period in respect of the Company's quarterly report, half-yearly results, full-year results, through to one day immediately following the release of such report or results;

(b) one day immediately before the Company's annual general meeting through to one day immediately following such annual general meeting; and

(c) any other period that the Board specifies from time to time.

The securities trading policy outlines the following periods, subject to severe financial hardship or other exceptional circumstances, during which trading in Shares by Directors is permitted (subject to due notification being given to the Chair):

(a) for a period commencing one business day after the release of the quarterly, half-yearly, and annual reports to the market and ending four weeks thereafter;

(b) for a period commencing one business day following the release of price-sensitive information to the market (which allows a reasonable period for the information to be disseminated among members of the public) and ending four weeks later; and

(c) where the proposed acquisition of Shares is under:

  (i) a bonus issue made to a class of Shareholders;

  (ii) a dividend reinvestment or top-up plan available to a class of Shareholders; or

  (iii) an employee share option plan.

In all instances, buying or selling of Shares is not permitted at any time by any person who possesses price-sensitive information. A copy of this securities trading policy will be available on the Company's website.

6.10.4 Statement of Values

Vitrafy's Board has adopted a Statement of Values, which outlines the core values and ethical principles that guide Vitrafy and its subsidiaries. It emphasises the Company's commitment to fostering a culture of lawful, ethical and responsible behaviour. The document highlights the responsibility of senior executives to instil these values across the organisation, ensuring all employees receive appropriate training and that the values are reinforced in daily interactions.

The core values of Vitrafy include:

(a) **Integrity:** acting honestly and ethically in all dealings, both internally and externally, and partnering with business entities that share similar ethical standards.

(b) **Respect:** valuing all individuals, their ideas, and cultures, ensuring that words and actions reflect this respect.

(c) **Safety:** providing a safe and non-discriminatory working environment, safeguarding the health and well-being of employees, contractors, customers, suppliers, and visitors

(d) **Community Standards:** acting in a manner consistent with the reasonable expectations of investors and the broader community.

(e) **Investment:** achieving positive outcomes for all stakeholders and creating and sustaining value from the Company's products.

The Board will review the Statement of Values at least bi-annually to ensure it aligns with best practices and remains consistent with its objectives. Amendments to the policy may be made by resolution of the Board as needed.

6.10.5 Code of Conduct

The Company expects a high level of honesty, care, fair dealing and integrity in the conduct of all its business activities. The code of conduct applies to all Directors, officers, executives, employees and contractors of Vitrafy, who are expected to:

(a) act in the best interests of the Company;

(b) act ethically and responsibly;

(c) act honestly and fairly in all commercial dealings, and conduct themselves with professional courtesy and integrity in their dealings with other employees and customers of the Company;

(d) comply with all laws and regulations that apply to the Company and its operations;

(e) report any circumstance that is believed, in good faith, to be a breach of a law or this code of conduct; and

(f) avoid entering into any arrangement or participating in any activity that would conflict with Company's best interests or that would be likely to negatively affect the Company's reputation.

6.10.6 Diversity and Inclusion Policy

The Board has formally approved a Diversity and Inclusion Policy to actively promote a more diverse and representative management and leadership structure. The objectives of the policy are to ensure the Company:

(a) encourages a corporate culture that recognises and values diversity;

(b) provides equal access and opportunities to all its employees; and

(c) promotes a fair and balanced approach ensuring the appointment and advancement of employees is based on skill, performance and capability.

Under the Diversity and Inclusion Policy, the Board is responsible for setting measurable objectives for achieving gender diversity.

The Audit and Risk Committee will review the policy at least annually to ensure that it accords with best practice and remains consistent with its objectives. The Board will report annually on the Company's progress in meeting the Company's objectives and will make recommendations as to the effectiveness of these objectives.

6.10.7 Anti-Bribery and Anti-Corruption Policy

Any fraud, bribery or corruption committed against the Company is a major concern. Vitrafy requires the Board, senior management and all employees to conduct activities ethically and appropriately, complying with applicable laws and regulations. Accordingly, the Company has adopted an Anti-Bribery and Anti-Corruption Policy.

This policy applies to all Directors, officers, employees, contractors, consultants and volunteers. The objectives of the policy are to ensure that the Company:

(a) does not engage in corrupt business practices;

(b) will implement procedures to prevent bribery and corruption involving any Director, officer, employee, contractor or other party representing the Company; and

(c) will, at a minimum, comply with all applicable laws, regulations and standards, including applicable anti-bribery laws in Australia and each jurisdiction it operates in, and where internal policies require a higher standard, will comply with such higher standard.

6.10.8 Whistleblower Policy

The Company is committed to a culture of corporate compliance and high ethical behaviour. Accordingly, Vitrafy has adopted a Whistleblower Policy. The policy outlines:

(a) the types of conduct that should be reported;

(b) the types of disclosures that qualify for protection;

(c) the protections available to whistleblowers;

(d) the procedures for reporting conduct;

(e) how the Company will investigate disclosures;

(f) how the Company will support whistleblowers and protect them from detriment; and

(g) how the Company will ensure fair treatment of employees who are the subject of or mentioned in disclosures.

Eligible whistleblowers include officers, employees, associates of the Company and individuals who supply goods or services to the Company or their employees. They are protected under the policy and by the protections provided in the Corporations Act and the *Taxation Administration Act 1953* (Cth).

7.

DETAILS OF THE OFFER

7. DETAILS OF THE OFFER

7.1 The Offer

7.1.1 Description of the Offer

This Prospectus relates to an initial public offering of Shares by the Company at an Offer Price of $1.84 per share. A total of 19.0 million Shares will be available under the Offer. These Shares will be available for investors under the Broker Firm Offer, the Institutional Offer, and the Priority Offer.

The Shares offered under this Prospectus will represent approximately 29.8% of the Shares on issue at Completion of the Offer. The Offer is expected to raise gross proceeds of approximately $35.0 million from the issue of Shares by the Company.

The total number of Shares on issue at Completion will be approximately 63.8 million. All Shares available under the Offer are fully paid ordinary shares and will, once issued, rank equally with Shares on issue as at the date of this Prospectus.

The Shares held by the Existing Shareholders will be subject to escrow arrangements described in Section 10.7 of this Prospectus.

The Offer has been fully underwritten by the Joint Lead Managers. A summary of the Underwriting Agreement, including the events that would entitle the Joint Lead Managers to terminate the Underwriting Agreement, is set out in Section 10.6.

The Offer is made on the terms, and is subject to the conditions, set out in this Prospectus.

7.1.2 Structure of the Offer

The Offer comprises:

(a) the Broker Firm Offer, which is only open to Australian and New Zealand resident investors who are not Institutional Investors and who have received a firm allocation of Shares from a Broker;

(b) the Institutional Offer, which consists of an invitation to bid for Shares made to Institutional Investors in Australia and certain eligible jurisdictions (see Section 7.8); and

(c) the Priority Offer, which is open to selected investors in Australia nominated by the Company (see Section 7.5).

The allocation of Shares between the Broker Firm Offer, the Institutional Offer and the Priority Offer will be determined by agreement between the Joint Lead Manager and the Company.

No general public offer of Shares will be made under the Offer.

7.1.3 Purpose of the Offer

The Offer is being conducted to:

- provide the Company with funding to support its growth strategies, including by investing in revenue-generation initiatives, market awareness and commercialisation efforts;
- fund product development, and research and development;
- protect and expand the Company's intellectual property portfolio;
- provide the Company with access to listed capital markets to support future growth;
- pay the costs of the Offer; and
- fund general working capital requirements.

The Offer is also being conducted to provide Vitrafy with the benefits of an increased brand profile that may arise from being a publicly listed entity, broaden the Company's Shareholder base and provide a liquid market for Shares.

7.1.4 Sources and uses of proceeds

The Offer is expected to raise approximately $35 million in addition to the cash held as at 30 June 2024. The table below sets out in the detail the use of the proceeds raised from the Offer.

Table 7.1. Sources and uses of proceeds

Sources	$million	% of total
Cash on hand (as at 30 June 2024)	6.4	15.5%
Proceeds from the Offer	35.0	84.5%
Total	**$41.4**	**100.0%**

Uses	$million	% of total
Market Development	**10.9**	**26.3%**
Market Development expenditure is focussed on developing and executing on commercial opportunities currently in place (Huon Aquaculture) and anticipated in the near term (USAISR and SSI), as discussed further in section 3 of this Prospectus. In addition, further business development will be undertaken with other potential customers who have demand for cryopreservation solutions, including biopharmaceuticals, clinical research organisations, other animal health providers, as well as distributors of allied products and services. Of particular focus will be establishing operations in Vitrafy's target market of the United States, where both the USAISR and SSI (as well as many other target customers) are located. Further detail in relation to the use of funds is set out below:		
▪ *Business development, Marketing and North American Expansion*	*$4.1*	
▪ *Regulatory Approvals*	*$2.0*	
▪ *Operational Team build-out to service trials and commercial arrangements*	*$4.8*	
Technology Development	**14.3**	**34.5%**
Technology Development expenditure consists primarily of investments into the Company's next generation devices. Whilst Vitrafy is currently commercialising its current devices, the Company will invest in next generation devices which facilitate mass manufacture and incorporate feedback from users of VCU1 (for further detail see Section 3.4.3). Further detail in relation to the use of funds is set out below:		
▪ *Hardware v2.0 design and development*	*$7.6*	
▪ *Software development*	*$5.2*	
▪ *Ongoing Research & Development activities*	*$1.5*	
Capital Expenditure	**1.2**	**2.9%**
Capital expenditure comprises the costs of continued protection and maintenance of Vitrafy's I.P. portfolio and the cost to build further Smart Devices to meet short term demand. Further detail in relation to the use of funds is set out below:		
▪ *Intellectual property protection*	*$0.5*	
▪ *Operational equipment*	*$0.7*	
Working Capital	**11.6**	**28.0%**
Funds allocated for working capital will be used by Vitrafy as it continues to execute on its commercialisation plans and to fund operating losses. Working capital uses include payment of employee salaries and related costs, lease payments, marketing and travel costs, payments to suppliers (such as software providers, IT consultants and professional services providers), corporate costs and other ordinary course expenses necessary to operate the business. In addition, some capital will be used to fund the initial manufacture of hardware units to be deployed to customers.		
Costs of the Offer	**3.4**	**8.2%**
Total Use of Funds	**$41.4**	**100.0%**

The Board believes that on Completion, the Company will have sufficient funds available to fulfil the purpose of the Offer and meet the Company's stated business objectives.

The above table is a statement of current intentions as at the Prospectus Date, based on the Company's present plans and business conditions. Investors should note that, as with any budget, the allocation of funds set out in the above table may change depending on a number of factors, including the outcome of operational and development activities, regulatory developments and market and general economic conditions, and also having regard to the risks specified in Section 5 of this Prospectus. In light of this, the Board reserves the right to alter the way in which the funds are applied with respect to the Company's current stated business objectives and/or alter the Company's business objectives (as applicable). More generally, the Board may consider the use of additional equity or debt funding if appropriate to further accelerate growth or fund the Company's current stated business objectives, or otherwise a specific project, transaction or acquisition opportunity (including if the Company's stated business objectives change).

7.2 Capital and ownership structure

7.2.1 Capital structure

The Details of the Company's indicative capital structure as at the Prospectus Date at Completion of the Offer, are shown in the table below.

Table 7.2. Shareholding structure

	Shares held on the Prospectus Date (#)	Shares held on Prospectus Date (%)	Shares issued on conversion of the Convertible Notes (#)	Shares acquired in the Offer (#)	Shares held at Completion of the Offer (#)[1]	Shares held at Completion of the Offer (%)	Options held at Completion of the Offer (#)
Directors/management (and associated entities)	3,502,715	21.1%	766,601	353,262	4,622,578	7.2%	5,138,460
Ryder Capital	–	–	2,767,769	1,358,696	4,126,465	6.5%	–
Neill Stacey	–	–	3,235,522	190,218	3,425,740	5.4%	–
Other Existing Shareholders	13,099,545	78.9%	21,455,894	3,470,761	38,026,200	59.6%	1,344,675
Successful Applications (excluding Existing Shareholders)	–	–	–	13,648,691	13,648,691	21.4%	–
Total	**16,602,260**	**100.0%**	**28,225,786**	**19,021,628**	**63,849,674**	**100.0%**	**6,483,135**

Notes:

1. The table above assumes Existing Shareholders do not acquire any Shares under the Broker Firm Offer.
2. Details of the Shares and Options that will be subject to the escrow arrangements are set out in Section 10.7.
3. As at the date of this Prospectus, the Company also has on issue another 89,960 options (in addition to the Options) whose terms provide that they expire on Listing. The optionholder has informed Vitrafy that he does not currently intend to exercise these options and as such they are expected to expire unexercised. If they are exercised, they will result in an increase by 89,960 in the number of Shares on issue at Listing.

The free float of Shares at the time of Listing on the Official List will be no less than 20% of the Shares on issue at that time.

7.3 Terms and conditions of the Offer

Topic	Summary
What is the type of security being offered?	Shares (being fully paid ordinary shares in the issued capital of the Company).
What are the rights and liabilities attached to the security being offered?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 7.12.
What is the consideration payable for the Shares?	The Offer Price is $1.84 per Share.
What is the Offer Period?	The Offer will open at 9.00am (AEDT) on 7 November 2024 and will close at 5.00pm (AEDT) on 15 November 2024. The key dates, including details of the Offer Period, are set out on page 4 of this Prospectus. The timetable is indicative only and may change. Unless otherwise indicated, all times are stated in Australian Eastern Daylight Time. The Company, in consultation with the Joint Lead Managers, reserve the right to vary the times and dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early; to extend the Offer Period relating to all or any component of the Offer; or to accept late Applications or bids, either generally or in particular cases; or to cancel or withdraw the Offer before Completion, in each case without notifying any recipient of this Prospectus or any Applicants). If the Offer is cancelled or withdrawn before Completion, then all Application Monies will be refunded in full (without interest) as soon as possible, in accordance with the requirements of the Corporations Act. No Shares will be issued on the basis of this Prospectus later than the Expiry Date of 13 months after the Prospectus Date.
What are the cash proceeds to be raised under the Offer?	Approximately $35.0 million will be raised if the Offer proceeds from the issue of Shares by the Company.
Is the Offer underwritten?	The Joint Lead Managers have fully underwritten the Offer pursuant to the Underwriting Agreement. Details are provided in Section 10.6.
Who are the Joint Lead Managers for the Offer?	Ord Minnett Limited and Bell Potter Securities Limited are the Joint Lead Managers.
What are the minimum and maximum application sizes under the Offer?	The minimum application size for investors in the Broker Firm Offer is $2,000 worth of Shares and $25,000 worth of Shares in the Priority Offer (or a lesser amount agreed between the Company and an Applicant) and in multiples of $500 worth of Shares thereafter. There is no maximum value of Shares that may be applied for under the Broker Firm Offer or the Priority Offer. The Company and the Joint Lead Managers reserve the right to reject any Application or to allocate a lesser number of Shares than that applied for. The Company and the Joint Lead Managers also reserve the right to aggregate any Applications believed to be multiple applications from the same person.

Topic	Summary
What is the allocation policy?	The allocation of Shares between the Institutional Offer, Broker Firm Offer and Priority Offer was determined by agreement between the Company and the Joint Lead Managers, having regard to the allocation policy outlined in Section 7.4.4 of this Prospectus. With respect to the Broker Firm Offer, it is a matter for the Brokers as to how they allocate Shares among their retail clients. The allocation of Shares under the Institutional Offer was determined by agreement between the Joint Lead Managers and the Company. The allocation of Shares under the Priority Offer is at the absolute discretion of the Company.
When will I receive confirmation that my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or before 27 November 2024. Refunds (without interest) to Applicants who make an Application and are scaled back (or otherwise receive Shares having a lesser value than the amount of Application Monies they have paid), will be made as soon as possible after Completion of the Offer. No refunds pursuant solely to rounding will be provided.
Will the Shares be quoted?	The Company has applied to the ASX for admission to the Official List and quotation of Shares on ASX (which is expected to be under the ticker 'VFY'). Completion of the Offer is conditional on the ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. The Company will be required to comply with the ASX Listing Rules, subject to any waivers obtained by it from time to time. The ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that the Company may be admitted to the Official List is not to be taken as an indication of the merits of Vitrafy or the Shares offered for sale.
When are the Shares expected to commence trading?	It is expected that trading of the Shares on the ASX will commence on or around 26 November 2024. It is the responsibility of each person who trades in Shares to confirm their holding before trading in Shares. Applicants who sell Shares before receiving a holding statement do so at their own risk. The Company, the Share Registry and the Joint Lead Managers disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their holding statement, whether on the basis of a confirmation of allocation provided by any of them or a Broker or from the Vitrafy Offer Information Line.
Are there any escrow arrangements?	Yes. Please refer to Section 10.7 for further detail.
Has any ASIC relief or ASX waiver been sought or obtained?	Yes. Please refer to Section 10.12 for further detail.
Are there any taxation considerations for Australian investors?	Yes. Please refer to Section 11 for further detail.

Topic	Summary
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of Shares under the Offer. See Section 10.16 for details of various fees payable by the Company to the Joint Lead Managers, and by the Joint Lead Managers to certain Brokers (on behalf of the Company).
What should I do if I have any enquiries?	All enquiries in relation to this Prospectus should be directed to the Vitrafy Offer Information Line on 02 7208 8033 (toll free within Australia) or +61 2 7208 8033 (outside Australia) from 8:30am until 5:00pm (AEDT), Monday to Friday (excluding public holidays). All enquiries in relation to the Broker Firm Offer should be directed to your Broker. If you are unclear in relation to any matter, or are uncertain as to whether Shares are a suitable investment for you, you should seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser, before deciding whether to invest.

7.4 Broker Firm Offer

7.4.1 Who may apply

The Broker Firm Offer is open to persons who have received a firm allocation of Shares from their Broker and who have a registered address in Australia or New Zealand and are not located in the United States. If you have received an invitation to participate from your Broker, you will be treated as an Applicant under the Broker Firm Offer. You should contact your Broker to determine whether you can receive an allocation of Shares under the Broker Firm Offer.

7.4.2 How to apply

If you have received an allocation of Shares from your Broker and wish to apply for those Shares under the Broker Firm Offer, you should contact your Broker for information about how to submit your Broker Firm Offer Application Form and for payment instructions. Applicants under the Broker Firm Offer must not send their Application Forms or Application Monies to the Share Registry.

Applicants under the Broker Firm Offer should contact their Broker to request a Prospectus and Broker Firm Offer Application Form, or download a copy at https://vitrafy.com/investors. Your Broker will act as your agent, and it is your Broker's responsibility to ensure that your Application Form and Application Monies are received before 5.00pm (AEDT) on the Closing Date for the Offer on 15 November 2024), or any earlier closing date as determined by your Broker.

By making an Application, you declare that you were given access to this Prospectus (and any supplementary or replacement Prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

If you are an investor applying under the Broker Firm Offer, you should complete and lodge your Broker Firm Offer Application Form with the Broker from whom you received your firm allocation of Shares. Broker Firm Offer Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the reverse of the Application Form.

