

Corum Group Limited

ACN 000 091 305

Entitlement Offer Booklet

In relation to

A pro-rata non-renounceable entitlement offer of 1 New Share for every 3 Shares held at an issue price of A\$0.042 per New Share to raise approximately A\$5.6 million (before offer costs).

The Entitlement Offer closes at 5.00pm (Sydney time) on Friday, 18 September 2020.

An investment in the Company should be considered speculative.

This Entitlement Offer Booklet is important and should be read in its entirety. If you do not understand any part of this document or are in doubt as to what you should do, you should contact your professional adviser immediately. This document is provided for information purposes and is not a prospectus or other disclosure document under the Corporations Act.

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IMPORTANT INFORMATION

This document is dated Tuesday, 1 September 2020. This Entitlement Offer is being made without a prospectus in accordance with section 708AA of the Corporations Act to shareholders with a registered address in a Permitted Jurisdiction recorded in the register of members at 5pm (Sydney time) on Friday, 4 September 2020 (**Record Date**).

This document is not a prospectus under Australian law or under any other law. Accordingly, this document does not contain all of the information which a prospective investor may require to make an investment decision, and it does not contain all of the information which would otherwise be required by Australian law or any other law to be disclosed in a prospectus.

This booklet may contain forward-looking statements, opinions and estimates. Forward-looking statements are not guarantees or predictions of future performance, and involve known and unknown risks, uncertainties and other factors, many of which are beyond our control, and which may cause actual results to differ materially from those expressed in the statements contained in this letter and the attached materials. You should not place undue reliance on these forward-looking statements. These forward-looking statements are based on information available to the Company as of the date of this letter. Except as required by law or regulation (including the ASX Listing Rules), the Company undertakes no obligation to update these forward-looking statements.

Before making any decision to invest, Eligible Shareholders must make their own investigations and analysis regarding the Company, its business, financial performance, assets, liabilities and prospects, rely on their own inquiries and judgements in light of their own personal circumstances (including financial and taxation issues) and seek appropriate professional advice.

This booklet does not constitute an offer to sell, or the solicitation of an offer to buy, any securities in the United States or to, or for the account or benefit of, any 'US person' (as defined in Regulation S under the US Securities Act of 1933, as amended (US Person)). Shares may not be offered or sold in the United States or to, or for the account or benefit of, any US Person absent registration or an exemption from registration. This booklet has been prepared for publication only in a Permitted Jurisdiction and may not be released elsewhere.

Capitalised terms have the meaning given to them in section 5.

MESSAGE FROM THE CHAIRMAN

(Released to the ASX on Tuesday, 1 September 2020)

Dear fellow Shareholder,

On behalf of the Board of Corum Group Limited (**Corum** or the **Company**) we invite you to participate in the Company's partially underwritten non-renounceable, pro-rata entitlement offer of 1 New Share for every 3 Shares held at the Record Date, at an Issue Price of A\$0.042 per New Share (**Entitlement Offer**) to raise a total of A\$5.6 million (before offer costs).

The Entitlement Offer is available to all registered Shareholders at 5pm (Sydney Time) on Friday, 4 September 2020 (**Record Date**) with a registered address on the Company's share register in Australia or New Zealand (**Eligible Shareholder**). The proceeds of the Entitlement Offer will be used by the Company to partially fund the recently announced acquisition of the remaining equity and units in PharmX Pty Ltd and the PharmX unit trust (**PharmX**) not already owned by the Company and to provide additional working capital.

The Entitlement Offer is partially underwritten to subscriptions of A\$3.0 million. For further information regarding the Underwriting Agreement, please refer to section 1.12. As the Entitlement Offer is only partially underwritten, it is possible that New Shares will remain unsubscribed following completion.

The Directors and their related entities will be fully subscribing to their respective entitlements and unanimously recommend the Entitlement Offer to all Eligible Shareholders.

The Board believes that there is significant potential for the Corum Group to grow within the Australian pharmacy market. We have created a suite of software solutions that cater for both the immediate and future needs of all community pharmacies. Our core dispensing and point of sale systems continue to be the cornerstone of our business, and our enterprise solutions enable us to meet the increasingly complex requirements of franchise and banner groups.

We are delighted to be acquiring the remaining shares in PharmX that we did not previously own. PharmX will continue to operate independently within the Corum Group, delivering excellent service to its stakeholders but with a renewed strategic focus.

The Board urges you to read this Entitlement Offer Booklet and the Investor Presentation carefully before making a decision with respect to your participation in the Entitlement Offer. You should consult your stockbroker, accountant or other professional adviser for advice in relation to the Entitlement Offer.

The Corum Board fully supports the Entitlement Offer, and your Directors have each agreed to participate in the rights issue to the full extent of their entitlement under the Entitlement Offer.

On behalf of the Directors, we invite you to consider this opportunity and thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read 'N. England', with a large, sweeping flourish extending to the right.

Nick England
Non-Executive
Chairman

KEY FEATURES OF THE ENTITLEMENT OFFER

Summary of Offer

Issue Price	A\$0.042 per New Share
Discount	13% to the 15 day VWAP of Shares traded on the ASX up to, and including, 28 August 2020 16% to the last price at which shares traded on 28 August 2020
Entitlement	1 New Share for every 3 Shares held on the Record Date of 5pm (Sydney time) on Friday, 4 September 2020
Underwritten Amount	Up to the value of A\$3.0 million, or 71,428,571 New Shares
Shares currently on issue	402,567,592
Maximum number of New Shares that can be issued under the Entitlement Offer	134,189,197 New Shares
Approximate number of Shares that will be on issue following the Entitlement Offer	536,756,789 Shares
Amount to be raised if the Entitlement Offer is fully subscribed (before offer costs)	Approximately A\$5.6 million (before offer costs)

Key dates

Record Date to determine Entitlements	5pm (Sydney time) Friday, 4 September 2020
This booklet and Entitlement and Acceptance Forms despatched	Wednesday, 9 September 2020
Opening date of the Entitlement Offer	Wednesday, 9 September 2020
Closing Date — last date for lodgement of Entitlement and Acceptance Forms and payment of Application Money	5pm (Sydney time) Friday, 18 September 2020
Trading of New Shares expected to commence on a deferred settlement basis	Monday, 21 September 2020
Issue of New Shares	Friday, 25 September 2020
Holding statements for New Shares expected to be despatched	Tuesday, 29 September 2020
Normal trading of New Shares expected to commence on the ASX	Tuesday, 29 September 2020

Eligible Shareholders that wish to participate in the Entitlement Offer are encouraged to subscribe for New Shares as soon as possible after the Entitlement Offer opens. The Company reserves the right, subject to the Corporations Act, the Listing Rules and other applicable laws, to vary the dates of the Entitlement Offer (including extending the Entitlement Offer or accepting late applications) without notice.

1 Details of the Entitlement Offer

1.1 The Entitlement Offer

Eligible Shareholders are invited to participate in a pro-rata, non-renounceable Entitlement Offer to raise up to approximately A\$5.6 million (before offer costs). The Entitlement Offer will be conducted on the basis of 1 New Share for every 3 Shares held on the Record Date, at an Issue Price of A\$0.042 per New Share, which is payable in full on application. Fractional entitlements will be rounded up to the nearest whole number.

The Issue Price represents a discount of approximately:

- (a) 13% to the 15 day VWAP of Shares traded on the ASX up to and including 28 August 2020; and
- (b) 16% to the last price at which shares traded on 28 August 2020.

Eligible Shareholders who elect to not participate in the Entitlement Offer will have their interest in the Company diluted because of the issue of New Shares under the Entitlement Offer.

1.2 Purpose of the Entitlement Offer

The Entitlement Offer will raise up to approximately A\$5.6 million (before offer costs), which will be applied towards funding the Company's business plan and objectives. The net proceeds of the Entitlement Offer will be applied to partially fund the recently announced acquisition of the remaining equity and units in PharmX Pty Ltd and the PharmX unit trust (**PharmX**) not already owned by the Company and to provide additional working capital:

Use of funds (\$m)	If Entitlement Offer raises A\$5.6 million	If Entitlement Offer is 75% subscribed	Offer raises up to Underwritten Shares
Funds received from Entitlement Offer	5.6	4.2	3.0
Entitlement Offer costs	(0.2)	(0.2)	(0.2)
Total available to fund PharmX acquisition and working capital	5.4	4.0	2.8

This table is illustrative only of the Company's present intention regarding use of funds. The precise activities that will be undertaken and the allocation of total funds raised may change without notice depending on market conditions and circumstances generally from time to time. There is no guarantee that funds raised will be applied precisely in the manner set out above or in the amounts described.