The minimum Application under the Broker Firm Offer is A$2,000 worth of Shares, and in multiples of A$500 worth of Shares thereafter. There is no maximum value of Shares that may be applied for under the Broker Firm Offer. The Company and the Joint Lead Managers reserve the right to aggregate any Applications they believe may be multiple Applications from the same person or reject or scale back any Applications in the Broker Firm Offer. Any amount applied for in excess of the amount allocated to you will be refunded by your Broker in full (without interest). The Company may determine a person to be eligible to participate in the Broker Firm Offer, and may amend or waive the Broker Firm Offer Application procedures or requirements at its absolute discretion and in compliance with applicable laws.

The Company, the Joint Lead Managers and the Share Registry take no responsibility for any acts or omissions committed by your Broker in connection with your Application.

The Broker Firm Offer opens at 9.00am (AEDT) on 7 November 2024 and is expected to close at 5.00pm (AEDT) on 15 November 2024. The Company, and the Joint Lead Managers may elect to close the Offer or any part of it early, extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer, or any part of it, may be closed at any earlier time and date, without further notice. Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

7.4.3 How to pay

Applicants under the Broker Firm Offer must pay their Application Monies in accordance with instructions provided by that Broker.

7.4.4 Allocation policy

The allocation of Shares to the Broker Firm Offer and the identity and level of participation of Brokers participating in the Broker Firm Offer, have been determined by agreement between the Joint Lead Managers and the Company. Shares that have been allocated to Brokers for allocation to their Australian resident clients will be issued to the Applicants nominated by those Brokers (subject to the right of the Company and the Joint Lead Managers to reject, aggregate or scale back Applications).

It will be a matter for each Broker as to how they allocate Shares among their retail clients. The Broker (and not the Company or the Joint Lead Managers) will be responsible for ensuring that retail clients who have received a firm allocation from them receive the relevant Shares. Applicants under the Broker Firm Offer should confirm their allocation through the Broker from whom they received their allocation. However, if you sell Shares before receiving a holding statement, you do so at your own risk, even if you obtained details of your holding from the Vitrafy Offer Information Line or confirmed your allocation through a Broker.

The Company, its respective Directors and officers, the Joint Lead Managers and the Share Registry disclaim all liability, whether in negligence or otherwise, if you sell Shares before receiving your holding statement, even if you obtained details of your holding from the Vitrafy Offer Information Line or confirmed your firm allocation of Shares through a Broker.

7.5 Priority Offer

7.5.1 Who may apply

The Priority Offer is open to investors who have received an invitation to participate in the Priority Offer from the Company and who have a registered address in Australia and are not located in the United States. If you have been invited by the Company to participate in the Priority Offer, you will be treated as an Applicant under the Priority Offer in respect of those Shares that are allocated to you, and you will receive a personalised invitation to apply for Shares in the Priority Offer.

7.5.2 How to apply

If you have received a personalised invitation to apply for Shares under the Priority Offer and you wish to apply for some or all of those Shares, you should follow the instructions on your personalised invitation.

By making an Application, you declare that you were given access to this Prospectus (or any supplementary or replacement Prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is included in, or accompanied by, a hard copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

Applications under the Priority Offer must be for a minimum of A$25,000 worth of Shares (or a lesser amount agreed between the Company and an Applicant), and in multiples of A$500 worth of Shares thereafter. There is no maximum number or value of Shares that may be applied for under the Priority Offer.

Applications must be received in accordance with the personalised invitation provided to you.

7.5.3 How to pay

Payment must be made in accordance with the instructions provided on your personalised invitation. Application monies must be received by the Share Registry by 5.00pm (AEDT) on 15 November 2024. It is your responsibility to ensure that your payment is received
no later than 5.00pm (AEDT) on 15 November 2024. You should be aware that your financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment.

The Company and the Joint Lead Managers take no responsibility for any failure to receive Application Monies before the close of the Offer Period arising as a result of, amongst other things, delays in processing of payments by financial institutions.

If the amount of your Application Monies (or the amount for which those payments clear in time for allocation) is insufficient to pay for the dollar amount of Shares you have applied for, you may be taken to have applied for such lower dollar amount of Shares as the number for which your cleared Application Monies will purchase (and to have specified that amount on your Application Form) or your Application may be rejected.

7.5.4 Allocation policy

The allocation of Shares to Applicants under the Priority Offer will be made at the absolute discretion of the Company. The Company may reject an Application or allocate a lesser dollar amount of Shares than the amount applied for, at its absolute discretion.

7.6 Acceptance of Applications under the Broker Firm Offer and the Priority Offer

An Application under the Broker Firm Offer and the Priority Offer is an offer by you to the Company to apply for Shares in the dollar amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement document) and the Application Form. To the extent permitted by law, an Application by an Applicant may not be varied and is irrevocable.

By making an Application, you declare that you were given access to this Prospectus, together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a paper copy of this Prospectus or the complete and unaltered electronic version of this Prospectus.

An Application may be accepted by the Company in respect of the full amount specified on the Application Form, or any amount lower than that, without further notice to the Applicant. The Company reserves the right to decline any Application (in whole or in part) if it believes any provisions or procedures in this Prospectus, the Application Form or other laws or regulations may not be complied with in relation to the Application, or for any other reason.

The Company and the Joint Lead Managers reserve the right to reject any Application that is not correctly completed, or which is submitted by a person whom they believe is ineligible to participate in the Offer, or to waive or correct any errors made by an Applicant in completing their Application. In addition, the Company and the Joint Lead Managers reserve the right to aggregate any Applications, which they believe may be multiple Applications from the same person, or reject or scale back any Applications (or aggregation of Applications), which they believe may be from an Institutional Investor, or are for more than $250,000 worth of Shares.

Successful Applicants in the Offer will be issued Shares at the Offer Price.

7.7 Application Monies

Application Monies received under the Offer will be held in a special purpose account until Shares are issued to Successful Applicants. Applicants whose Applications are accepted in full will receive the whole number of Shares calculated by dividing their Application Monies by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of Shares to be allocated will be rounded down. Applicants under the Offer whose Applications are not accepted, or who are allocated a lesser dollar amount of Shares than the amount applied for, will receive a refund (without interest) of all or part of their Application Monies, as applicable. No refunds pursuant solely to rounding will be provided. Interest will not be paid on any monies refunded and any interest earned on Application Monies pending the allocation or refund will be retained by the Company. You should ensure that sufficient funds are held in the relevant account(s) to cover the amount of your BPAY payment or electronic funds transfer (if applicable). If the amount of your BPAY payment or electronic funds transfer is less than the amount specified on the Application Form, you may be taken to have applied for such lower dollar amount of Shares.

7.8 Institutional Offer

7.8.1 Invitations to bid

The Institutional Offer consisted of an invitation to certain Institutional Investors in Australia and a number of other eligible jurisdictions outside the United States to bid for an allocation of Shares at the Offer Price. The Joint Lead Managers separately advised Institutional Investors of the application procedures for the Institutional Offer.

7.8.2 Allocation policy under the Institutional Offer

The allocation of Shares among bidders in the Institutional Offer was determined by agreement between the Joint Lead Managers and the Company. The Company and the Joint Lead Managers had absolute discretion regarding the basis of allocation of Shares among Institutional Investors.

Participants in the Institutional Offer have been advised of their allocation of Shares, if any, by the Joint Lead Managers.

The allocation policy was influenced, but not constrained, by the following factors:

- the number of Shares bid for by particular Applicants;
- the timeliness of the bid by particular Applicants;
- Vitrafy's desire for an informed and active trading market following listing on the ASX;
- Vitrafy's desire to establish a diverse base of institutional Shareholders;
- the overall level of demand under the Broker Firm Offer, the Priority Offer, and the Institutional Offer;
- the likelihood that particular bidders will be long-term Shareholders; and
- any other factors that the Company and the Joint Lead Managers considered appropriate, at the Company's sole discretion.

7.9 Restrictions on distributions

This Prospectus does not constitute an offer in any place outside Australia where, or to any person to whom, it would not be lawful to make such an offer. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offer of the Shares, in any jurisdiction outside Australia.

The distribution of this Prospectus outside Australia may be restricted by law and persons who come into possession of this Prospectus should observe any such restrictions, including those set out in this Section 7.8. Any failure to comply with such restrictions could constitute a violation of applicable securities laws. In particular, this Prospectus may not be distributed in the United States.

Each Applicant under the Broker Firm and Priority Offer, as well as each person to whom the Institutional Offer is made under this Prospectus, will be taken to have represented, warranted and agreed as follows:

(a) it understands that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States;

(b) it is resident or domiciled in Australia or, if outside Australia, is an Institutional Investor;

(c) it is located in Australia at the time of the Application and is not acting for the account or benefit of any person in the United States or any other foreign person, excluding Applicants who are Institutional Investors; and

(d) it has not sent and will not send the Prospectus or any other material relating to the Offer to any person in the United States or elsewhere outside Australia.

Each Applicant under the Offer will be deemed to have:

(a) agreed to become a member of the Company and to be bound by the terms of its Constitution and the terms and conditions of the Offer;

(b) acknowledged having personally received a printed or electronic copy of the Prospectus (and any supplementary or replacement prospectus), including or accompanied by the Application Form, and having read them all in full;

(c) declared that all details and statements in their Application Form are complete and accurate;

(d) declared that the Applicant(s), if a natural person, is/are over 18 years of age;

(e) acknowledged that, once the Company, the Share Registry or a Broker receives an Application Form (including electronically), it may not be withdrawn;

(f) applied for the number of Shares at the Australian dollar amount shown on the front of the Application Form;

(g) agreed to being allocated and issued the number of Shares applied for (or a lower number allocated in a way described in this Prospectus), or no Shares at all;

(h) authorised the Company, the Joint Lead Managers and the Share Registry and their respective officers or agents to do anything on behalf of the Applicant(s) necessary for Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;

(i) acknowledged that the Company might not pay dividends, or that any dividends paid might not be franked;

(j) acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant(s), given the investment objectives, financial situation or particular needs (including financial and tax issues) of the Applicant(s);

(k) declared that the Applicant(s) is/are a resident of Australia (except as applicable to the Institutional Offer);

(l) acknowledged and agreed that the Offer may be withdrawn by the Company or may otherwise not proceed in the circumstances described in this Prospectus; and

(m) acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

Each Applicant under the Institutional Offer will be required to make certain representations, warranties, acknowledgements and covenants set out in the confirmation of allocation letter distributed to it. Refer to Section 10.13 for further details on the selling restrictions relating to foreign jurisdictions.

7.10 Discretion regarding the Offer

Vitrafy may withdraw the Offer at any time before Completion of the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest).

Vitrafy and the Joint Lead Managers also reserve the right to, subject to the Corporations Act and the ASX Listing Rules, close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications either generally or in particular cases, reject any Application, or (subject to the terms of any guaranteed allocations referred to in this Prospectus) allocate a lesser number of Shares than that applied for.

7.11 ASX listing, registers and holding statements, and settlements

7.11.1 Application to the ASX for listing and quotation of Shares

Vitrafy has applied to the ASX for admission to the Official List and quotation of its Shares on the ASX (which is expected to be under the ticker 'VFY').

The ASX takes no responsibility for the contents of this Prospectus or the investment to which it relates. The fact that the ASX may admit Vitrafy to the Official List is not to be taken as an indication of the merits of Vitrafy, the Offer or the Shares offered under this Prospectus.

If permission is not granted for the official quotation of the Shares on the ASX within three months after the Prospectus Date (or any later date permitted by law), the Offer will be withdrawn and all Application Monies received by Vitrafy will be refunded (without interest) as soon as practicable in accordance with the requirements of the Corporations Act. From the date of Listing, Vitrafy will be required to comply with the ASX Listing Rules, subject to any waivers obtained by Vitrafy from time to time.

7.11.2 CHESS and issuer sponsored holdings

The Company has applied to participate in the ASX's Clearing House Electronic Subregister System (CHESS) and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on the ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, being an electronic CHESS subregister or an issuer sponsored subregister. For all Successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS, will be registered on the CHESS subregister. All other Shares will be registered on the issuer sponsored subregister.

Following Completion, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) of issuer sponsored holders.

Shareholders will subsequently receive statements showing any changes to their shareholding. Certificates will not be issued. Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register, and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring broker in the case of a holding on the CHESS subregister, or through the Share Registry in the case of a holding on the issuer sponsored subregister.

The Company and the Share Registry may charge a fee for these additional issuer sponsored statements.

7.12 Summary of rights and liabilities attaching to Shares and other material provisions of the Constitution

7.12.1 Introduction

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the ASX Listing Rules and general law.

A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive, nor does it constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the Official List.

7.12.2 Voting at a general meeting

At a general meeting of the Company, subject to any rights or restrictions attaching to any class of Shares, every Shareholder present in person or by proxy, representative or attorney, has one vote on a show of hands and, on a poll, one vote for each fully paid Share held and a fraction of a vote for each partly paid Share held equivalent to the proportion, which the amount paid (not credited) is of the total amounts paid and payable.

7.12.3 Meetings of members

Each Shareholder is entitled to receive notice of, attend and vote at, general meetings of the Company and to receive all notices and other documents required to be sent to Shareholders under the Constitution, the Corporations Act and the ASX Listing Rules.

7.12.4 Dividends

The Board may resolve to pay dividends to Shareholders and fix the amount of the dividend, the time for determining entitlements to the dividend and the timing and method of payment. For further information in respect of the Company's proposed dividend policy, see Section 4.10.

7.12.5 Transfer of Shares

Subject to the Constitution, Shares may be transferred by a proper transfer effected in accordance with the ASX Settlement Operating Rules, by a written instrument of transfer that complies with the Constitution, or any other form approved by the Directors. The Company may participate in any computerised or electronic system for market settlement, securities transfer and registration conducted in accordance with the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules, or corresponding laws or financial market rules in any other country.

The Board may refuse to register a transfer of Shares where permitted to do so under the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules. The Board must refuse to register a transfer of Shares when required to by the Corporations Act, the ASX Listing Rules or the ASX Settlement Operating Rules.

7.12.6 Issue of further Shares

Subject to the Corporations Act, the ASX Listing Rules, the Constitution and the ASX Settlement Operating Rules, the Directors may issue, or grant options in respect of, or otherwise dispose of further Shares on such terms and conditions as the Directors resolve.

7.12.7 Winding up

Without prejudice to the rights of the holders of Shares issued on special terms and conditions, if the Company is wound up, the liquidator may, with the sanction of a special resolution of the Company, divide among the Shareholders in kind all or any of the Company's assets and for that purpose, determine how it will carry out the division between the different classes of Shareholders, but may not require a Shareholder to accept any Shares or other securities in respect of which there is any liability.

7.12.8 Non-marketable parcels

Subject to the Corporations Act, the ASX Listing Rules and the ASX Settlement Operating Rules, the Company may sell the Shares of one or more Shareholders who hold less than a marketable parcel of Shares (unless the Shareholder has notified the Company in writing before a specified date that they wish to retain their Shares).

7.12.9 Share buybacks

Subject to the Corporations Act and the ASX Listing Rules, the Company may buy back Shares on terms and at times determined by the Board.

7.12.10 Variation of class rights

Subject to and in accordance with the Corporations Act and subject to the terms of issue of a class of shares, the rights attaching to any class of shares in the Company may be varied or cancelled:

- with the consent in writing of the holders of three-quarters of the issued shares included in that class; or
- by a special resolution passed at a separate meeting of the holders of those shares.

In either case, in accordance with the Corporations Act, the holders of at least 10% of the votes in the class of shares, the rights of which have been varied or cancelled, may apply to a court of competent jurisdiction to exercise its discretion to set aside such variation or cancellation.

7.12.11 Dividend reinvestment plan

The Directors may establish a dividend reinvestment plan, under which any Shareholder or any class of Shareholders may elect to reinvest cash dividends paid or payable by the Company, by acquiring Shares or other securities by way of issue or transfer (or both).

7.12.12 Directors – appointment and rotation

Under the Constitution, the Board may comprise a minimum of three Directors and a maximum of 10. Directors are elected at annual general meetings of the Company. Retirement will occur on a rotational basis so that no Director (excluding the Managing Director) holds office without re-election beyond the longer of three years or the third annual general meeting following the meeting at which the Director was last elected. The Directors may also appoint a Director to fill a casual vacancy on the Board or in addition to the existing Directors, who will then hold office until the next annual general meeting of the Company, subject to the ASX Listing Rules.

7.12.13 Directors – voting

Questions arising at a meeting of the Board will be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. Subject to the Corporations Act, each Director has one vote. Subject to the ASX Listing Rules, in the case of an equality of votes, the chair of a meeting has a casting vote in addition to his or her deliberative vote.

7.12.14 Directors – remuneration

Subject to the ASX Listing Rules, the Directors, other than an Executive Director, will be paid by way of fees for services up to the maximum aggregate sum of $750,000 per annum or such other amount as may be approved by the Company in a general meeting. The initial remuneration of the Directors is set out in Section 6.1. Shares, options, rights and other share-based payments may be provided to Non-Executive Directors and the value of any such Shares, options, rights and other share-based payments will not be included in the aggregate maximum. The Constitution also makes provision for the Company to pay all reasonable expenses of Directors in attending meetings and carrying on their duties.

7.12.15 Indemnities

The Company, to the extent permitted by law, indemnifies each person who is or has been an officer of the Company against:

- any liability (other than for legal costs) incurred by that person as a Director or officer of the Company or its subsidiaries; and
- reasonable legal costs incurred by that person in defending an action for a liability of that person as an officer of the Company or its subsidiaries.

The Company, to the extent permitted by law, may make a payment (whether by way of an advance, loan or otherwise) to a Director in respect of legal costs incurred by that person in defending an action for a liability of that person.

The Company, to the extent permitted by law, may pay, or agree to pay, a premium for a contract insuring a person who is or has been a Non-Executive Director or officer against any liability incurred by that person as a Director or otherwise in connection with the Company's business.

7.12.16 Inspection of records

Except as otherwise required by the Corporations Act, the Directors may determine whether and to what extent, and at what times and places and under what conditions, the financial records and other documents of the Company or any of them will be open for inspection by Shareholders other than Directors.

A Shareholder other than a Director does not have the right to inspect any financial records or other documents of the Company unless the Shareholder is authorised to do so by a court order or a resolution of the Directors.

8.

INVESTIGATING ACCOUNTANT'S REPORT

8. INVESTIGATING ACCOUNTANT'S REPORT

Grant Thornton

Board of Directors
Vitrafy Life Sciences Limited

Grant Thornton Corporate Finance Pty Ltd
Level 22 Tower 5
Collins Square
727 Collins Street
Melbourne VIC 3008
GPO Box 4736
Melbourne VIC 3001

T +61 3 8320 2222

30 October 2024

Dear Directors,

INDEPENDENT LIMITED ASSURANCE REPORT AND FINANCIAL SERVICES GUIDE

Introduction

Grant Thornton Corporate Finance Pty Limited ("Grant Thornton Corporate Finance") has been engaged by Vitrafy Life Sciences Limited ("the Company" or "Vitrafy") to prepare this report for inclusion in the prospectus to be issued by the Company on 30 October 2024 (the "Prospectus"), in respect of the initial public offering of fully paid ordinary shares in the Company ("the Offer") and admission to the Australian Securities Exchange.

Grant Thornton Corporate Finance holds an appropriate Australian Financial Services Licence (AFS Licence Number 247140) under the Corporations Act 2001 for the issue of this report. This report is both an Independent Limited Assurance Report, the scope of which is set out below, and a Financial Services Guide, as attached at **Appendix A**.

Expressions defined in the Prospectus have the same meaning in this report, unless otherwise specified.

Scope

Grant Thornton Corporate Finance has been engaged by the Directors of the Company to perform a limited assurance engagement in relation to the following statutory historical financial information and pro forma historical financial information of Vitrafy included in Section 4 of the Prospectus:

Statutory Historical Financial Information

- The historical statements of profit or loss and other comprehensive income for the financial years ended 30 June 2022 ("FY22"), 30 June 2023 ("FY23") and 30 June 2024 ("FY24") included in Section 4.3 of the Prospectus.
- The historical statement of financial position as at 30 June 2022, 30 June 2023 and 30 June 2024 included in Section 4.6 of the Prospectus.

- The historical cash flow statements for FY22, FY23 and FY24 included in Section 4.5 of the Prospectus.

(together the "Statutory Historical Financial Information"); and

Pro Forma Historical Financial Information

- The pro forma historical statement of profit or loss and other comprehensive income for FY24 which are included in Section 4.3 of the Prospectus together with a reconciliation to the Statutory Historical Financial Information (where applicable) which is included in Section 4.3 of the Prospectus.
- The pro forma historical statement of financial position as at 30 June 2024, which assumes completion of the transactions outlined in Section 4.6 of the Prospectus as though they had occurred on that date.

(together the "Pro Forma Historical Financial Information").

The Pro Forma Historical Financial Information is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to the general purpose financial reports prepared in accordance with the Corporations Act 2001 (Cth).

The Pro Forma Historical Financial Information has been prepared for inclusion in the Prospectus and has been derived from the audited financial statements of Vitrafy for the period 1 July 2021 to 30 June 2024. The financial statements for FY22, FY23 and FY24 were audited by Grant Thornton Audit Pty Ltd. The audit opinions issued to the Directors of the Company in respect of FY22 and FY23 were unmodified. An emphasis of matter paragraph was included in the FY23 and FY24 auditor's report indicating that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern.

As described in Section 4.2 of the Prospectus the stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies as described in Appendix A of the Prospectus.

The Pro Forma Historical Financial Information has been derived from the Statutory Historical Financial Information after adjusting for the effects of the pro forma adjustments described in Sections 4.3 and 4.6 of the Prospectus (the "Pro Forma Adjustments"). The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards and the Company's adopted accounting policies applied to the Pro Forma Adjustments as if those events or transactions had occurred as at the date of the Statutory Historical Financial Information. Due to its nature, the Pro Forma Historical Financial Information does not represent the Company's actual or prospective financial position, financial performance, or cash flows.

Directors' Responsibility

The Directors are responsible for:

- the preparation and presentation of the Pro Forma Historical Financial Information, including the selection and determination of the Pro Forma Adjustments and/or adjustments made to the Statutory Historical Financial Information and included in the Pro Forma Historical Financial Information; and
- the information contained within the Prospectus.

This responsibility includes for the operation of such internal controls as the Directors determine are necessary to enable the preparation of the Statutory Historical Financial Information and Pro Forma Historical Financial Information that are free from material misstatement, whether due to fraud or error.

Our Responsibility

Our responsibility is to express limited assurance conclusions on the Statutory Historical Financial Information and Pro Forma Historical Financial Information based on the procedures performed and the

evidence we have obtained. We have conducted our engagement in accordance with the Australian Standard on Assurance Engagements (ASAE) 3450: "*Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*".

A limited assurance engagement consists of making enquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A limited assurance engagement is substantially less in scope than an audit conducted in accordance with Australian Auditing Standards and consequently does not enable us to obtain reasonable assurance that we would become aware of all significant matters that might be identified in a reasonable assurance engagement. Accordingly, we will not express an audit opinion.

Our engagement did not involve updating or re-issuing any previously issued audit or review report on any financial information used as a source of the financial information.

We have performed the following procedures as we, in our professional judgement, considered reasonable in the circumstances:

Statutory Historical Financial Information and Pro Forma Historical Financial Information

- consideration of work papers, accounting records and other documents, including those dealing with the extraction of the Statutory Historical Financial Information from the audited financial statements of the Company for the years covering FY22, FY23 and FY24.
- consideration of the appropriateness of the Pro Forma Adjustments described in Sections 4.3 and 4.6 of the Prospectus;
- enquiry of the Directors, management and others in relation to the Statutory Historical Financial Information and the Pro Forma Historical Financial Information;
- analytical procedures applied to the Statutory Historical Financial Information and Pro Forma Historical Financial Information;
- a review of accounting records and other documents of the Company and its auditors; and
- a review of the consistency of the application of the stated basis of preparation and adopted accounting policies as described in the Prospectus used in the preparation of the Statutory Historical Financial Information and Pro Forma Historical Financial Information.

Our limited assurance engagement has not been carried out in accordance with auditing or other standards and practices generally accepted in any jurisdiction outside of Australia and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

We have assumed, and relied on representations from certain members of management of the Company, that all material information concerning the prospects and proposed operations of the Company has been disclosed to us and that the information provided to us for the purpose of our work is true, complete and accurate in all respects. We have no reason to believe that those representations are false.

Conclusion

Statutory Historical Financial Information and Pro Forma Historical Financial Information

Based on our limited assurance engagement, which is not an audit, nothing has come to our attention that causes us to believe that the Statutory Historical Financial Information and Pro Forma Historical Financial Information is not presented fairly, in all material respects, in accordance with the stated basis of preparation as described in Section 4.2 of the Prospectus and in respect of the Pro Forma Historical Financial Information, the event(s) or transaction(s) to which the Pro Forma Adjustments relate, as described in Sections 4.3 and 4.6 of the Prospectus, as if those event(s) or transaction(s) had occurred as at the date of the Pro forma Historical Financial Information.

Grant Thornton

Restrictions on Use

Without modifying our conclusion, we draw attention to Section 4.1 of the Prospectus, which describes the purpose of the Financial Information, being for inclusion in the Prospectus. As a result, this Investigating Accountant's Report may not be suitable for use for another purpose.

Consent

Grant Thornton Corporate Finance consents to the inclusion of this Independent Limited Assurance Report in the Prospectus in the form and context in which it is included.

Liability

The liability of Grant Thornton Corporate Finance is limited to the inclusion of this report in the Prospectus. Grant Thornton Corporate Finance makes no representation regarding, and has no liability for, any other statements or other material in, or omissions from the Prospectus.

Independence or Disclosure of Interest

Grant Thornton Corporate Finance does not have any pecuniary interests that could reasonably be regarded as being capable of affecting its ability to give an unbiased conclusion in this matter. Grant Thornton Corporate Finance will receive a professional fee for the preparation of this Independent Limited Assurance Report.

Yours faithfully,

GRANT THORNTON CORPORATE FINANCE PTY LTD

Peter Thornely
Partner

Appendix A (Financial Services Guide)

This Financial Services Guide is dated 30 October 2024.

1 About us

Grant Thornton Corporate Finance Pty Ltd (ABN 59 003 265 987, Australian Financial Services Licence no 247140) (Grant Thornton Corporate Finance) has been engaged by Vitrafy Life Sciences Ltd ("the Company") to provide a report in the form of an Independent Limited Assurance for inclusion in a Prospectus dated on 30 October 2024 ("the Prospectus") in respect of the initial public offering of fully paid ordinary shares in the Company ("the Offer") and admission to the Australian Securities Exchange. You have not engaged us directly but have been provided with a copy of the report as a retail client because of your connection to the matters set out in the report.

2 This Financial Services Guide

This Financial Services Guide (FSG) is designed to assist retail clients in their use of any general financial product advice contained in the report. This FSG contains information about Grant Thornton Corporate Finance generally, the financial services we are licensed to provide, the remuneration we may receive in connection with the preparation of the report, and how complaints against us will be dealt with.

3 Financial services we are licensed to provide

Our Australian financial services licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities and superannuation products and deal in a financial product by applying for, acquiring, varying or disposing of a financial product on behalf of another person in respect of securities and superannuation products.

4 General financial product advice

The report contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs. You should consider your own objectives, financial situation and needs when assessing the suitability of the report to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

Grant Thornton Corporate Finance does not accept instructions from retail clients. Grant Thornton Corporate Finance provides no financial services directly to retail clients and receives no remuneration from retail clients for financial services. Grant Thornton Corporate Finance does not provide any personal financial product advice directly to retail investors nor does it provide market-related advice directly to retail investors.

5 Fees, commissions and other benefits we may receive

Grant Thornton Corporate Finance charges fees to produce reports, including the report. These fees are negotiated and agreed with the entity which engages Grant Thornton Corporate Finance to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this report, Grant Thornton Corporate Finance will receive from the Company a fee of c. $91,500 plus GST, which is based on commercial rates plus reimbursement of out-of-pocket expenses.

Partners, Directors, employees or associates of Grant Thornton Corporate Finance, or its related bodies corporate, may receive dividends, salary or wages from Grant Thornton Australia Ltd. None of those persons or entities receive non-monetary benefits in respect of, or that is attributable to, the provision of the services described in this FSG.

6 Referrals

Grant Thornton Corporate Finance - including its Partners, Directors, employees, associates and related bodies corporate - does not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licenced to provide.

7 Associations with issuers of financial products

Grant Thornton Corporate Finance and its Partners, Directors, employees or associates and related bodies corporate may from time to time have associations or relationships with the issuers of financial products. For example, Grant Thornton Australia Ltd may be the auditor of, or provide financial services

to the issuer of a financial product and Grant Thornton Corporate Finance may provide financial services to the issuer of a financial product in the ordinary course of its business.

In the context of the report, Grant Thornton Corporate Finance considers that there are no such associations or relationships which influence in any way the services described in this FSG.

8 Independence

Grant Thornton Corporate Finance is required to be independent of the Company in order to provide this report. The following information in relation to the independence of Grant Thornton Corporate Finance is stated below.

"Grant Thornton Corporate Finance and its related entities do not have at the date of this report, and have not had within the previous two years, any shareholding in or other relationship with the Company (and associated entities) that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the initial public offering.

Grant Thornton Corporate Finance has no involvement with, or interest in the outcome of the initial public offering, other than the preparation of this report.

Grant Thornton Corporate Finance will receive a fee based on commercial rates for the preparation of this report. This fee is not contingent on the outcome of the initial public offering.

Grant Thornton Corporate Finance's out of pocket expenses in relation to the preparation of the report will be reimbursed. Grant Thornton Corporate Finance will receive no other benefit for the preparation of this report".

9 Complaints

Grant Thornton Corporate Finance has an internal complaint handling mechanism and is a member of the Australian Financial Complaints Authority (AFCA) (membership no. 11800). All complaints must be in writing and addressed to the Head of Corporate Finance at Grant Thornton Corporate Finance. We will endeavour to resolve all complaints within 30 days of receiving the complaint. If the complaint has not been satisfactorily dealt with, the complaint can be referred to AFCA, an external complaints resolution service for which you will not be charged, who can be contacted at:

Australian Financial Complaints Authority
GPO Box 3
Melbourne, VIC 3001
Telephone: 1800 367 287
Email: info@afca.org.au

Grant Thornton Corporate Finance is only responsible for the report and FSG. Grant Thornton Corporate Finance will not respond in any way that might involve any provision of financial product advice to any retail investor.

10 Compensation arrangements

Grant Thornton Corporate Finance has professional indemnity insurance cover under its professional indemnity insurance policy. This policy meets the compensation arrangement requirements of section 912B of the Corporations Act, 2001.

11 Contact Details

Grant Thornton Corporate Finance can be contacted by sending a letter to the following address:

Head of Corporate Finance

Grant Thornton Corporate Finance Pty Ltd

Level 17, 383 Kent Street

Sydney, NSW, 2000

9.

INTELLECTUAL PROPERTY REPORT

9. INTELLECTUAL PROPERTY REPORT

DAVIES COLLISON CAVE

Davies Collison Cave Pty Ltd
ABN 13 613 954 368

Level 10, 301 Coronation Drive
Milton QLD 4064
Australia

T +61 7 3011 9700
F +61 7 3011 9701
E mail@dcc.com

dcc.com

DCC Ref: 35560394/GMS/EVK

28 October 2024

Contact: Grant Stonier
GStonier@dcc.com

Vitrafy Life Sciences Limited
Level 1, 47 Sandy Bay Road
Hobart TAS 7000

Dear Colleagues,

Vitrafy Life Sciences Limited IP Report

Please find ***attached*** an Intellectual Property ("**IP**") Report prepared for Vitrafy Life Sciences Limited ("**Vitrafy**").

This report has been prepared by Davies Collision Cave Pty Ltd ("**DCC**") for inclusion in a prospectus to be issued by Vitrafy, and DCC provides permission for the report to be used in for the prospectus.

Yours faithfully,

DAVIES COLLISON CAVE PTY LTD

IP Report – Vitrafy Life Sciences Limited

About Davies Collison Cave

DCC is one of Australia's leading intellectual property firms. It specialises in providing advice relating to protecting and enforcing intellectual property rights. DCC has over 200 professionals and staff working for the firm and can trace its history back more than 130 years, making it one of Australia's longest established IP firms.

The services provided by DCC cover aspects of IP including patents, registered designs, trade marks, copyright and plant breeders' rights, and is provided by attorneys possessing a diverse range of technical skills in areas including chemistry and materials, clean energy, engineering, physics and electronics, information technology, life sciences, pharmaceuticals, medical devices, nanotechnology and plant innovation.

Intellectual Property Overview

Intellectual property is a collective term used to refer to a number of different rights including patents, registered designs, trade marks, copyright and trade secrets.

Patents

A patent is a legally enforceable and exclusive right to commercially exploit an invention for a defined period of time in a particular territory.

In Australia, where the invention is a product, exploitation includes making, hiring, selling or otherwise disposing of the product, or offering to make, sell, hire or otherwise dispose of the product, using or importing the product, or keeping the product for the purpose of doing any of those things. For a method or process, exploitation includes using the method or process or exploiting a product resulting from performing the method or process. Other countries have their own laws regarding the rights afforded by a granted patent, and advice should be sought on a country by country basis if further information is required.

A patent is granted for inventions that meet defined criteria. The laws of different countries generally have different criteria, and hence make their own assessment as to the patentability of an invention. In general, the requirements include that the claimed invention is novel, involves an inventive step and meets subject matter eligibility requirements.

Patent Application Process

In order to obtain patent protection, it is ultimately necessary for an application to be filed with a Patent Office in each country where protection is to be sought. However, international conventions exist that enable a patent application to be initially filed in a single country, with subsequent applications being filed individually in each country within a defined time limit.

For example, the Paris Convention provides a mechanism that allows patent applications to be filed to cover additional countries within 12 months of the date of lodging a first patent application in Australia. Thus, one or more provisional patent applications can be filed in Australia, and then subsequent applications can be filed covering other countries within 12 months of the earliest provisional patent application, using a process known as claiming priority. Where the first patent application has been withdrawn, abandoned (lapsed) or refused without having been published or used to support a priority claim, it is possible to reset the 12 month period for claiming priority by filing a new patent application directed to the same subject matter.

The subsequent applications can be separate applications in each country of interest. Alternatively, a single International Patent Cooperation Treaty ("**PCT**") application can be filed covering a number of contracting states. The PCT application does not ultimately get granted as a patent, but rather allows the filing of national patent applications in individual countries to be deferred up to a set date, typically 30 months from the filing date of the first patent application, such as the first provisional patent application. A PCT application must be accompanied by an abstract providing a summary of the disclosure as contained in the description, the claims, and any drawings.

Once filed, the PCT application undergoes an assessment process, in which a designated patent office performs a search and issues an International Search Report and associated International Search Opinion, providing a preliminary view on whether the patent application meets novelty, inventive step and industrial applicability requirements. Responses to the International Search Opinion can be optionally filed during a subsequent examination process, before an International Preliminary Report on Patentability issues, providing an opinion of patentability.

It should be noted however that the outcome of this process is not binding and subsequent assessment is typically performed by patent offices in each country or region, after individual national and regional patent applications have been filed. In this regard, each country or region will typically perform an independent search, and then assess whether the patent application meets the patentability requirements, additionally taking into account their own local law.

Whilst most countries require a local patent application to be filed, in some cases regional patent applications can be filed covering a group of individual countries. For example, a European patent application can be filed, which can allow subsequent patents to be granted in over 35 countries.

Assuming any objections are overcome, a patent can then be granted on the application allowing this to be subsequently enforced to prevent third parties exploiting the invention. It should be noted that the scope of any protection afforded by a national patent is based on the granted claims as interpreted and assessed according to the national law, and not on the summary of the invention provided in the abstract.

Registered Designs

Registered designs protect the appearance (shape, configuration, pattern, ornamentation) of a product.

In Australia, a design must undergo a substantive examination before the registration can be enforced. The objective of the examination is to determine whether the design is new and distinctive and this is ascertained on the basis of searches which are undertaken by the Designs Office. If the registration successfully proceeds through examination, a certificate of examination will be issued and the registration can then be enforced. The examination can be requested at any stage through the life of the registration either by the owner or by any other person who requires the novelty of the design to be assessed.

An examined and certified Australian registered design is a legally enforceable and exclusive right to prevent others in Australia applying the design (or a design which is substantially similar in overall impression to the registered design) to products in respect of which the design is registered, and to prevent certain commercial dealings in Australia in such products bearing the design or a sufficiently similar design. The protection is confined to the appearance of the product and the registration will not be infringed unless there has been use of the appearance as registered or something substantially similar to that. Use of the functional aspects without adopting the same or substantially similar appearance will not infringe a design registration.

The laws of different countries generally have different criteria for protecting designs, and hence make their own assessment as to the protection afforded a design.

Design Application Process

A design application principally consists of drawings or photographs of the design applied to the product in respect of which the design is to registered, together with details of the owner of the design and the designer.

In order to obtain registered design protection, it is ultimately necessary for an application to be filed with a Design Office in each country where protection is to be sought. However, international conventions exist that enable a design application to be initially filed in a single country, with subsequent applications being filed individually in each country within a defined time limit.

For example, the Paris Convention provides a mechanism that allows design applications to be filed to cover additional countries within six months of the date of lodging a first design application. Thus, a first design application can be filed in a single country, such as Australia, and then subsequent applications can be filed covering other countries within six months of the first design application, using a process known as claiming priority.

The subsequent applications can be separate applications in each country of interest. However, in some cases regional design applications can be filed covering a group of individual countries. For example, a European Union design application can be filed, which can allow registered design protection to be obtained throughout member countries of the European Union without requiring separate applications in each country.

Trade Marks

Trade marks are names, words, logos, aspects of packaging, shapes, scents or combinations of these which distinguish goods or services dealt with or provided by one person from those of another.

A primary requirement for registration is that a trade mark must be capable of distinguishing the applicant's goods or services. Trade marks which are directly descriptive of the goods and services or which contain commonly used words such as "Super" or commonly used logos such as grapes for wine, may be difficult to register. However, if it can be shown that the trade mark has been used to such an extent that it does distinguish the goods or services of the applicant, registration may be obtained.