1.3 Eligible Shareholders

This booklet contains an offer of New Shares to Eligible Shareholders. Eligible Shareholders are those holders of Shares who:

- (a) are registered as a holder of Shares on the Record Date;
- (b) have a registered address in a Permitted Jurisdiction;

- (c) are not in the United States, are not a US Person and are not acting for the account or benefit of a person in the United States or a US Person; and
- (d) are eligible under all applicable securities laws to receive an offer under the Entitlement Offer.

Entitlements in respect of New Shares will be rounded up to the nearest whole number, and holdings on different registers or sub-registers will not be aggregated to calculate entitlements. The Entitlement Offer is non-renounceable and entitlements cannot be traded on the ASX.

The Entitlements of Eligible Shareholders who also hold options to subscribe for Shares will be calculated on the basis of the number of Shares they hold on the Record Date, disregarding any options which have not been exercised before that time.

Shareholders that are not Eligible Shareholders are **Ineligible Shareholders**.

1.4 **Underwritten Shares and Placement of Shortfall Shares**

Any New Shares offered under the Entitlement Offer that are not applied for and that are Shares in excess of the Underwritten Shares will form the Shortfall Shares.

As the Entitlement Offer is partially underwritten to subscriptions of A\$3.0 million, the Underwriter (or sub-underwriters) will subscribe for the Underwritten Shares. For any New Share that remain unsubscribed following the Closing Date and that are in excess of the Underwritten Shares, the Underwriter has agreed to place those Shortfall Shares to Eligible Investors on a best endeavours basis. The Board reserves the right to place any Shortfall Shares at their discretion within three months after the Closing Date.

1.5 **Ranking of New Shares**

New Shares (including those issued as part of the Underwritten Shares and Shortfall Shares) issued under the Entitlement Offer will rank equally with existing Shares.

1.6 **Withdrawal of Entitlement Offer**

The Board reserves the right to withdraw all or part of the Entitlement Offer at any time before the issue of New Shares, in which case the Company will refund Application Money without payment of interest.

1.7 **No effect on control of the Company**

The issue of the New Shares under the Entitlement Offer is not expected to have any effect on the Control of the Company.

1.8 **No cooling off rights**

Cooling off rights do not apply to an investment in New Shares. You cannot withdraw your application or payment once it has been accepted, except as allowed by law.

1.9 **No Entitlements trading**

Entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlement in full will not receive any value in respect of those Entitlements that they do not take up.

1.10 Minimum subscription

There is no minimum subscription for the Entitlement Offer.

1.11 Directors' entitlements

Two Directors have either a direct and/or indirect interest in Shares. Set out below is a table summarising each Director's and their associates' entitlement under the Entitlement Offer and how they intend to treat their entitlement.

Director	Shares currently held	Entitlement under Entitlement Offer	Intentions
Nick England	20,065,000	6,688,333	Fully subscribe
Jon Newbery	1,004,947	334,982	Fully subscribe
Julian Sallabank	Nil	Nil	Nil

1.12 Underwriting

The Entitlement Offer is partially underwritten by PAC Partners up to the value of A\$3.0 million. A summary of the underwriting agreement is included below.

(a) (Fees, costs and expenses)

Subject to the terms of the Underwriting Agreement, on Completion, the Company has agreed to pay the Underwriter a fee comprising of:

- (i) management fees of 1.0% (plus GST) of the gross proceeds of the funds to be raised under the Entitlement Offer; and
- (ii) underwriting fees of 4.0% (plus GST if applicable) of the Underwritten Amount, which will also be payable on the placement of any Shortfall Shares placed by the Underwriter above the Underwritten Amount, in the event of a shortfall under the Entitlement Offer.

No underwriting fees will be charged or payable on the value of the entitlements to be subscribed for under the Entitlement Offer by any director, director related or associated shareholders totalling approximately A\$874,805.