There is no statutory obligation to register a trade mark and mere use of an unregistered trade mark will in itself start to establish enforceable rights in the geographical area in which a reputation has been established. A major benefit of registration is that ownership of a mark is normally country-wide and it is possible to prevent unauthorised use of the trade mark without having to first establish that a reputation exists. Registration therefore facilitates protection of rights cost-effectively. The prevention of unauthorised use of an unregistered trade mark is usually more difficult, expensive and less certain.
Trade Mark Application Process

To register a trade mark, the trade mark owner must apply to register the trade mark with the Trade Marks Office in each country where protection is to be sought, or with the European Union Trademarks Office in relation to a European Union trade mark (EUTM). This can either be achieved directly or, in many cases, through the Madrid Protocol International Registration System ("**Madrid System**"). This is a system that enables an application to be filed in one member country and which can designate several other

countries. However even under the Madrid System the applications are still examined separately and independently by each country's national Trade Marks Office.

Once a trade mark application has been filed in any country it will be examined to ensure that it complies with the trade mark law of that country. Once it has been accepted for registration it will be advertised for opposition purposes and then proceed through to registration in that country, unless opposed.

Trade mark registrations are renewable and can effectively exist in perpetuity, so long as they are renewed periodically as required and not successfully challenged by a third party.

Patent Portfolio

Details of the patent applications owned by Vitrafy ("**the Patent Portfolio**") are provided in the Patent Schedule below.

Vitrafy changed its name from Cryogenics Holdings Pty Ltd to Vitrafy Life Sciences Pty Ltd on 3 May 2021. Vitrafy subsequently converted to a public company and changed its name to Vitrafy Life Sciences Limited on 14 August 2021. These name changes have been recorded before the Patent Offices of the jurisdictions mentioned in the Patent Schedule. The Patent Schedule identifies the current applicant name of record for each of the patent applications owned by Vitrafy, as of the date of this letter.

In summary, the Patent Portfolio includes eight families of related patents and applications.

Family 1 – Method and apparatus for freezing of biological products

This family is based on International Patent Application No. PCT/AU2019/051279 filed on 21 November 2019, which claims priority from Australian Provisional Patent Application No. AU2018904449 filed on 22 November 2018.

The abstract of PCT/AU2019/051279 states the family relates to an apparatus for preserving biological products comprising an inner housing arranged within an outer insulated housing, wherein walls of the inner housing define a compartment for receiving biological products, said walls comprising an inlet wall for inflow of a heat exchange fluid into the compartment, an opposed outlet wall for outflow of a heat exchange fluid out of the compartment, side walls and a base, the side walls and base adjoining the inlet wall to the outlet wall, wherein the inlet wall and outlet wall each include a series of apertures to accommodate a continuous heat exchange fluid flow through the apparatus such that, in operation, biological products received in the compartment of the inner housing are immersed in the heat exchange fluid to exchange heat with the heat exchange fluid.

This family includes seven pending applications in Australia, China, Europe, Hong Kong, Japan, New Zealand and the United States of America ("**US**").

Family 2 – Method and apparatus for freezing of consumable products

The second family is based on International Patent Application No. PCT/AU2021/050313 filed on 6 April 2021, which claims priority from Australian Provisional Patent Application No. 2020901100 filed on 8 April 2020.

The abstract of PCT/AU2021/050313 states the family relates to an apparatus for preserving consumable products comprising an inner housing arranged within an outer insulated housing, wherein walls of the inner housing define a compartment for receiving consumable products, said walls comprising an inlet wall for inflow of a heat exchange fluid into the compartment, an opposed outlet wall for outflow of a heat exchange fluid out

of the compartment, side walls and a base, the side walls and base adjoining the inlet wall to the outlet wall, wherein the inlet wall and outlet wall each include a series of apertures to accommodate a continuous heat exchange fluid flow through the apparatus such that, in operation, consumable products received in the compartment of the inner housing are immersed in the heat exchange fluid to exchange heat with the heat exchange fluid.

This family includes one registered patent in China and six pending applications in Australia, Europe, Hong Kong, Japan, New Zealand and the US.

Family 3 – Method and apparatus for preservation of biological material

The third family is based on International Patent Application No. PCT/AU2021/051517 filed on 17 December 2021, which claims priority from Australian Provisional Patent Application No. 2020904746 filed on 18 December 2020.

The abstract of PCT/AU2021/051517 states the family relates to an apparatus for preserving biological material, comprising an insert configured to be arranged within an outer insulated tank, the insert defining a compartment for receiving biological material, such that, in operation, biological material in the compartment is immersed in the heat exchange fluid to exchange heat with the heat exchange fluid for freezing of said biological material, the apparatus further comprising a pump that is operable to adjust a flow of heat exchange fluid over the biological material in the compartment, the pump being operable to cool the biological material at one or more different stages of cooling.

This family includes seven pending applications in Australia, China, Europe, Hong Kong, Japan, New Zealand and the US.

Family 4 – Method and apparatus for preservation of biological material

The fourth family is based on International Patent Application No. PCT/AU2021/050024 filed on 14 January 2021.

The abstract of PCT/AU2021/050024 states the family relates to an apparatus for preserving biological material. The apparatus has an insert configured to be arranged within an outer insulated tank, the insert defining a compartment for receiving biological material. Inflow of a heat exchange fluid into the compartment from the outer insulated tank is at or adjacent one face of the insert, while outflow of the heat exchange fluid out of the compartment to the outer insulated tank is at or adjacent said face of the insert. The compartment has a wall having a series of apertures to accommodate a continuous heat exchange fluid flow through the apparatus such that, in operation, biological material in the compartment is immersed in the heat exchange fluid to exchange heat with the heat exchange fluid for freezing of said biological material.

This family includes seven pending applications in Australia, China, Europe, Hong Kong, Japan, New Zealand and the US.

Family 5 – Packaging for preservation of biological material

The fifth family is based on International Patent Application No. PCT/AU2022/051570 filed on 22 December 2022 and co-filed Australian Patent Application No. 2022291570, which both claim priority from Australian Provisional Patent Application No. 2021904254 filed on 23 December 2021.

The abstract of PCT/AU2022/051570 states the family relates to packaging for preservation of biological material, wherein, in use, the packaging is filled with biological material and placed in an apparatus for preserving the biological material such that a heat exchange fluid flows around the packaging, the packaging including: one or more

packaging walls configured to define an internal compartment for receiving the biological material; and one or more thermal contours defined across at least one of the packaging walls, wherein, in use, the flow of the heat exchange fluid is at least partially directed by the one or more thermal contours to improve heat transfer between the heat exchange fluid and the biological material contained in the packaging.

This family includes six pending applications in Australia, China, Europe, Japan, New Zealand and the US.

Family 6 – Method for controlling the handling of biological material

The sixth family is based on International Patent Application No. PCT/AU2023/051117 filed on 6 November 2023, which claims priority from Australian Provisional Patent Application No. 2022903337 filed on 8 November 2022.

The abstract of PCT/AU2023/051117 states the family relates to a method for controlling the handling of a biological material, the method including the steps of: receiving, from a first apparatus of the plurality of apparatuses, a device associated with a user interface for inputting data relating to biological material, or a biological material packaging device, status information for the material and identification information identifying a smart contract associated with the material; querying a distributed ledger to retrieve a current status of a smart contract associated with the material; querying a data storage location that is not a secure distributed ledger to retrieve executable instructions; executing the instructions to process the status information, wherein the processing includes: validating the status information, and determining parts of the status information to store on the distributed ledger; and write to the distributed ledger to: store the determined part or parts of the status information, and update the status of the smart contract.

Family 7 – Packaging for preservation of biological material

The seventh family is based on International Patent Application No. PCT/AU2024/050574 filed on 31 May 2024, which claims priority from Australian Provisional Patent Application No. 2023901757 filed on 2 June 2023.

The International patent application has not yet been published. The family relates to packaging for preservation of biological material, being particularly, but not exclusively, suitable for cryopreservation, cryostorage and thawing of low volume samples of biological material such as human sperm or the like.

Family 8 – Method and system for controlling the processing of biological materials

The eighth family is based on International Patent Application No. PCT/AU2024/050942 filed on 4 September 2024 and co-filed Australian Patent Application No. 2024219387, which both claim priority from Australian Provisional Patent Application No. 2023902850 filed on 5 September 2023.

The International patent application has not yet been published. The family relates to a method and a system for controlling the processing of biological materials.

Design Portfolio

Details of the registered designs owned by Vitrafy ("**the Design Portfolio**") are provided in the Design Schedule below.

Trade Mark Portfolio

Details of active (i.e., registered or pending) trade marks and trade mark applications owned by Vitrafy ("**the Trade Mark Portfolio**") are provided in the Trade Mark Schedule below.

Limitations

Patent, Design and Trade Mark Office Information
The Patent Schedule, Design Schedule and Trade Mark Schedule (the **Schedules**) have been prepared based on information supplied by Patent, Design and Trade Mark Offices in relevant jurisdictions, either through official communications or through publication on official databases. DCC cannot take responsibility for missing or erroneous data that is provided by the Patent, Design and Trade Mark Offices or their databases and, as such, DCC is not responsible for the accuracy of the information provided.

Scope of Protection
DCC can provide no assurance that any of the patent, design or trade mark applications listed in the Schedules will result in the grant of a patent, a registered design or a registered trade mark, or that the scope of protection provided by any patent that is granted will be identical to the scope of the claims in an application as originally filed.

Validity
It is important to understand that granting of a patent, registration of a design or registration of a trade mark is not a guarantee of validity, and that granted patents, registered designs and registered trade marks can be held subsequently unenforceable, for example during court proceedings or third party oppositions in some jurisdictions. DCC can provide no assurance as to validity.

Commercial Activities
DCC can provide no assurance that any patents, registered designs, registered trade marks or applications listed in the Schedules, even if valid, will cover the commercial activities of Vitrafy, or that exploitation of the inventions or designs described and claimed in the patents, registered designs or applications listed in the Schedules, will not infringe any rights held by third parties.

It is important to understand that granting of a patent provides a monopoly right to prevent exploitation of the invention by third parties, but provides no guarantee that the invention can be commercialised without infringing other third party rights. DCC can therefore provide no assurances as to Vitrafy's freedom to operate in respect to their commercial activities.

Patent Searches
Searches may be conducted in respect of patents or patent applications to ascertain their validity or to identify other third party patent rights. No search can provide completely comprehensive results and it is not possible to guarantee the accuracy of any such results, conducted by any parties, due to a range of limitations. DCC cannot therefore provide assurances as to the accuracy of any searches that may have been performed.

Qualifications and Independence
DCC is an incorporated patent attorney under the *Patents Act 1990* (Cth) and has privileges under the Act in relation to providing intellectual property advice. DCC has no interest in Vitrafy, other than in respect of fees for professional work done. DCC has no involvement in the preparation of the prospectus by Vitrafy, other than the preparation of this report. DCC is therefore considered independent of Vitrafy for the purpose of preparing this report.

DAVIES COLLISON CAVE

dcc.com

PATENT SCHEDULE – as at 28 October 2024

Family 1 – Method and apparatus for freezing of biological products

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
Australia	2019385712		Vitrafy Life Sciences Limited	22/11/2018	18/05/2021	Under examination – report issued
China	201980076697.1	ZL201980076697.1	Vitrafy Life Sciences Limited	22/11/2018	20/05/2021	Registered
Europe	19887028.9		Vitrafy Life Sciences Limited	22/11/2018	01/06/2021	Under examination – response filed
Hong Kong	62022049273.5		Vitrafy Life Sciences Limited	22/11/2018	03/03/2022	Application filed
Japan	2021-529694		Vitrafy Life Sciences Limited	22/11/2018	24/05/2021	Under examination – response instructions sent
New Zealand	776250		Vitrafy Life Sciences Limited	22/11/2018	18/05/2021	Acceptance postponed
United States	17/295555		Vitrafy Life Sciences Limited	22/11/2018	20/05/2021	Under examination – report issued

Family 2 – Method and apparatus for freezing of consumable products

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
Australia	2021253251		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Examination requested
China	202180038098.8		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Examination requested
Europe	21784970.2		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Under examination – response filed
Hong Kong	62023068859.5		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Application filed
Japan	2022-562123		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Examination requested
New Zealand	794083		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Examination requested
United States	17/917478		Vitrafy Life Sciences Limited	08/04/2020	06/04/2021	Under examination – report issued

Family 3 – Method and apparatus for preservation of biological material

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
Australia	2021403894		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Examination requested
China	202180085489.5		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Examination requested
Europe	21904671.1		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Application filed
Hong Kong	62024089848.1		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Application filed
Japan	2023-537379		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Application filed
New Zealand	801256		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Application filed
United States	18/268097		Vitrafy Life Sciences Limited	18/12/2020	17/12/2021	Application filed

Family 4 – Method and apparatus for preservation of biological material

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
Australia	2021419389		Vitrafy Life Sciences Limited	14/01/2021	14/01/2021	Examination requested
China	202180095174.9		Vitrafy Life Sciences Limited	14/01/2021	14/01/2021	Examination requested
Europe	21918139.3		Vitrafy Life Sciences Limited	14/01/2021	14/01/2021	Application filed
Hong Kong	62024091417.1		Vitrafy Life Sciences Limited	14/01/2021	14/01/2021	Application filed
Japan	2023-542813		Vitrafy Life Sciences Limited	14/01/2021	14/01/2021	Examination requested
New Zealand	802203		Vitrafy Life Sciences Limited	14/01/2021	14/01/2021	Examination requested
United States	18/272310		Vitrafy Life Sciences Limited	14/01/2021	12/01/2021	Application filed

Family 5 – Packaging for preservation of biological material

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
Australia	2022291570		Vitrafy Life Sciences Limited	23/12/2021	22/12/2022	Examination requested
China	202280083476.9		Vitrafy Life Sciences Limited	23/12/2021	22/12/2022	Examination requested
Europe	22908906.5		Vitrafy Life Sciences Limited	23/12/2021	22/12/2022	Application filed
Japan	2024-538432		Vitrafy Life Sciences Limited	23/12/2021	22/12/2022	Application filed
New Zealand	811579		Vitrafy Life Sciences Limited	23/12/2021	22/12/2022	Application filed
United States	18/717672		Vitrafy Life Sciences Limited	23/12/2021	22/12/2022	Application filed

Family 6 – Method for controlling the handling of biological material

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
International	PCT/AU2023/051117		Vitrafy Life Sciences Limited	08/11/2022	06/11/2023	Application filed

Family 7 – Packaging for preservation of biological material

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
International	PCT/AU2024/050574		Vitrafy Life Sciences Limited	02/06/2023	31/05/2024	Application filed

Family 8 – Method and system for controlling the processing of biological materials

Jurisdiction	Application No.	Patent No.	Applicant	Priority Date	Filing Date	Status
Australia	2024219387		Vitrafy Life Sciences Limited	05/09/2023	04/09/2024	Application filed
International	PCT/AU2024/050942		Vitrafy Life Sciences Limited	05/09/2023	04/09/2024	Application filed

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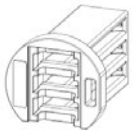
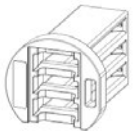
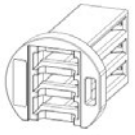
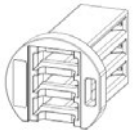
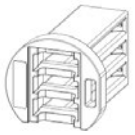
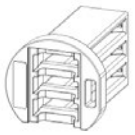
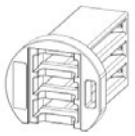
DESIGN SCHEDULE – as at 28 October 2024

Jurisdiction	Title	Application No.	Design No.	Image	Applicant	Priority Date	Filing Date	Status
Australia	Packaging for preservation of biological material	202217748	202217748		Vitrafy Life Sciences Limited	22/12/2022	22/12/2022	Registered
Australia	Packaging for preservation of biological material	202217749	202217749		Vitrafy Life Sciences Limited	22/12/2022	22/12/2022	Registered
Australia	Packaging for preservation of biological material	202217750	202217750		Vitrafy Life Sciences Limited	22/12/2022	22/12/2022	Registered
Australia	Packaging for preservation of biological material	202313550	202313550		Vitrafy Life Sciences Limited	02/06/2023	02/06/2023	Registered
Australia	Housing for preservation of biological material	202313551	202313551		Vitrafy Life Sciences Limited	02/06/2023	02/06/2023	Registered

Jurisdiction	Title	Application No.	Design No.	Image	Applicant	Priority Date	Filing Date	Status
China	Packaging for preservation of biological material	202330386372.2	ZL202330386372.2		Vitrafy Life Sciences Limited	22/12/2022	21/06/2023	Registered
European Union	Packaging for preservation of biological material	015025578	015025578-0001		Vitrafy Life Sciences Limited	22/12/2022	21/06/2023	Registered
Japan	Packaging for preservation of biological material	2023-012803	1754642		Vitrafy Life Sciences Limited	22/12/2022	22/06/2023	Registered
New Zealand	Packaging for preservation of biological material	432250	432250		Vitrafy Life Sciences Limited	22/12/2022	16/06/2023	Registered
United Kingdom	Packaging for preservation of biological material	6291748	6291748		Vitrafy Life Sciences Limited	22/12/2022	21/06/2023	Registered
United States	Packaging for preservation of biological material	29/895455			Vitrafy Life Sciences Limited	22/12/2022	21/06/2023	Application filed

Jurisdiction	Title	Application No.	Design No.	Image	Applicant	Priority Date	Filing Date	Status
China	Packaging for preservation of biological material	202330796291.X			Vitrafy Life Sciences Limited	02/06/2023	04/12/2023	Under examination – further report issued
European Union	Packaging for preservation of biological material	015043179	015043179-0001		Vitrafy Life Sciences Limited	02/06/2023	04/12/2023	Registered
Japan	Packaging for preservation of biological material	2023-025166	1768053		Vitrafy Life Sciences Limited	02/06/2023	04/12/2023	Registered
New Zealand	Packaging for preservation of biological material	433018			Vitrafy Life Sciences Limited	02/06/2023	01/12/2023	Registration postponed
United Kingdom	Packaging for preservation of biological material	6330369	6330369		Vitrafy Life Sciences Limited	02/06/2023	01/12/2023	Registered
United States	Packaging for preservation of biological material	29/919143			Vitrafy Life Sciences Limited	02/06/2023	01/12/2023	Application filed

Jurisdiction	Title	Application No.	Design No.	Image	Applicant	Priority Date	Filing Date	Status
China	Housing for preservation of biological material	202330796294.3			Vitrafy Life Sciences Limited	02/06/2023	04/12/2023	Under examination – response filed
European Union	Housing for preservation of biological material	015043183	015043183-0001		Vitrafy Life Sciences Limited	02/06/2023	04/12/2023	Registered
Japan	Housing for preservation of biological material	2023-025167	1768054		Vitrafy Life Sciences Limited	02/06/2023	04/12/2023	Registered
New Zealand	Housing for preservation of biological material	433019			Vitrafy Life Sciences Limited	02/06/2023	01/12/2023	Registration postponed
United Kingdom	Housing for preservation of biological material	6330370	6330370		Vitrafy Life Sciences Limited	02/06/2023	01/12/2023	Registered
United States	Housing for preservation of biological material	29/919146			Vitrafy Life Sciences Limited	02/06/2023	01/12/2023	Application filed

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TRADE MARK SCHEDULE – as at 28 October 2024

Family – vitrafy & design

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
Australia	Vitrafy Life Sciences Limited	2138226	2138226	09, 10, 11, 37, 40, 42	24-Nov-2020	24-Nov-2020	02-Jul-2021	Registered
Canada (IR Designation)	Vitrafy Life Sciences Limited	2179018		09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Pending Under Examination — Further Report Issued
China (IR Designation)	Vitrafy Life Sciences Limited	1656151	1656151	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
European Union (IR Designation)	Vitrafy Life Sciences Limited	1656151	1656151	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
Hong Kong	Vitrafy Life Sciences Limited	305774905	305774905	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	06-May-2022	Registered
Madrid Protocol (TM)	Vitrafy Life Sciences Limited	1656151	1656151	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Registered
New Zealand (IR Designation)	Vitrafy Life Sciences Limited	1208017	1208017	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
Republic of Korea (IR Designation)	Vitrafy Life Sciences Limited	1656151	1656151	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
Singapore (IR Designation)	Vitrafy Life Sciences Limited	40202208575V	40202208575V	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
South Africa	Vitrafy Life Sciences Limited	2021/32141	2021/32141	09	18-Oct-2021	18-Oct-2021	30-Jan-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/32142	2021/32142	10	18-Oct-2021	18-Oct-2021	30-Jan-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/32143	2021/32143	11	18-Oct-2021	18-Oct-2021	30-Jan-2023	Registered

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
South Africa	Vitrafy Life Sciences Limited	2021/32144	2021/32144	37	18-Oct-2021	18-Oct-2021	30-Jan-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/32145	2021/32145	40	18-Oct-2021	18-Oct-2021	30-Jan-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/32146	2021/32146	42	18-Oct-2021	18-Oct-2021	30-Jan-2023	Registered
Switzerland (IR Designation)	Vitrafy Life Sciences Limited	1656151	1656151	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
United Kingdom (IR Designation)	Vitrafy Life Sciences Limited	1656151	WO0000001656151	09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Designation Protected (Registered)
United States of America (IR Designation)	Vitrafy Life Sciences Limited	90723318	7089285	07, 09, 10, 11, 37, 40, 42, 44	24-Nov-2020	20-May-2021	27-Jun-2023	Registered
Vietnam (IR Designation)	Vitrafy Life Sciences Limited	1656151		09, 10, 11, 37, 40, 42	18-Oct-2021	18-Oct-2021	18-Oct-2021	Pending Under Examination — Response Filed to OR

Family – vitrafy LIFE SCIENCES & design

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
Australia	Vitrafy Life Sciences Limited	2220654	2220654	16, 39, 44	18-Oct-2021	18-Oct-2021	26-May-2022	Registered
Canada (IR Designation)	Vitrafy Life Sciences Limited	2165572		16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Pending Under Examination — Further Report Issued
China (IR Designation)	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)
European Union (IR Designation)	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)
Hong Kong	Vitrafy Life Sciences Limited	305830687	305830687	16, 39, 44	18-Oct-2021	14-Dec-2021	10-May-2022	Registered
Madrid Protocol (TM)	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Registered
New Zealand	Vitrafy Life Sciences Limited	1197415	1197415	09, 10, 11, 16, 37, 39, 40, 42, 44	18-Oct-2021	08-Dec-2021	24-Mar-2023	Registered
Republic of Korea (IR Designation)	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)
Singapore (IR Designation)	Vitrafy Life Sciences Limited	1644311	40202203060U	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)
South Africa	Vitrafy Life Sciences Limited	2021/37933		16	18-Oct-2021	08-Dec-2021		Pending Accepted — Published for Opposition Purposes
South Africa	Vitrafy Life Sciences Limited	2021/37934		39	18-Oct-2021	08-Dec-2021		Pending Accepted — Published for Opposition Purposes
South Africa	Vitrafy Life Sciences Limited	2021/37935		44	18-Oct-2021	08-Dec-2021		Pending Accepted — Published for Opposition Purposes
Switzerland (IR Designation)	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)
United Kingdom (IR Designation)	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
United States of America (IR Designation)	Vitrafy Life Sciences Limited	79333377	7369297	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)
Vietnam	Vitrafy Life Sciences Limited	1644311	1644311	16, 39, 44	18-Oct-2021	08-Dec-2021	08-Dec-2021	Designation Protected (Registered)

Family – vitrafy LIFE SCIENCES & design

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
Australia	Vitrafy Life Sciences Limited	2221299	2221299	16, 39, 44	20-Oct-2021	20-Oct-2021	13-Jun-2023	Registered

Family – LifeChain

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
Australia	Vitrafy Life Sciences Limited	2212522	2212522	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Sep-2021	02-May-2022	Registered
Canada (IR Designation)	Vitrafy Life Sciences Limited	2176181		09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Pending Under Examination — Response Filed to OR
China (IR Designation)	Vitrafy Life Sciences Limited	1653592		09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Pending Under Examination — Appeal of Provisional Refusal Filed
European Union (IR Designation)	Vitrafy Life Sciences Limited	1653592	1653592	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Designation Protected (Registered)
Hong Kong	Vitrafy Life Sciences Limited	305837590	305837590	09, 10, 11, 16, 39, 40, 42, 44	21-Sep-2021	21-Dec-2021	07-Oct-2022	Registered
Madrid Protocol (TM)	Vitrafy Life Sciences Limited	1653592	1653592	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Registered
New Zealand (IR Designation)	Vitrafy Life Sciences Limited	1206667	1206667	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Designation Protected (Registered)
Republic of Korea (IR Designation)	Vitrafy Life Sciences Limited	1653592	1653592	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Designation Protected (Registered)
Singapore (IR Designation)	Vitrafy Life Sciences Limited	40202207251U		09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Registered
South Africa	Vitrafy Life Sciences Limited	2021/39257	2021/39257	09	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/39258	2021/39258	10	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/39259	2021/39259	11	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/39260	2021/39260	16	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/39261	2021/39261	39	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2021/39262	2021/39262	42	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
South Africa	Vitrafy Life Sciences Limited	2021/39263	2021/39263	44	21-Sep-2021	21-Dec-2021	05-Oct-2023	Registered
Switzerland (IR Designation)	Vitrafy Life Sciences Limited	1653592	1653592	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Designation Protected (Registered)
United Kingdom (IR Designation)	Vitrafy Life Sciences Limited	1653592	1653592	09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Designation Protected (Registered)
United States of America (IR Designation)	Vitrafy Life Sciences Limited	79337180		09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021		Pending Under Examination — Response Filed to OR
Vietnam (IR Designation)	Vitrafy Life Sciences Limited	1653592		09, 10, 11, 16, 39, 42, 44	21-Sep-2021	21-Dec-2021	21-Dec-2021	Pending Under Examination — Response Filed to OR

Family – LifeChain & device  **&** **LifeChain & device (Series)** 

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
Australia (Series Application)	Vitrafy Life Sciences Limited	2237544	2237544	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	17-Dec-2021	25-Jul-2022	Registered
Canada (IR Designation)	Vitrafy Life Sciences Limited	2207123		09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Pending Under Examination — Response Filed to OR
China (IR Designation)	Vitrafy Life Sciences Limited	G1680700		09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Pending Under Examination — Appeal of Provisional Refusal Filed
Hong Kong (Series Application)	Vitrafy Life Sciences Limited	305892021	305892021	09, 10, 11, 16, 39, 40, 42, 44	17-Dec-2021	28-Feb-2022	13-Oct-2022	Registered
European Union (IR Designation)	Vitrafy Life Sciences Limited	1680700	1680700	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
Madrid Protocol (TM)	Vitrafy Life Sciences Limited	1680700	1680700	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Registered
New Zealand (IR Designation)	Vitrafy Life Sciences Limited	1218583	1218583	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
Republic of Korea (IR Designation)	Vitrafy Life Sciences Limited	1680700	1680700	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
Singapore (IR Designation)	Vitrafy Life Sciences Limited	40202260008X	40202260008X	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
South Africa	Vitrafy Life Sciences Limited	2022/06702	2022/06702	09	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06703	2022/06703	10	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06704	2022/06704	11	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06705	2022/06705	16	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06706	2022/06706	39	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
South Africa	Vitrafy Life Sciences Limited	2022/06707	2022/06707	42	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06708	2022/06708	44	17-Dec-2021	28-Feb-2022	24-Jul-2023	Registered
Switzerland (IR Designation)	Vitrafy Life Sciences Limited	1680700	1680700	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
United Kingdom (IR Designation)	Vitrafy Life Sciences Limited	1680700	1680700	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
United States of America (IR Designation)	Vitrafy Life Sciences Limited	79348668		09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022		Pending Under Examination — Response Filed to OR
Vietnam (IR Designation)	Vitrafy Life Sciences Limited	1680700	1680700	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)

Family – Lock Logo  **&** **Lock logo (series)** 

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
Australia (Series Application)	Vitrafy Life Sciences Limited	2237534	2237534	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	17-Dec-2021	25-Jul-2022	Registered
Canada (IR Designation)	Vitrafy Life Sciences Limited	2207124		09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Pending Under Examination — Response Filed to OR
European Union (IR Designation)	Vitrafy Life Sciences Limited	1680702	1680702	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
Hong Kong (Series Application)	Vitrafy Life Sciences Limited	305892030	305892030	09, 10, 11, 16, 39, 40, 42, 44	17-Dec-2021	28-Feb-2022	11-May-2023	Registered
Madrid Protocol (TM)	Vitrafy Life Sciences Limited	1680702	1680702	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Registered
New Zealand (IR Designation)	Vitrafy Life Sciences Limited	1218584	1218584	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
Republic of Korea (IR Designation)	Vitrafy Life Sciences Limited	1680702	1680702	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
Singapore (IR Designation)	Vitrafy Life Sciences Limited	40202260005P	40202260005P	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
South Africa	Vitrafy Life Sciences Limited	2022/06717	2022/06717	09	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06718	2022/06718	10	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06719	2022/06719	11	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06720	2022/06720	16	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06721	2022/06721	39	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered
South Africa	Vitrafy Life Sciences Limited	2022/06722	2022/06722	42	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered

Country	Owner	Application No.	Registration No.	Classes	Earliest Priority	Application Date	Deemed Registration Date	Case Status
South Africa (IR Designation)	Vitrafy Life Sciences Limited	2022/06723	2022/06723	44	17-Dec-2021	28-Feb-2022	25-Aug-2023	Registered
Switzerland (IR Designation)	Vitrafy Life Sciences Limited	1680702	1680702	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
United Kingdom (IR Designation)	Vitrafy Life Sciences Limited	1680702	WO0000001680702	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)
United States of America (IR Designation)	Vitrafy Life Sciences Limited	79348669		09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Pending Under Examination — Response Filed to OR
Vietnam (IR Designation)	Vitrafy Life Sciences Limited	1680702	1680702	09, 10, 11, 16, 39, 42, 44	17-Dec-2021	04-Mar-2022	04-Mar-2022	Designation Protected (Registered)

10.

ADDITIONAL INFORMATION

10. ADDITIONAL INFORMATION

10.1 Registration

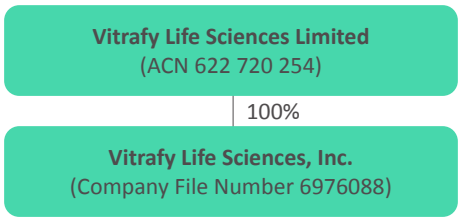
The Company was incorporated in Tasmania, Australia, on 8 November 2017, as a proprietary company limited by shares, and converted to a public company limited by shares on 13 August 2021.

10.2 Company tax status and financial year

The Company is, and will be taxed as, an Australian tax resident public company for the purpose of Australian income tax law. The Company will be subject to tax at the applicable Australian corporate tax rate.

The financial year of the Company ends on 30 June annually.

10.3 Corporate structure



The diagram above sets out the corporate structure of Vitrafy before and after Completion of the Offer.

Vitrafy Life Sciences Limited carries out Vitrafy's business of product development and commercialisation of cryopreservation solutions. Vitrafy Life Sciences, Inc. is incorporated in Delaware, United States, and does not currently undertake any operations.

10.4 Convertible Notes

As at the Prospectus Date, the Company has Convertible Notes on issue, which were issued in three tranches as detailed in the table below.

On the Allotment Date, and immediately prior to the allotment of Shares under the Offer, the Convertible Notes will convert into 28,225,786 Shares in aggregate.[45]

Date of issue	Principal amount raised	Expected aggregate outstanding principal and accrued interest as at the Allotment Date	Conversion price	Total Shares issued on conversion of Convertible Notes
June 2021	$7,550,000	$16,517,698	$1.38	11,969,374
December 2022	$6,312,354	$9,170,663	$1.38	6,645,450
December 2023 and March 2024	$12,000,000	$13,262,031	$1.38	9,610,962

45 Interest accrues on the Convertible Notes until the Allotment Date and forms part of the total amount owing on the Convertible Notes which will convert into Shares. As such, a change to the Allotment Date will have a resulting impact on the number of Shares to be issued on conversion of the Convertible Notes.

10.5 Shareholders' Agreement

Vitrafy is party to a shareholders' agreement dated 9 February 2018 **(Shareholders' Agreement**). All Existing Shareholders have signed a deed terminating the Shareholders' Agreement with effect from, and conditional on, Listing.

10.6 Underwriting arrangements

The Offer is being underwritten by the Joint Lead Managers pursuant to an underwriting agreement dated 30 October 2024 between the Joint Lead Managers and Vitrafy (**Underwriting Agreement**). Under the Underwriting Agreement, subject to the satisfaction of certain customary conditions, the Joint Lead Managers have agreed to manage and underwrite the Offer, subject to the termination events outlined below. These are a summary of the termination events only. Any termination is in the discretion of the Joint Lead Managers and is subject to limitations under the Underwriting Agreement.

10.6.1. Commissions, fees and expenses

On Settlement, the Company must pay the Joint Lead Managers an underwriting fee of 4.00% of the Offer proceeds and a selling fee of 2.00% of the Offer proceeds.

These fees are payable in proportions set out in the Underwriting Agreement and may be deducted from the total Offer proceeds upon issue of the Shares.

The Company has also agreed to reimburse the Joint Lead Managers for reasonable out-of-pocket costs and expenses incurred in relation to the Offer.

The Joint Lead Managers have agreed to pay any fees or expenses of any co-lead managers, brokers, syndicate and non-syndicate members or sub-underwriters.

The Joint Lead Managers have agreed to pay Morgans Corporate Limited as Co-Lead Manager fees comprising:

- a base fee of $150,000;
- a fee that will be calculated at 2.0% of the value of Shares allocated to clients of the Co-Lead Manager under the Broker Firm Offer;
- a fee of $50,000, conditional on certain Existing Shareholders participating in the Offer;
- an incentive fee of $50,000, conditional on the Co-Lead Manager applying for at least $5.0 million under the Broker Firm Offer; and
- an additional incentive fee of $50,000, conditional on the Co-Lead Manager applying for at least $10.0 million under the Broker Firm Offer.

10.6.2. Termination events not subject to materiality

A Joint Lead Manager may terminate the Underwriting Agreement at any time prior to 5.00pm on the Settlement Date by notice to the other parties if any of the following events occur:

- Offer documents: a Joint Lead Manager forms the view that a statement contained in the offer documents is or becomes misleading or deceptive in any material respect.
- Section 730 notice: a person gives a notice to the Company under section 730 of the Corporations Act in relation to the Prospectus.
- Future matters: there are not or ceases to be reasonable grounds in the opinion of a Joint Lead Manager for any material statement or estimate in the offer documents, which relate to a future matter.
- Encumbrance: the Company or group member creates or agrees to create an Encumbrance over the whole or a substantial part of its business or property.
- Index fall: the S&P/ASX 200 Index falls more than 10% below its level as at 5.00 pm on the Business Day immediately preceding the date of the Underwriting Agreement and closes at or below that level for at least two consecutive Business Days or on the Business Day immediately prior to Settlement.
- Offer of refund to investors: any circumstance arises after lodgement of the Prospectus that results in the Company either repaying money received from persons who have applied for Shares or offering persons who have applied for Shares an opportunity to withdraw their application.
- Adverse change: any material adverse change occurs in the assets, liabilities, share capital, Share structure, financial position or performance, profits, losses or prospects of the Company.

- Withdrawal of Prospectus: the Company withdraws the Prospectus or terminates the Offer, or indicates that it does not intend to proceed with the Offer.
- Certificate: the Company does not provide a certificate as required by the Underwriting Agreement or a statement in that certificate is untrue in any material respect, incorrect or misleading or deceptive.
- Insolvency: a group member is or becomes insolvent, or an act occurs or an omission is made which may result in a group member becoming insolvent.
- Regulatory action: any regulatory action by ASIC or any other government agency in relation to the Offer.
- Stop order: ASIC makes an interim or final stop order in relation to the Prospectus.
- Withdrawal of consent: any person whose consent to the issue of the Prospectus is required by section 720 of the Corporations Act withdraws such consent.
- Supplementary Prospectus: the Company lodges a Supplementary Prospectus without the consent of the Joint Lead Managers or fails to lodge a Supplementary Prospectus in a form acceptable to a Joint Lead Manager.
- Change in Directors and senior management: a change in the key executives or in the board of Directors occurs without the written consent of the Joint Lead Managers.
- ASIC modifications: the ASIC modifications obtained in satisfaction of the conditions precedent are withdrawn, revoked, qualified, amended, or withheld.
- Quotation approval: approval for Official Quotation is refused or not granted, or is granted subject to conditions other than standard conditions.
- Unauthorised changes: the Company or a group member disposes of the whole or a substantial part of its business or property, ceases to carry on business, alters its capital structure, or amends its constitution.
- Action against Directors and senior management: a Director or any member of the senior management of the group is charged with a criminal offence, any government agency commences any public action against a group member, any of the Directors or any member of the senior management of the group, or any Director or any member of the senior management of the group is disqualified under the Corporations Act from managing a corporation.
- Fraud: a Director or a senior member of management of the Company engages in any fraudulent conduct or activity.
- Unable to proceed: the Company is or will be prevented from conducting or completing the Offer by or in accordance with the Listing Rules, ASIC, ASX, any applicable laws, or an order of a court of competent jurisdiction, or otherwise are or will become unable or unwilling to do any of these things.
- Restriction agreements: a Restriction Agreement is withdrawn, varied, terminated, rescinded, altered, amended, breached, or failed to be complied with.
- Timetable: an event specified in the Timetable is delayed for more than two Business Days other than in accordance with the Underwriting Agreement or without the prior written approval of the Joint Lead Managers.

10.6.3. Termination subject to materiality

A Joint Lead Manager may terminate the Underwriting Agreement, at any time after the date of the Underwriting Agreement and any time prior to 5.00pm on the Settlement Date by notice to the other parties, if any of the following events occur and the Joint Lead Manager has reasonable grounds to believe the event: (i) has or is likely to have a material adverse effect on the financial condition, financial position or financial prospects of the Company or the Company group, or on the ability of the Joint Lead Manager to market or promote or settle the Offer or on the subsequent market for the Shares; or (ii) there is a reasonable possibility that the Joint Lead Managers will contravene, be involved in a contravention of, or incur a liability under the Corporations Act or any other applicable law as a result of the termination event:

- New circumstance: there occurs a new circumstance that has arisen since the Prospectus was lodged that would have been required to be included in the Prospectus if it had arisen before the Prospectus was lodged.
- Future matters: any statement or estimate in the offer documents that relates to a future matter is, in the opinion of a Joint Lead Manager, unlikely to be met in the projected timeframe.
- Change in laws: any introduction of legislation, public announcement of prospective legislation or policy, or adoption of regulations or policy by ASX or other relevant bodies that materially affects the financial position of the Company or the success of the Offer.