In addition to the fees described above, the Company has agreed to reimburse the Underwriter for the reasonable costs and expenses incurred by the Underwriter in connection with the Entitlement Offer.

The Underwriter is liable for the payment of any fees, commissions or rebates to sub-underwriters.

(b) (Shortfall)

Subject to certain notices and review requirements performed by the Company, the Underwriters are required to apply for and make payment for any Underwritten Shares under the Entitlement Offer.

(c) (Termination events)

The Underwriter may at any time terminate the Underwriting Agreement without cost or liability, by notice in writing to the Company if any of the

following events occur before 4:00pm on Friday, 25 September 2020, being the date that the Underwriter must apply for any Underwritten Shares:

- (i) **(indices fall)** any of the All Ordinaries Index, the S&P/ASX 200 Index or the S&P/ASX Small Ordinaries Index as published by ASX is at any time after the date of the Underwriting Agreement 10% or more below its respective level as at the close of business on the Business day prior to the date of the Underwriting Agreement;
- (ii) **(offer documents)** the Company does not despatch the Offer Documents to Shareholders by Wednesday, 9 September 2020 or either the Offer Documents or Offer is withdrawn by the Company;
- (iii) **(offer materials)** a statement contained in the Offer Materials is misleading or deceptive (including by omission) or is likely to mislead or deceive, or becomes misleading or deceptive;
- (iv) **(cleansing notice)** the cleansing notice is defective, or a supplementary statement is issued or is required to be issued under the Corporations Act;
- (v) **(new circumstance)** an obligation arises on the Company to give the ASX a notice under the Corporations Act in relation to a matter or new circumstance that the Underwriter reasonably considers to be adverse, such that if known at the time of the issue of the Offer Materials and the cleansing notice, that matter would have been included in the cleansing notice;
- (vi) **(no official quotation)** the official quotation of the New Shares has not been granted by Wednesday, 23 September 2020, or is subsequently withdrawn, withheld or qualified;
- (vii) **(restriction on allotment)** the Company is or becomes unable, for any reason, to allot the New Shares within the period prescribed by the Underwriting Agreement;
- (viii) **(ASIC application)** an application made by AISC for an order under the Corporations Act in connection to the Entitlement Offer;
- (ix) **(takeovers panel)** the Takeovers Panel receives an application or makes a declaration that the affairs of the Company are unacceptable circumstances under the Pt 6.10 of the Corporations Act;
- (x) **(hostilities)** a situation in which there is:
 - (A) an outbreak of hostilities or a material escalation of hostilities after the date of the Underwriting Agreement involving one or more of Australia, New Zealand, the United Kingdom, the United States of America, the People's Republic of China, Israel or any other member of the European Union, or a terrorist act is perpetrated on any of those countries or any diplomatic, military, commercial or political establishment of any of those countries; and
 - (B) the event has or is likely to have a material adverse effect on the Entitlement Offer, the value of the Shares or the willingness of investors to subscribe for the Entitlement Offer or the performance of the secondary trading market of the Shares at

any time during the 30 day period following the date that the New Shares are allotted;