- Adverse change in financial markets: any adverse change or disruption to the political, financial, or economic conditions or financial markets of certain specified countries.
- Hostilities: any outbreak of hostilities, a major escalation in existing hostilities, national emergency, war, or a major act involving certain specified countries.
- Legal proceedings and offence by Directors: legal proceedings commenced against the Company other than contemplated in the offer documents, a Director charged with an indictable offence, or any regulatory body commencing public action against a Director.
- Compliance with regulatory requirements: a contravention by the Company or any entity in the group of the Corporations Act, the Listing Rules, its constitution, or any other applicable law or regulation.
- Public statements: the Company or an entity in the group issues a public statement concerning the Offer without the approval of a Joint Lead Manager, or a statement in any of the public information becomes misleading or deceptive.
- Breach: the Company breaches any of its undertakings or obligations under the Underwriting Agreement.
- Representations and warranties: any representation or warranty contained in the Underwriting Agreement on the part of the Company is breached or becomes false, misleading, or incorrect.
- Disclosures in due diligence report: a Joint Lead Manager forms the view that the due diligence report or any information supplied by or on behalf of the Company to a Joint Lead Manager in relation to the group or the Offer as part of the due diligence process is or becomes misleading or deceptive.
- Material contracts: any of the obligations of the relevant parties under any of the material contracts are not capable of being performed in accordance with their terms, or if all or any part of any of the material contracts is terminated, withdrawn, rescinded, avoided, or repudiated. The parties have agreed to co-operate in this instance to determine the effect of any termination on the Offer and any necessary response.

10.6.4. Indemnity

The Company agrees to keep the Joint Lead Managers and certain of the Joint Lead Managers' affiliated parties indemnified from losses suffered in connection with the Offer, subject to customary exclusions (including gross negligence, recklessness, fraud, or wilful default).

10.6.5. Representations and Warranties

The Underwriting Agreement contains representations, warranties, and undertakings provided by the Company to the Joint Lead Managers. The representations and warranties relate to matters such as the Company's powers and capacities, information provided, insurance, litigation, the Prospectus and other offering documents, due diligence, internal controls, and conduct (including relating to compliance with laws, the undertaking of the Offer, and the operation of the business). The Company's undertakings include that it will, from the date of the Underwriting Agreement until 120 days after completion of the Offer:

- not issue or agree to issue, without the prior written consent of the Joint Lead Managers (which must not be unreasonably withheld) any Shares or other securities of the Company or any member of the Company group, other than the issue of equity securities pursuant to a share purchase plan, a dividend or distribution plan, or any equity incentive plan or pursuant to any arrangement disclosed in the Prospectus;
- carry on the business in the ordinary course and, except as expressly disclosed in the Prospectus and other offering documents, not dispose of or charge any material part of the business;
- not amend the Company's constitution except as approved by Shareholders of the Company prior to lodgement of the Prospectus or with the prior written consent of the Joint Lead Managers (not to be unreasonably withheld or delayed); and
- not vary in any material respect any term of the contracts described in the Prospectus without prior notification of the Joint Lead Managers of any such variation.

10.7 Escrow arrangements

Shares in the Company held by Existing Shareholders (other than Shares acquired in the Offer) are subject to mandatory escrow arrangements (see Section 10.7.1) and voluntary escrow arrangements (see Section 10.7.2).

10.7.1 Mandatory escrow

As a condition of Listing, ASX will classify certain Shares and Options as 'restricted securities' and impose mandatory escrow on these Shares and Options.

The length of the mandatory escrow period for particular Shares is determined by the ASX Listing Rules and will depend on a number of factors, including when the Shares or Convertible Notes which convert into Shares were purchased by the Existing Shareholder.

As a result of this, prior to listing, Existing Shareholders will be provided with a 'restriction notice' by the Company, in relation to Shares and Options subject to mandatory escrow. The table below sets out the expected ASX-imposed escrow treatment of Existing Shares and Options. However, the ASX will make the final determination of the mandatory escrow to be applied to the Existing Shares and Options, which may be different from that set out in this Prospectus.

Shares acquired in the Offer are not subject to mandatory escrow.

Shareholders	Existing Shares held on Completion of Offer (#)	Existing Shares subject to mandatory escrow (#)	Existing Shares subject to mandatory escrow (%)	Options held on Completion of the Offer	Options subject to mandatory escrow (#)	Options subject to mandatory escrow (%)	End of escrow period
Directors, promoters and their associates	17,212,357	13,903,936	80.8%	5,294,650	5,294,650	100.0%	24 months from Quotation
Ryder Capital	2,767,767	1,409,071	50.9%	0	0	0.0%	Between May 2025 – November 2025
Neill Stacey	3,235,520	1,023,564	31.6%	0	0	0.0%	Between February 2025 – November 2025
Other Existing Shareholders	21,612,290	8,153,657	37.7%	1,188,485	0	0.0%	Between December 2024 – November 2025
Total	**44,827,934**	**24,490,228**	**54.6%**	**6,483,135**	**5,294,650**	**81.7%**	

Notes:

1. As at the date of this Prospectus, the Company also has on issue another 89,960 options (in addition to the Options) whose terms provide that they expire on Listing. The optionholder has informed Vitrafy that he does not currently intend to exercise these options and as such they are expected to expire unexercised. If they are exercised, they will result in an increase by 89,960 in the number of Shares on issue at Listing, and the resulting Shares may be subject to escrow.

The effect of the mandatory escrow arrangements will be that the relevant Existing Shares and Options cannot be dealt with for the duration of the relevant mandatory escrow period, subject to limited exceptions.

10.7.2 Voluntary escrow

Most Existing Shareholders have entered into voluntary escrow arrangements with the Company in relation to all the Existing Shares they hold as at Completion of the Offer. These voluntary escrow arrangements commence on and from Listing, and apply to all Existing Shares held by these Existing Shareholders, including those Existing Shares that are subject to mandatory escrow (ie both the mandatory and voluntary escrow arrangements apply to these Existing Shares).

Under their respective escrow arrangements these Shareholders agree, subject to certain limited exceptions, not to deal in all of their Existing Shares for the voluntary escrow period set out below. The table below sets out the number of Shares subject to voluntary escrow and the escrow period.

Shareholders	Existing Shares held on Completion of Offer (#)	Existing Shares subject to voluntary escrow (#)	Existing Shares subject to voluntary escrow (% of Shareholder's Shareholding)	Existing Shares subject to voluntary escrow (% of total Shares on issue at Completion of the Offer)	End of escrow period
Directors, promoters and their associates	17,212,357	17,212,357	100.0%	27.0%	With respect to: ▪ 25% of the Existing Shares, after release of the audited accounts for the Company for the financial year ended 30 June 2025; and ▪ 75% of the Existing Shares, after release of the audited accounts for the Company the financial year ended 30 June 2026.
Ryder Capital	2,767,767	0	0.0%	0.0%	
Neill Stacey	3,235,520	3,235,520	100.0%	5.1%	
Other Existing Shareholders	21,612,290	21,612,290	100.0%	33.8%	
Total	**44,827,934**	**42,060,167**	**93.8%**	**65.9%**	

10.7.3 Restrictions on dealings and release of escrow

The mandatory escrow and voluntary escrow arrangements contain restrictions on dealing that are broadly defined and include, among other things, selling, transferring or otherwise disposing of any interest in the relevant Shares and Options, encumbering or granting a security interest over the Shares, doing, or omitting to do, any act where the act or omission would have the effect of transferring effective ownership or control of any of the Shares, or agreeing to do any of those things.

There are limited circumstances in which the mandatory or voluntary escrow may be released, namely:

- to allow the Shareholder to accept an offer under a bona fide third-party takeover bid made in relation to the Company in accordance with the Corporations Act, provided that the holders of at least half of the Shares that are the subject of the bid and are not subject to escrow have accepted the takeover bid. In the case of mandatory escrow, this requires consent of the ASX; and
- to allow the Escrowed Securities to be transferred or cancelled as part of a merger by a scheme of arrangement under Part 5.1 of the Corporations Act. In the case of mandatory escrow, this requires consent of the ASX,

provided that, in each case, if for any reason any or all Escrowed Securities are not transferred or cancelled in accordance with such a takeover bid or scheme of arrangement, then the holder of such Escrowed Securities agrees that the restrictions applying to the Escrowed Securities will continue to apply; or

- as a requirement by applicable law.

10.8 Other material contracts

10.8.1 CSL

Vitrafy has entered into a collaborative research agreement with CSL to evaluate Vitrafy's Cryopreservation Technology. This collaboration agreement is an umbrella agreement, and the parties agree specific projects, and develop the scope of the projects they intend to work on together (**project scope**). The initial project scope was aimed to improve cryopreservation outcomes. As at the date of this Prospectus, there is currently no project scope in effect between Vitrafy and CSL, and there is the possibility that no project scope may eventuate before the termination of the collaborative research agreement.

As part of the collaboration agreement, Vitrafy and CSL will retain ownership of their pre-existing intellectual property. Intellectual property created as part of the project will be owned by Vitrafy. However, CSL will have a non-exclusive, non-transferable right to use project data and results for internal purposes.

The agreement has a term ending on the earlier of one year from the date of execution (26 March 2024) or completion of all obligations of the parties.

The agreement can also be terminated by a party (i) by giving 60 days' notice (ii) immediately in the case of a breach that is not remedied within 30 days, (iii) if there is a force majeure event that continues for a period of 60 days or more or (iv) immediately if the other party's key personnel are not able to perform the project and the parties cannot agree on a suitable replacement or replacements within 30 days.

A force majeure event is a circumstance beyond the reasonable control of a party causing that party to be unable to observe or perform on time an obligation under the agreement. It includes acts of God, pandemic, lightning strikes, earthquakes, floods, storms, explosions, fires and any natural disaster, as well as acts of public enemies, terrorism, riots, civil commotion, malicious damage, sabotage, revolution and acts of war and war, general strikes, embargo, and power, water or other utility shortage.

10.8.2 USAISR

Vitrafy has entered into the CRADA with the USAISR to develop and validate advanced cryopreservation protocols for blood products, enhancing their viability and functionality for both military and civilian applications. The purpose of this partnership is to address the critical need for improved blood supply logistics and rapid delivery at the point of injury, particularly in trauma and large-scale combat operations.

The key research aims are refining and evaluating processes to maintain the viability and functionality of cryopreserved platelets and cryopreserved whole blood. For cryopreserved platelets, this includes optimising outcomes related to clot formation, aggregation, surface markers, mitochondrial respiration, residual white cells, and overall platelet count. For cryopreserved whole blood, this includes optimising outcomes related to red cell, leukocyte and platelet health, oxygen-carrying capacity, cell surface markers, mitochondrial respiration and overall cell count.

USAISR will provide expertise in experimental design, assay execution and result analysis, collaborate with Vitrafy on data interpretation, and share study results with Vitrafy. Vitrafy will supply UAISR with cryopreservation and thawing technologies, collaborate on data analysis, and iterate cryopreservation techniques based on study outcomes.

Vitrafy retains sole rights to inventions made solely by its employees or jointly with USAISR employees, with the United States government granted a non-exclusive, irrevocable licence for government use. However, USAISR will retain initial rights to inventions made solely by its employees, with an option for Vitrafy to acquire a licence.

The agreement is effective until 30 April 2027, with provisions for termination by the parties' mutual agreement or unilateral termination by either party by giving the other party 30 days' written notice.

10.8.3 SSI

Vitrafy has entered into a collaborative research agreement with SSI to develop and validate advanced cryopreservation protocols for bull semen, enhancing its viability and functionality for artificial insemination. This collaboration seeks to improve the quality and effectiveness of cryopreserved semen, potentially setting new industry standards.

The collaboration agreement allows for the parties to agree specific project briefs. The first project brief aimed to refine and evaluate processes to maintain the viability and functionality of cryopreserved bull semen, including optimising outcomes related to motility, viability and concentration post-thaw. It is also to conduct comparative analyses between Vitrafy's Cryopreservation Technology and traditional static vapour cryopreservation methods to demonstrate the value of Vitrafy's solutions.

A second project brief is currently in place and it includes a paid study (cash in-kind) with the aims outlined above, but onsite at SSI's facility in Columbus, Ohio.

Vitrafy will provide cryopreservation devices, algorithms and packaging solutions, as well as conduct internal testing and comparative analyses using Vitrafy's Cryopreservation Technology. SSI will supply bull semen samples, protocols for current, standard freezing practices, and necessary documentation, as well as collaborate on testing and validation processes.

Vitrafy retains sole rights to inventions made solely by its employees or jointly with SSI employees, with SSI granted a non-exclusive, royalty-free licence for internal, non-commercial use. SSI retains initial rights to inventions made solely by its employees, with an option for Vitrafy to acquire a licence.

The agreement expires in October 2028. The agreement can also be terminated by a party (i) if the other party breaches the agreement and, if the breach is capable of being remedied, fails to remedy that breach within 30 days of the date of a notice setting out the breach, (ii) if there is a force majeure event that continues for a period of 60 days or more or (iii) immediately if the other party's nominated key personnel are not able to perform the project and the parties cannot agree on a suitable replacement or replacements within 30 days.

A force majeure event is a circumstance beyond the reasonable control of a party causing that party to be unable to observe or perform on time an obligation under the agreement. It includes acts of God, pandemic, lightning strikes, earthquakes, floods, storms, explosions, fires and any natural disaster, as well as acts of public enemies, terrorism, riots, civil commotion, malicious damage, sabotage, revolution and acts of war and war, general strikes, embargo, and power, water or other utility shortage.

10.8.4 Huon

Vitrafy has entered into a collaboration agreement with Huon for the cryopreservation of Huon's neo-male brood stock for the 2024, 2025, and 2026 breeding seasons.

Vitrafy is responsible for extracting milt from gonads, measuring its quality before and after cryopreservation, and adding cryoprotectant to the neo-male brood stock. Vitrafy will supply and operate the necessary cryopreservation and thawing machines, provide the required packaging, and support the long-term storage of the cryopreserved packs.

Huon will supply milt and gonads for optimisation and measurement, provide the necessary cryoprotectant and agents, and grant access to Huon's facilities.

Each party retains ownership of their pre-existing intellectual property and grants the other a non-exclusive, royalty-free licence for use during the project. All intellectual property generated from the project will vest in Vitrafy, with Huon granted a non-exclusive, royalty-free licence for internal use.

The agreement can be terminated by a party (i) giving 60 days' written notice; (ii) giving written notice if there is a force majeure event that continues for a period of 90 days; or (iii) immediately by written notice in cases of material breaches that are not capable of remedy; material breaches that are capable of remedy that are not remedied within 30 days; where the other party ceases to carry on a business; or if an insolvency event occurs to the other party.

A force majeure event is a circumstance beyond the reasonable control of a party causing that party to be unable to observe or perform on time an obligation under the agreement. It includes acts of God, lightning strikes, earthquakes, floods, storms, explosions, fires and any natural disaster, as well as acts of public enemies, terrorism, riots, civil commotion, malicious damage, sabotage, revolution and acts of war and war, general strikes, and power, water or other utility shortage.

10.9 Participant in issues of securities

Except as described in this Prospectus, the Company has not granted, or proposed to grant, any rights to any person, or to any class of person, to participate in an issue of the Company's securities.

10.10 Legal proceedings

In late 2018, Vitrafy entered into an MOU with a third party (**Third Party**) relating to the human health applications of its technology. The MOU contemplated the Third Party taking an exclusive licence of this aspect of Vitrafy's cryopreservation solution and sublicensing it to an international corporation, with material ongoing licence fees payable to Vitrafy, if such a sublicence could be achieved.

The MOU had an initial end date of 31 December 2019 and was extended by the Third Party to 31 December 2020. In late December 2020, the Third Party purported to extend the MOU for a further 12 months. In January 2021, Vitrafy formally rejected the Third Party's purported extension of the MOU, and confirmed in writing that it considered the MOU expired on 31 December 2020 such that Vitrafy was no longer bound by its terms.

After Vitrafy denied that the MOU remained on foot, on 4 October 2021, the Third Party commenced proceedings against Vitrafy in the Supreme Court of Victoria. The Court granted an application made by Vitrafy to determine, as a separate question, whether the MOU could be extended more than once. Vitrafy was successful on the separate question, and on 25 March 2022, an order was made by the Supreme Court requiring the Third Party to pay Vitrafy's costs.

The Third Party subsequently filed an application to the Victorian Court of Appeal for leave to appeal from the judgment, which was unsuccessful (with the Court of Appeal making a costs order in Vitrafy's favour). The Third Party then filed an application to the High Court of Australia for special leave to appeal the Victorian Court of Appeal's decision, which was also dismissed in February 2023 with a costs order in Vitrafy's favour.

The Third Party has indicated that it still intends to pursue a breach of contract claim against Vitrafy for the period that the MOU was on foot, and in August 2024, provided Vitrafy with a draft amended statement of claim that would enable them to do so. However, the Victorian Supreme Court ordered that Vitrafy is not required to respond to the draft amended statement of claim (the finalisation of which is required to allow the Third Party to proceed with their claim), until the Court has heard and determined applications by Vitrafy in relation to payment of the costs orders made in its favour and security for Vitrafy's costs for the remainder of the proceeding.

The Third Party is claiming that the MOU must be performed by Vitrafy and that it is entitled to damages as a result of the alleged breach by Vitrafy (although they have never specified the loss that they claim to have suffered as a result of the alleged breach).

The Company's position remains that it has not breached the MOU, and therefore it will vigorously defend any breach of contract claims made by the Third Party.

As at the Prospectus Date, so far as the Board is aware, other than as disclosed in this Section 10.10, there is no other current or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or government prosecutions of a material nature involving Vitrafy that is likely to have a material adverse impact on the business or financial position of Vitrafy.

10.11 Ownership restrictions

10.11.1 Corporations Act

The takeover provisions in Chapter 6 of the Corporations Act restrict acquisitions of shares in listed companies if the acquirer's (or another party's) voting power would increase to above 20%, or would increase from a starting point that is above 20% and below 90%, unless certain exceptions apply. The Corporations Act also imposes notification requirements on persons having voting power of 5% or more in the Company, either themselves or through an associate.

10.11.2 *Foreign Acquisitions and Takeovers Act 1975* (Cth)

Generally, the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) applies to acquisitions of shares and voting power in a company of 20% or more by a single foreign person and its associates (substantial interest), or 40% or more by two or more unassociated foreign persons and their associates (aggregate substantial interest). Where a foreign person holds a substantial interest in the Company or foreign persons hold an aggregate substantial interest in the Company, the Company itself will be a 'foreign person' for the purposes of the FATA.

Where an acquisition of a substantial interest meets certain criteria, the acquisition may not occur unless notice of it has been given to the Federal Treasurer, and the Federal Treasurer has either stated there is no objection to the proposed acquisition in terms of the Australian Government's Foreign Investment Policy (**Policy**), or a statutory period has expired without the Federal Treasurer objecting. An acquisition of a substantial interest or an aggregate substantial interest meeting certain criteria may also lead to divestment orders unless a process of notification, and either a statement of non-objection or expiry of a statutory period without objection, has occurred.