- (xi) **(authorisation)** any authorisation material to anything referred to in the Offer Documents is repealed, revoked or terminated, or expires, or is modified or amended in a manner unacceptable to the Underwriter;
- (xii) **(indictable offence)** a director or senior manager of the Company or its subsidiaries is charged with an indictable offence;
- (xiii) **(cleansing statement)** the Company is unable to issue, at the date of issue of any Underwritten Shares or Shortfall Shares, a notice under s 708A(5)(e) of the Corporations Act;
- (xiv) **(share purchase agreement)** the Share Purchase Agreement is terminated for any reason, or the transaction contemplated by it does not complete;
- (xv) **(termination events)** any of the following events occurs:
 - (A) **(default)** default or breach by the Company of the Underwriting Agreement;
 - (B) **(incorrect or untrue representation)** any representation, warranty or undertaking given by the Company in the Underwriting Agreement becomes untrue or incorrect;
 - (C) **(contravention of the constitution or Act)** the company contravenes any provisions of its constitution, the Corporations Act, the Listing Rules or any other applicable legislation or any policy or requirement of ASIC or the ASX, and the contravention is not capable of being remedied within 3 business days;
 - (D) **(adverse change)** an event occurs which gives rise to a material adverse effect or any adverse change;
 - (E) **(public statements)** the Company makes a public statement in relation to the Entitlement Offer without the approval of the Underwriter;
 - (F) **(misleading information)** any information supplied at any time by the Company or any person on behalf of the Underwriter in respect of the Entitlement Offer or the Issue or the affairs of the Company is or becomes misleading or deceptive or likely to mislead or deceive;
 - (G) **(Official Quotation qualified)** the official quotation is qualified or conditional other than as agreed between the Company and the Underwriter;
 - (H) **(change in Act or policy)** an introduction or public announcement of a proposal into the Parliament of Australia or any of its States or Territories any Act or prospective Act or budget or the Reserve Bank of Australia to introduce or adopt any new, or major change in existing, monetary, taxation, exchange or fiscal policy;
 - (I) **(Prescribed Occurrence)** any of the following events occurs:

- (I) the Company or any of its subsidiaries converting all or any of its shares into a larger or smaller number of shares;
 - (II) the Company or any of its subsidiaries resolving to reduce its share capital in any way;
 - (III) the Company or any of its subsidiaries:
 - entering into a buy back agreement; or
 - resolving to approve the terms of a buy back agreement under section 257C or 257D of the Corporations Act,
 - (IV) the Company or any of its subsidiaries making an issue of, or granting an option to subscribe for, any of its shares, or agreeing to make such an issue or grant such an option, other than an issue or agreement to issue in accordance with the Offer or the terms of this Agreement;
 - (V) the Company or any of its subsidiaries issuing, or agreeing to issue, convertible notes;
 - (VI) the Company or any of its subsidiaries disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
 - (VII) the Company or any of its subsidiaries charging, or agreeing to charge, the whole, or a substantial part, of its business or property;
 - (VIII) the Company or any of its subsidiaries resolving that it be wound up;
 - (IX) the appointment of a liquidator or provisional liquidator to the Company or any of its subsidiaries;
 - (X) the making of an order by a court for the winding up of the Company or any of its subsidiaries;
 - (XI) an administrator of the Company or any of its subsidiaries, being appointed under section 436A, 436B or 436C of the Corporations Act;
 - (XII) the Company or any of its subsidiaries executing a deed of company arrangement; or
 - (XIII) the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of the Company or any of its subsidiaries,
- (J) **(suspension of debt payments)** the Company suspends payment of its debts generally;
- (K) **(event of insolvency)** an event of insolvency occurs with respect to the Company;

- (L) **(judgment against the Company or any of its subsidiaries)** a judgment in an amount exceeding \$25,000 is obtained against the Company and is not set aside or satisfied within 7 days;
- (M) **(litigation)** legal proceedings are commenced or threatened against the Company other than any claims foreshadowed in the Offer Documents;
- (N) **(board and senior management composition)** there is a change in the composition of the Board or a change in the senior management of the Company before Completion without the prior written consent of the Underwriter;
- (O) **(change in shareholdings)** there is a material change in the major or controlling shareholdings of the Company or a takeover offer or scheme of arrangement pursuant to the Corporations Act is publicly announced;
- (P) **(timetable)** there is a delay in any specified date in the timetable for the Entitlement Offer which is greater than 7 Business Days, other than by extension of the closing date;
- (Q) **(force majeure)** a force majeure affecting the Company's business or obligation under the Undertaking Agreement lasting greater than 7 days occurs;
- (R) **(certain resolutions passed)** the Company alters its constitution without the prior written consent of the Underwriter;
- (S) **(capital structure)** the Company alters its capital structure in a manner not contemplated by the Offer Documents;
- (T) **(investigation)** any person is appointed under any legislation in respect of companies to investigate the affairs of the Company; or
- (U) **(market conditions)** a suspension or material limitation in trading on the ASX occurs, or a material adverse change or disruption occurs in the existing financial markets, political or economic conditions of Australia or other international financial markets.