In addition, in accordance with the Policy, acquisitions of a direct investment in an Australian company by foreign governments and their related entities should be notified to the Foreign Investment Review Board for approval, irrespective of value. According to the Policy, a 'direct investment' will typically include any investment of 10% or more of the shares (or other securities or equivalent economic interest or voting power) in an Australian company, but may also include investment of less than 10% where the investor is building a strategic stake in the target or obtains potential influence or control over the target investment.

10.12 ASIC relief and ASX waivers and confirmations

10.12.1 ASIC relief

The Company has applied for, and ASIC has made a declaration under subsection 741(1)(b) of the Corporations Act, modifying subsections 707(3) and 707(4), so that the modified form of subsection 707(3) applies to sale offers, within 12 months of issue, of Shares issued as a result of the conversion of the Convertible Notes on or about the Allotment Date or the exercise of options after the Prospectus Date.

The effect of the declaration is that sale offers of such Shares within 12 months after their issue will not need disclosure under Chapter 6D of the Corporations Act.

10.12.2 ASX waivers and confirmations

ASX has given in-principle advice to the Company that it would be likely to confirm that the Company's structure and operations are appropriate for a listed entity.

10.13 Selling restrictions

This document does not constitute an offer of New Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the New Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

10.13.1 Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this document may not be distributed, and the New Shares may not be offered or sold, in Hong Kong other than to professional investors (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the New Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to New Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted New Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

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

10.13.2 New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (the FMC Act). The New Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

10.13.3 Singapore

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

This document has been given to you on the basis that you are an 'institutional investor' or an 'accredited investor' (as such terms are defined in the SFA). If you are not such an investor, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

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

10.14 Description of the syndicate

The Joint Lead Managers to the Offer are Bell Potter Securities Limited and Ord Minnett Limited.

10.15 Consents to be named and inclusion of statements and disclaimers of responsibility

Each of the parties referred to below (each a **Consenting Party**) has given and has not, before the lodgement of the Prospectus with ASIC, withdrawn its written consent to be named in this Prospectus in the form and context in which it is named, but has not authorised or caused the issue of this Prospectus, does not make any offer of Shares and, to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for, any statements in or omissions from this Prospectus, and has not made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus, with its consent as specified below:

(a) Bell Potter Securities Limited as a Joint Lead Manager to the Offer;

(b) Ord Minnett Limited as a Joint Lead Manager to the Offer;

(c) Morgans Corporate Limited as Co-Lead Manager to the Offer;

(d) Herbert Smith Freehills as Australian legal adviser (except in relation to taxation, stamp duty, intellectual property and patents) to the Company in relation to the Offer in the form and context in which it is named;

(e) Grant Thornton Corporate Finance Pty Limited as Investigating Accountant to the Company and to the inclusion in this Prospectus of its Investigating Accountant's Report, financial services guide and the statements specifically attributed to it in the text of, or by a footnote in, this Prospectus, in the form and context in which they are included (and all other references to that report and those statements);

(f) Grant Thornton Audit Pty Ltd as auditor to the Company;

(g) Xcend Pty Ltd as the Company's Share Registry;

(h) Davies Collison Cave to the inclusion in this Prospectus of its Intellectual Property Report and the statements specifically attributed to it in the text of, or by a footnote in, this Prospectus, in the form and context in which they are included (and all other references to that report and those statements); and

(i) Commercial Eyes as consultants to the Company and to the inclusion in this Prospectus of statements or information specifically attributed to it in the text of, or by a footnote in, this Prospectus, in the form and context in which they are included (and all other references to those statements); and

(j) BioBridge Global and its subsidiaries South Texas Blood & Tissue Center, QualTex Laboratories, and GenCure has given, and not withdrawn prior to the lodgement of this Prospectus with ASIC, its written consent to the inclusion in this Prospectus in the form and context in which it is included.

10.16 Costs of the Offer

The costs of the Offer are expected to be approximately $3.4 million (including advisory, legal, accounting, tax and duty, listing and administrative fees, the Joint Lead Managers' management and underwriting fees, Prospectus design and printing, advertising, marketing, Share Registry and other expenses).

These costs have been, or will be, borne by the Company from the proceeds of the Offer.

10.17 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications and bids under this Prospectus are governed by the law applicable in Victoria, Australia, and each Applicant and bidder submits to the exclusive jurisdiction of the courts of Victoria, Australia.

10.18 Statement of Directors

The issue of this Prospectus has been authorised by each Director. Each Director has consented to lodgement of this Prospectus with ASIC and issue of this Prospectus and has not withdrawn that consent.

11.

TAXATION

11. TAXATION

The following is a general summary of the Australian tax consequences for Australian residents acquiring New Shares pursuant to the Offer. It does not constitute tax advice and should not be relied upon as such. The comments set out below are relevant only to those Australian resident investors who hold their Shares on capital account.

The summary is based upon the Australian law and administrative practice in effect at the date of this Prospectus, but is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of an investor. Investors should seek independent professional advice in relation to their own particular circumstances.

The summary does not address the Australian tax consequences for Investors who:

- hold the Shares for the purposes of speculation or in carrying on a business of dealing in securities (eg as trading stock or on revenue account for tax purposes);
- acquired their Shares pursuant to an employee share, option or rights plan;
- are not Australian tax residents;
- may be subject to special tax rules, including banks or insurance companies, partnerships, tax-exempt organisations, or entities subject to the investment manager regime under Subdivision 842-I of the ITAA 1997 in respect of their Shares; or
- are subject to the taxation of financial arrangements rules in Division 230 of the ITAA 1997 in relation to gains and losses on their Shares.

Investors who are tax residents of a country other than Australia (whether or not they are also residents, or are temporary residents, of Australia for tax purposes) should take into account the tax consequences under the laws of their country of residence, as well as under Australian law.

11.1 Taxation treatment of acquiring New Shares

There are no immediate income tax consequences to an Investor on acquiring New Shares. The New Shares will constitute an equity interest for Australian tax purposes.

11.2 Taxation treatment of dividends

Investors should include the amount of any dividends paid by the Company in their assessable income. If certain requirements are met, an Investor receiving a dividend will be:

- required to include the amount of the attached franking credits in their assessable income; and
- entitled to a tax offset equal to amount of the franking credits attached to the dividend.

These requirements include:

- the Investor being a 'qualified person' in relation to the dividend; and
- certain dividend franking integrity measures not applying.

For an Investor to be a 'qualified person', they must hold their Shares 'at-risk' for a continuous period of not less than 45 days (not including the day of the Shares' acquisition or disposal) during a prescribed period in relation to the dividend.

Investors will not be treated as holding their Shares 'at-risk' on any days on which Investors held positions that reduced their exposure to gains and losses below 30%, although those days do not break the continuity of the 'at-risk' period. If you are an individual or complying superannuation entity and your tax liability for the income year is less than the amount of the franking credits attached to the Permitted Dividend, you may be entitled to a refund for the excess franking credits. This does not extend to companies.

The amount of franking credits attached to dividends will depend on the level of franking credits generated and available to the Company through the payment of Australian income tax.

11.3 Taxation treatment of disposing of Shares

The disposal of Shares will constitute a capital gains tax (**CGT**) event A1 for Australian CGT purposes for Investors.

Investors may make a capital gain on the disposal of Shares to the extent that the capital proceeds from the disposal of the Shares are more than the cost base of those Shares. Conversely, Investors will make a capital loss to the extent that the capital proceeds are less than their reduced cost base of those Shares.

The cost base of Shares generally includes the cost of acquisition and certain non-deductible incidental costs of their acquisition and disposal. The reduced cost base of the Shares is usually determined in a similar, but not identical, manner.

The capital proceeds received in respect of the disposal of each Share should be the amount received for the disposal of the Share.

If an Investor is an individual, complying superannuation entity or trustee, and has held (or is deemed to have held) the Shares for at least 12 months before disposal of the Shares (not counting the day of acquisition or disposal), they may be entitled to reduce the amount of the capital gain (after application of carry forward and current year capital losses, if any) from the disposal of Shares by the applicable CGT discount rate. The CGT discount rate for eligible for individuals and trustees is 50%, and for complying superannuation trustees, it is 33⅓%. The ultimate availability of the CGT discount for beneficiaries of a trust will depend on the individual circumstances of the beneficiaries.

There is no CGT discount available for Investors that are companies, or Investors who have held the Shares for less than 12 months.

Capital gains (prior to any CGT discount) and capital losses of a taxpayer in an income year are aggregated to determine whether there is a net capital gain. Any net capital gain (as reduced by the CGT discount, if applicable) is included in assessable income and is subject to income tax. Capital losses may not be deducted against other income for income tax purposes, but may be carried forward to offset against future capital gains subject to satisfaction of loss-recoupment tests for certain taxpayers.

11.4 Tax file number and Australian business number

It is not compulsory for Investors to provide the Company with details of their tax file number (**TFN**) or Australian Business Number (**ABN**). However, a failure to quote a TFN or ABN (or proof of exemption) to the Company will result in the Company being required to withhold and remit tax at the top marginal rate (currently 45% plus 2% Medicare levy) from unfranked dividends paid to the Investor. The amount withheld in these circumstances should be available as a credit against the Investor's tax liability.

11.5 Goods and services tax

Investors should not be liable for GST in respect of an acquisition of New Shares. However, Investors may incur GST on costs that relate to their participation in the proposed Offer and should seek their own independent advice in relation to the GST implications.

11.6 Stamp duty

On the basis that the Company is not a landholder for stamp duty purposes in any Australian jurisdiction, no stamp duty should be payable by Investors on an acquisition of New Shares.

APPENDIX A.

SIGNIFICANT ACCOUNTING POLICIES

APPENDIX A. SIGNIFICANT ACCOUNTING POLICIES

Basis of preparation

The financial statements of Vitrafy Life Sciences Limited have been prepared in accordance with Australian Accounting Standards – Reduced Disclosure Requirements and Interpretations issued by the Australian Accounting Standards Board (**AASB**) and the *Corporations Act 2001*, as appropriate for for-profit oriented entities.

Historical cost convention

The financial statements have been prepared under the historical cost convention, except for, where applicable, the revaluation to fair value of certain classes of assets and liabilities as described in the accounting policies.

Critical accounting estimates

The preparation of the financial statements requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the group's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in the Section 4.

Principles of consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiaries of Vitrafy Life Sciences Limited (**company** or **parent entity**) and the results of all subsidiaries.

All inter-company balances and transactions, including any unrealised profits or losses, have been eliminated on consolidation. Subsidiaries are consolidated from the date on which control is obtained by the group and are derecognised from the date that control ceases.

New or amended Accounting Standards and Interpretations adopted

The group has adopted all the new or amended Accounting Standards and Interpretations issued by the AASB that are mandatory for the current reporting period.

Any new or amended Accounting Standards or Interpretations that are not yet mandatory have not been adopted early.

Comparative information

Where necessary, comparative information has been reclassified and repositioned for consistency with current year disclosures.

Going concern

The financial report has been prepared on a going-concern basis, which contemplates continuity of normal business activities and the realisation of assets and the settlement of liabilities in the ordinary course of business.

Foreign currency translation

The financial statements are presented in Australian dollars, which is the group's functional and presentation currency.

Foreign currency transactions and balances

Foreign currency transactions are translated into Australian dollars, using the exchange rates prevailing at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at financial year-end exchange rates of monetary assets and liabilities denominated in foreign currencies, are recognised in profit or loss.

Classification of financial assets

Financial assets recognised by the group are subsequently measured in their entirety at either amortised cost or fair value, subject to their classification and whether the group irrevocably designates the financial asset on initial recognition at fair value through other comprehensive income (**FVtOCI**) in accordance with the relevant criteria in AASB 9 *Financial Instruments*.

Financial assets not irrevocably designated on initial recognition at FVtOCI are classified as subsequently measured at amortised cost, FVtOCI or fair value through profit or loss (**FVtPL**) on the basis of both:

(a) the group's business model for managing the financial assets; and

(b) the contractual cash flow characteristics of the financial asset.

Classification of financial liabilities

Financial liabilities classified as held-for-trading, contingent consideration payable by the group for the acquisition of a business, and financial liabilities designated at FVtPL, are subsequently measured at fair value.

All other financial liabilities recognised by the group are subsequently measured at amortised cost.

Trade and other receivables

Trade and other receivables arise from the group's transactions with its customers and are normally settled within 30 to 90 days, dependent on the payment terms offered to the group's customers.

Consistent with both the group's business model for managing the financial assets and the contractual cash-flow characteristics of the assets, trade and other receivables are subsequently measured at amortised cost.

Revenue recognition

The group recognises revenue as follows:

Revenue from contracts with customers

Revenue is recognised at an amount that reflects the consideration to which the group is expected to be entitled in exchange for transferring goods or services to a customer. For each contract with a customer, the group:

(a) Identifies the contract with a customer;

(b) Identifies the performance obligations in the contract;

(c) Determines the transaction price, which takes into account estimates of variable consideration and the time value of money. Allocates the transaction price to the separate performance obligations on the basis of the relative standalone selling price of each distinct good or service to be delivered; and

(d) Recognises revenue when or as each performance obligation is satisfied in a manner that depicts the transfer to the customer of the goods or services promised.

Variable consideration within the transaction price, if any, reflects concessions provided to the customer such as discounts, rebates and refunds, any potential bonuses receivable from the customer and any other contingent events. Such estimates are determined using either the 'expected value' or 'most likely amount' method. The measurement of variable consideration is subject to a constraining principle whereby revenue will only be recognised to the extent that it is highly probable that a significant reversal in the amount of cumulative revenue recognised will not occur. The measurement constraint continues until the uncertainty associated with the variable consideration is subsequently resolved. Amounts received that are subject to the constraining principle are recognised as a refund liability.

Interest revenue

Interest revenue is recognised when it is received or when the right to receive payment is established.

Government grants

Government grants consist of research and development tax incentives. The company's research and development (**R&D**) activities are eligible under the Australian government's R&D tax incentive for eligible expenditure. Management has assessed these activities and expenditure to determine which are likely to be eligible under the incentive scheme. These are recognised at fair value where there is reasonable assurance that the grant will be received and all grant conditions are met.

Income tax

The tax expense recognised in the statement of profit or loss and other comprehensive income comprises current income tax expense plus deferred tax expense.

Current tax is the amount of income taxes payable (recoverable) in respect of the taxable profit (loss) for the year and is measured at the amount expected to be paid to (recovered from) the taxation authorities, using the tax rates and laws that have been enacted or substantively enacted by the end of the reporting period. Current tax liabilities (assets) are measured at the amounts expected to be paid to (recovered from) the relevant taxation authority.

The income tax expense or benefit is adjusted by the changes in deferred tax assets and liabilities attributable to temporary differences, unused tax losses and the adjustment recognised for prior periods, where applicable.

Deferred tax is not provided for the following:

- The initial recognition of an asset or liability in a transaction that is not a business combination and at the time of the transaction affects neither accounting profit nor taxable profit (tax loss);
- Taxable temporary differences arising on the initial recognition of goodwill; and
- Temporary differences related to investment in subsidiaries, associates and jointly controlled entities to the extent that the company is able to control the timing of the reversal of the temporary differences and it is probable that they will not reverse in the foreseeable future.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

The carrying amount of recognised and unrecognised deferred tax assets are reviewed at each reporting date. Deferred tax assets recognised are reduced to the extent that it is no longer probable that future taxable profits will be available for the carrying amount to be recovered. Previously unrecognised deferred tax assets are recognised to the extent that it is probable that there are future taxable profits available to recover the asset.

Deferred tax assets and liabilities are offset only where there is a legally enforceable right to offset current tax assets against current tax liabilities and deferred tax assets against deferred tax liabilities, and they relate to the same taxable authority on either the same taxable entity or different taxable entities that intend to settle simultaneously.

Current and deferred tax is recognised as income or an expense and included in profit or loss for the period, except where the tax arises from a transaction that is recognised in other comprehensive income or equity, in which case the tax is recognised in other comprehensive income or equity respectively.

Current and non-current classification

Assets and liabilities are presented in the statement of financial position based on current and non-current classification.

An asset is classified as current when: it is either expected to be realised or intended to be sold or consumed in the company's normal operating cycle; it is held primarily for the purpose of trading; it is expected to be realised within 12 months after the reporting period; or the asset is cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least 12 months after the reporting period. All other assets are classified as non-current.

A liability is classified as current when: it is either expected to be settled in the company's normal operating cycle; it is held primarily for the purpose of trading; it is due to be settled within 12 months after the reporting period; or there is no unconditional right to defer the settlement of the liability for at least 12 months after the reporting period. All other liabilities are classified as non-current.

Deferred tax assets and liabilities are always classified as non-current.

Property, plant and equipment

Plant and equipment is stated at historical cost less accumulated depreciation and impairment. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Property, plant and equipment is depreciated on a reducing balance basis over an asset's useful life to the company, commencing when the asset is ready for use.

Depreciation is calculated on a reducing balance basis to write off the net cost of each item of property, plant and equipment (excluding land) over their expected useful lives as follows:

Plant and equipment	3–7 years
Furniture, fixtures and fittings	3–10 years

An item of property, plant and equipment is derecognised upon disposal or when there is no future economic benefit to the company. Gains and losses between the carrying amount and the disposal proceeds are taken to profit or loss.

Leases

(a) Right-of-use assets

At the lease commencement, the company recognises a right-of-use asset and associated lease liability for the lease term. The lease term includes extension periods where the company believes it is reasonably certain that the option will be exercised.

The right-of-use asset is measured using the cost model where cost on initial recognition comprises of the lease liability, adjusted for any initial direct costs, prepaid lease payments, estimated cost of removal and restoration less any lease incentives received.

Right-of-use assets are depreciated on a straight-line basis over the unexpired period of the lease or the estimated useful life of the asset, whichever is the shorter. Where the company expects to obtain ownership of the leased asset at the end of the lease term, the depreciation is over its estimated useful life. Right-of-use assets are subject to impairment or adjusted for any remeasurement of lease liabilities.

The company has elected not to recognise a right-of-use asset and corresponding lease liability for short-term leases with terms of 12 months or less and leases of low-value assets. Lease payments on these assets are expensed to profit or loss as incurred.

(b) Lease liabilities

A lease liability is recognised at the commencement date of a lease. The lease liability is initially recognised at the present value of the lease payments to be made over the term of the lease, discounted using the interest rate implicit in the lease. Lease payments comprise fixed payments and variable lease payments that depend on an index or a rate.

Subsequent to initial recognition, the lease liability is measured at amortised cost. The lease liability is remeasured whether there is a lease modification, change in estimate of the lease term or index upon which the lease payments are based (eg CPI) or a change in the company's assessment of lease term.

Where the lease liability is remeasured, an adjustment is made to the corresponding right-of-use asset, or to profit or loss if the carrying amount of the right-of-use asset is fully written down.

Research and development expenditure

Expenditure on research activities is recognised as an expense when incurred. Other development expenditure, which does not meet the recognition requirements disclosed above, is recognised as an expense when incurred.

Impairment of non-financial assets

Non-financial assets are reviewed for impairment annually or whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount.

Recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. Value in use is the present value of the estimated future cash flows relating to the asset, using a pre-tax discount rate specific to the asset or cash-generating unit to which the asset belongs. Assets that do not have independent cash flows are grouped together to form a cash-generating unit.

Impairment losses in respect of individual assets are recognised immediately in profit or loss unless the asset is measured at a revalued amount, in which case the impairment loss is treated as a revaluation decrease and is recognised in other comprehensive income to the extent that it does not exceed the amount in the revaluation surplus for the same asset.

A reversal of an impairment loss for an asset measured at cost is recognised in profit or loss. A reversal of an impairment loss for an asset measure at a revalued amount is treated as a revaluation increase and is recognised in other comprehensive income, except to the extent that an impairment loss on the same asset was previously recognised in profit or loss, in which case a reversal of that impairment loss is also recognised in profit or loss.

Finance costs

Loans and borrowings are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method.

Finance cost include interest expense calculated using the effective interest method and finance charges in respect of lease arrangement.

Financial liabilities

(a) Derivative financial instruments

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. Derivatives are classified as current or non-current depending on the expected period of realisation.

(b) Convertible Notes

Convertible Notes are initially recognised at the fair value of the consideration received, net of transaction costs. They are subsequently measured at amortised cost using the effective interest method. The component of the Convertible Notes that exhibits characteristics of a liability is recognised as a liability in the statement of financial position, net of transaction costs.

On the issue of Convertible Notes, the note is bifurcated into a financial liability and a conversion option. The conversion option is an embedded derivative, as it does not meet the fixed-for-fixed criteria. The conversion option is initially recognised at fair value. Subsequent to initial recognition, the embedded derivative is measured at fair value at each reporting date through profit and loss. The difference between the consideration received and initially the fair value of the embedded derivative is recognised as the Convertible Note. Subsequent to initial recognition, the Convertible Note is accounted for at amortised cost.

(c) Fair value measurement

When an asset or liability, financial or non-financial, is measured at fair value for recognition or disclosure purposes, the fair value is based on the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, and assumes that the transaction will take place either: in the principal market; or in the absence of a principal market, in the most advantageous market.

Fair value is measured using the assumptions that market participants would use when pricing the asset or liability, assuming they act in their economic best interests. For non-financial assets, the fair value measurement is based on the highest and best use. Valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value are used, maximising the use of relevant observable inputs and minimising the use of unobservable inputs.

Assets and liabilities measured at fair value are classified into three levels, using a fair-value hierarchy that reflects the significance of the inputs used in making the measurements. Classifications are reviewed at each reporting date and transfers between levels are determined based on a reassessment of the lowest level of input that is significant to the fair-value measurement.

For recurring and non-recurring fair value measurements, external valuers may be used when internal expertise is either not available or when the valuation is deemed to be significant. External valuers are selected based on market knowledge and reputation. Where there is a significant change in fair value of an asset or liability from one period to another, an analysis is undertaken, which includes a verification of the major inputs applied in the latest valuation and a comparison, where applicable, with external sources of data.

(d) Valuation of embedded derivatives on Convertible Notes

The company entered into an agreement with sophisticated investors for the issue of Convertible Notes. The fair value of the embedded derivative was determined in line with AASB 9. The company has applied the Monte Carlo simulation, using assumed inputs. The Monte Carlo model simulates plausible future share price paths assuming that the share price evolves according to the geometric Brownian motion model. The Monte Carlo simulation is a flexible approach that accommodates the conversion conditions and the maturity conditions directly into the valuation approach. The average conversion discount represents the fair value of the embedded derivative.

Employee benefits

(a) Short-term employee benefits

Provision is made for the company's liability for employee benefits arising from services rendered by employees to the end of the reporting period. Employee benefits that are expected to be wholly settled within one year have been measured at the amounts expected to be paid when the liability is settled.

Employee benefits expected to be settled more than one year after the end of the reporting period have been measured at the present value of the estimated future cash outflows to be made for those benefits. In determining the liability, consideration is given to employee wage increases and the probability that the employee may satisfy vesting requirements. Cash flows are discounted using market yields on high-quality corporate bond rates incorporating bonds rated AAA or AA by credit agencies, with terms to maturity that match the expected timing of cash flows. Changes in the measurement of the lease liability are recognised in profit or loss.

(b) Defined contribution superannuation expense

Contributions to defined contribution superannuation plans are expensed in the period in which they are incurred.

(c) Share-based payments

Equity-based compensation benefits are provided to employees via the 'employee share option plan' (**ESOP**). Equity-settled transactions are awards of shares, or options over shares, which are provided to employees in exchange for the rendering of services.

The cost of equity-settled transactions is measured at fair value on grant date. Fair value is independently determined using either the binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the company receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions is recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

Market conditions are taken into consideration in determining fair value. Therefore, any awards subject to market conditions are considered to vest irrespective of whether that market condition has been met, provided all other conditions are satisfied.

If equity-settled awards are modified, as a minimum, an expense is recognised as if the modification has not been made. An additional expense is recognised over the remaining vesting period for any modification that increases the total fair value of the share-based compensation benefit, as at the date of modification.

If the non-vesting condition is within the control of the company or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the company or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If an equity-settled award is cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, both the cancelled award and the new award are treated as if they were a modification.

Issued capital

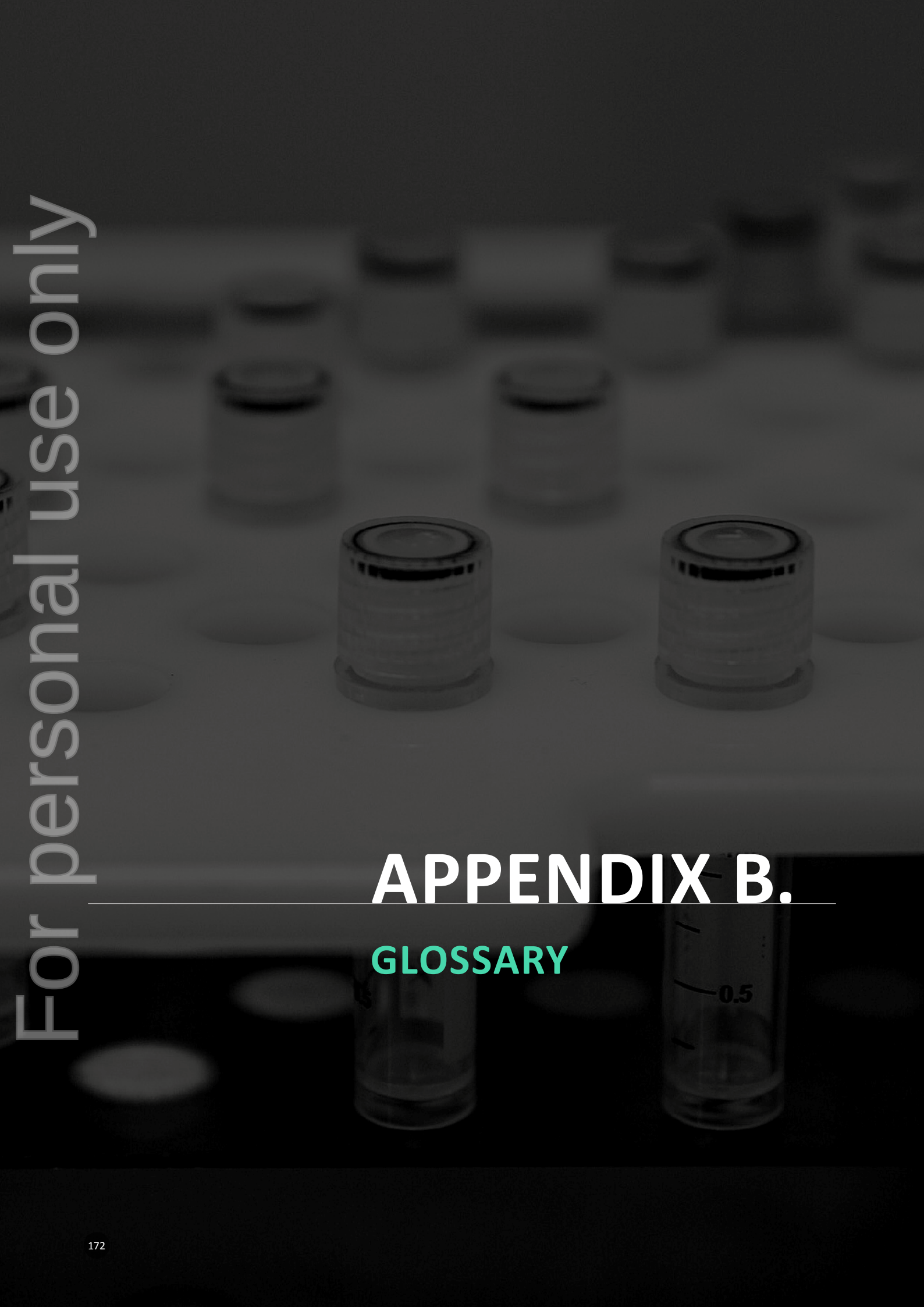
Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares and share options that vest immediately, are recognised as a deduction from equity, net of any tax effects.

Goods and services tax

Revenue, expenses and assets are recognised net of the amount of goods and services tax (**GST**), except where the amount of GST incurred is not recoverable from the ATO. In this case it is recognised as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of GST. The net amount of GST recoverable from, or payable to, the tax authority is included in other receivables or other payables in the statement of financial position.

Cash flows in the statement of cash flows are included on a gross basis. The GST component of cash flows arising from investing and financing activities, which is recoverable from, or payable to, the taxation authority, is classified as an operating cash flow.



APPENDIX B.

GLOSSARY

APPENDIX B. GLOSSARY

Term	Meaning
2022 Options	has the meaning given in Section 6.7.2.1.
2025 Options	has the meaning given in Section 6.7.2.2.
AAS or **Australian Accounting Standards**	Australian Accounting Standards and other authoritative pronouncements issued by the AASB.
AASB	Australian Accounting Standards Board.
Allotment Date	the date specified in the Important Dates on page 4 of this Prospectus.
Appendix	an appendix to this Prospectus.
Applicant	a person who submits an Application.
Application	an application made to subscribe for Shares offered under this Prospectus.
Application Form	an application form attached to or accompanying this Prospectus (including the electronic form provided by an online application facility).
Application Monies	the amount of money submitted or made available by an Applicant in connection with an Application.
ARCL	Australian Red Cross Lifeblood.
ASIC	Australian Securities and Investments Commission.
ASIC Act	*Australian Securities and Investments Commission Act 2001* (Cth).
ASX	ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange that it operates, as the context requires.
ASX Listing Rules or **Listing Rules**	listing rules of ASX as amended, modified or waived from time to time.
ASX Recommendations	the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (Fourth Edition).
ASX Settlement	ASX Settlement Pty Limited ABN 49 008 504 532.
ASX Settlement Operating Rules	the settlement operating rules of ASX Settlement.
ATO	Australian Taxation Office.
A$	the Australian dollar, being the lawful currency of Australia.
BioBridge	BioBridge Global.
Board or **Board of Directors**	the board of directors of the Company.

Term	Meaning
Broker	any ASX participating organisation selected by the Joint Lead Managers and the Company to act as a Broker to the Offer.
Broker Firm Application Form	an Application Form attached to or accompanying this Prospectus (including any electronic form provided by an online application facility) in respect of the Broker Firm Offer.
Broker Firm Offer	the offer of Shares under this Prospectus to Australian resident retail clients of Brokers who have received an application to participate from their Broker provided that such clients are not in the United States as described in Section 7.4.
Business Day	a day on which ASX is open for trading securities, and banks are open for general banking business in Melbourne.
CAGR	compound annual growth rate.
CAR	chimeric antigen receptor.
CAR T-cell therapy	CAR T-cell therapy treats some types of blood cancer. Scientists create the treatment by adding a lab-made gene to your cancer-fighting T-cells. The change helps T-cells detect and kill cancerous cells.
CDMO	Contract Development and Manufacturing Organisations.
CEO	Chief Executive Officer.
CFO	Chief Financial Officer.
CGT	cell and gene therapy.
CHESS	Clearing House Electronic Subregister System operated in accordance with the Corporations Act.
Closing Date	the date on which the Offer is expected to close, being 15 November 2024.
Co-Lead Manager	Morgans Financial Limited (ABN 49 010 669 726).
Company or **Vitrafy**	Vitrafy Life Sciences Limited (ABN 622 720 254).
Completion	the date on which Shares are issued to Successful Applicants in accordance with the terms of the Offer.
Constitution	the constitution of the Company.
Convertible Notes	the convertible notes issued by the Company, as described in Section 10.4.
Corporations Act	*Corporations Act 2001* (Cth).
CRADA	has the meaning given in Section 3.7.5.
CSL	CSL Innovation Pty Ltd.
Director	a member of the Board.
EBIT	earnings before interest and tax.

Appendix B. Glossary continued

Term	Meaning
EBITA	earnings before interest, tax, depreciation and amortisation.
EDQM	European Directorate for the Quality of Medicines and HealthCare.
Equity Incentive Plan	has the meaning given in Section 6.7.1.
Escrow Arrangements	the escrow arrangements set out in section 10.7
Escrowed Shares	the Shares held by the Existing Shareholders at Completion of the Offer (other than Shares acquired in the Offer) which are subject to the Escrow Arrangements.
Existing Shareholder(s)	those Shareholders who hold Existing Shares immediately prior to Completion, including as a result of the conversion of Convertible Notes.
Existing Share(s)	Shares on issue at Completion of the Offer other than the Shares offered under this Prospectus.
Expiry Date	13 months after the date of the Original Prospectus.
Exposure Period	the seven-day period commencing after lodgement of the Original Prospectus with ASIC.
FATA	*Foreign Acquisitions and Takeovers Act 1975* (Cth).
FDA	U.S. Food and Drug Administration.
Financial Information	the Historical Financial Information described in Section 4.
FVtOCI	fair value through other comprehensive income.
FVtPL	fair value through profit or loss.
FY22	the financial year ended 30 June 2022.
FY23	the financial year ended 30 June 2023.
FY24	the financial year ended 30 June 2024.
GMP	Good Manufacturing Practice.
Group	the Company and the Company's subsidiaries.
GST	goods and services tax imposed in Australia.
Historical Financial Information	the Statutory Historical Financial Information together with the Pro Forma Historical Information.
HIN	Holder Identification Number.
Huon	Huon Aquaculture Company Pty Ltd (ACN 067 386 109).
IASB	International Accounting Standards Board.

Term	Meaning
IFRS	International Financial Reporting Standards.
Institutional Investor	an investor who is a person: ▪ in Australia who is either a 'sophisticated investor' or a 'professional investor' under sections 708(8) and 708(11) of the Corporations Act; ▪ in certain other jurisdictions who is an Institutional Investor, as agreed between the Company and the Joint Lead Managers, to whom offers of Shares may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing, registration or qualification with, or approval by, any government agency (except one with which the Company is willing, in its absolute discretion, to comply), provided that in each case such investors are not in the United States.
Institutional Offer	the invitation to Institutional Investors to acquire Shares under this Prospectus, as described in Section 7.
Intellectual Property Report	the intellectual property report prepared by Davies Collison and Cave and set out in Section 9.
Investigating Accountant	Grant Thornton Corporate Finance Pty Limited.
Investigating Accountant's Report	the investigating accountant's report and financial services guide prepared by the Investigating Accountant and set out in Section 8.
IPO	initial public offering.
Joint Lead Managers or **JLMs**	Bell Potter Securities Limited and Ord Minnett Limited.
Legacy Employee Option Plan	has the meaning given in Section 6.7.2.
Listing	admission of the Company to the Official List and quotation of the Shares.
Management	management team of the Company.
MOU	has the meaning given in Section 10.10.
NPAT	net profit after tax.
Offer	the offer of Shares under this Prospectus.
Offer Period	the period from 7 November to 15 November.
Offer Price	$1.84
Official List	the official list of entities that ASX has admitted to and not removed from listing.
Options	has the meaning given in Section 6.7.2.
Original Prospectus	the prospectus dated 30 October 2024, which is replaced by this Prospectus.

Term	Meaning
Plan Rules	has the meaning given in Section 6.7.1.
Priority Offer	the Offer of Shares under this Prospectus to select investors nominated by the Company who receive a Priority Offer Letter to apply for Shares in the offer as described in Section 7.5.
Pro Forma Historical Balance Sheet	the pro forma historical balance sheet as at 30 June 2024.
Prospectus	this document (including the electronic form of this document) which is a replacement prospectus that replaces the Original Prospectus.
Prospectus Date	the date of this Prospectus being 6 November 2024.
R&D	research and development.
Regulation S	Regulation S under the US Securities Act.
Related Body Corporate	has the meaning given in the Corporations Act.
Settlement	Settlement in respect of the Shares the subject of the Offer, occurring as described in the Underwriting Agreement.
Share	a fully paid ordinary Share in the Company.
Share Registry	Xcend Pty Ltd.
Shareholder	a holder of Shares.
Shareholding	a holding of Shares.
Smart Freezing Device	has the meaning given in Section 3.4.1.2.
Smart Thawing Device	has the meaning given in Section 3.4.1.3.
SRN	Securityholder Reference Number.
SSI	Select Sires, Inc.
Statutory Historical Financial Information	the statutory historical financial information for FY22, FY 23 and FY24 described in Section 4.
Successful Applicant	a person who submits an Application to subscribe for Shares offered under this Prospectus and receives an allocation of Shares.
Third Party	has the meaning given in Section 10.10.
USAISR	US Army Institute of Surgical Research.

Term	Meaning
Underwriting Agreement	the underwriting agreement dated 30 October 2024 between the Company and the Joint Lead Managers.
United States or **US**	the United States of America.
US$	United States dollars.
US Person	has the meaning given to it in Rule 902(k) under Regulation S.
US Securities Act	United States Securities Act of 1933, as amended.
Vitrafy's Cryopreservation Technology	has the meaning given in Section 2.1.

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APPENDIX C.

APPLICATION FORM

Application Form

Hi-res PDF to be supplied.

(4 pages have been allocated for an Application Form and a duplicate form. This is because the stock used differs from the main Prospectus, and must be a 4-page section for binding purposes.)

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CORPORATE DIRECTORY

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Australia

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Herbert Smith Freehills

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Australia

Telephone: +61 3 9288 1234
www.herbertsmithfreehills.com

Joint Lead Managers

Bell Potter Securities Limited

Level 29, 101 Collins Street
Melbourne VIC 3000
Australia

Telephone: 1300 023 557
www.bellpotter.com.au

Ord Minnett Limited

Level 18, Grosvenor Place
225 George Street
Sydney NSW 2000
Australia

Telephone: 1800 221 697
www.ords.com.au

Co-Lead Manager

Morgans Financial Limited

Level 25, 367 Collins Street
Melbourne VIC 3000
Australia

Telephone: +61 3 9947 4111
www.morgans.com.au

Share Registry/IPO Offer Information Line

Between 8.30am and 5.00pm (AEDT),
Monday to Friday (excluding national public holidays)

Within Australia 02 7208 8033
Outside Australia +61 2 7208 8033

Offer website https://vitrafy.com/investors

Investigating Accountant

Grant Thornton Australia Limited

Level 5, 727 Collins Street
Melbourne VIC 3000
Australia

Telephone: +61 3 8320 2222
Website: www.grantthornton.com.au

Share Registry

Xcend Pty Ltd

Level 1, 139 Macquarie Street
Sydney NSW 2000
Australia

Telephone: + 61 2 7208 8033
Website: www.xcend.co

Proposed Stock Exchange Listing

Australian Securities Exchange (ASX)

Proposed ASX Code:VFY

Website

https://vitrafy.com

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