(d) **Conditions precedent**

The Underwriting Agreement contains a number of common conditions precedent that the Company must satisfy, such as:

- (i) the receipt by the Underwriter of a copy of the final, signed due diligence questionnaire prior to the date of the Underwriting Agreement;
- (ii) the Underwriter's satisfaction with the Offer Documents and giving consent to be named in the Offer Documents by the date that this Entitlement Offer Booklet is despatched to Eligible Shareholders;
- (iii) the Underwriter entering into sub-underwriting agreements with sub-underwriters on satisfactory terms for all of the Underwritten Amount;

- (iv) the Company entering into formal binding documentation with Mountaintop Systems Pty Ltd and Daleflag Pty Ltd to acquire the remaining equity in PharmX Pty Ltd and the PharmX unit trust not already owned by the Company;
- (v) the Company lodging the investor presentation, Cleansing Notice and Appendix 3B with the ASX prior to 5:00pm (Sydney time) on Tuesday, 1 September 2020; and
- (vi) the Offer Documents being despatched to shareholders prior to 5:00pm (Sydney time) on Wednesday, 9 September 2020.

(e) **Representations, warranties and undertakings**

The Underwriting Agreement contains certain standard representations, warranties and undertakings given by the Company to the Underwriter.

The representations given by the Company relate to matters such as the conduct of the Company, power and authorisations and information provided by the Company. The Company also provides additional representations and warranties in connection with the business and affairs of the Company, including in relation to historical financial performance, litigation, assets, direct selling efforts and compliance with national and international laws and authorisations.

(f) **Indemnity**

Subject to certain exclusions relating to, among other things, fraud, wilful misconduct or negligence of any indemnified party, the Company agrees to keep the Underwriter indemnified from losses suffered by them in connection with the Offer Documents.

1.13 **Risks**

There are a number of risks associated with the Company's stated business plan and the Entitlement Offer. Some of the specific risks include competition risk, legal risk, customer adoption risk, future capital requirements risk, technology risk, key business process disruption risk and general market conditions risk. These risks are set out in the Investor Presentation in section 3 of this Entitlement Offer Booklet.

1.14 **Opening and Closing Date for applications**

The Entitlement Offer opens for acceptances on Wednesday, 9 September 2020, and all Entitlement and Acceptance Forms and payments of Application Money must be received by no later than 5.00pm (Sydney time) on Friday, 18 September 2020, subject to the Directors being able to change the Closing Date in accordance with the Listing Rules.

1.15 **Allotment of New Shares and ASX quotation**

It is expected that allotment of the New Shares will take place as soon as practicable after the Closing Date. It is expected that the New Shares will be allotted no later than Friday, 25 September 2020. However, if the Closing Date is extended, the date for allotment is likely to also be extended. No allotment of New Shares will be made until permission is granted for their quotation by the ASX.

The Company will have no responsibility and disclaim all liability (to the maximum extent permitted by law) to persons who trade New Shares which they believe will be issued to them before they receive their holding statements, whether on the basis of

confirmation of the allocation provided by the Company or the Company's Share Registry or otherwise, or who otherwise purport to trade New Shares in error or which they do not hold or are not entitled to.

1.16 **Information availability**

Eligible Retail Shareholders can obtain a copy of this Entitlement Offer Booklet from the Corum website at www.corumgroup.com.au or by calling the Share Registry on 1300 850 505 (within Australia) or +61 (03) 9415 4000 (outside Australia) at any time from 8:30am to 5:30pm, Monday to Friday (excluding public holidays) during the Entitlement Offer period. Persons who access the electronic version of this Entitlement Offer Booklet should ensure that they download and read the entire Entitlement Offer Booklet. The electronic version of this Entitlement Offer Booklet will not include an Entitlement and Acceptance Form. A replacement Entitlement and Acceptance Form can be requested by calling the Share Registry.

2 How to participate

2.1 What you may do — choices available

Before taking any action, you should carefully read this Entitlement Offer Booklet and the other publicly available information about the Company on our website (www.corumgroup.com.au) and consider the risk factors set out in the Investor Presentation in section 3.

The number of New Shares to which Eligible Shareholders are entitled is shown on the Entitlement and Acceptance Form. If you are an Eligible Shareholder you may:

Alternatives	See section
Take up your Entitlement in full or in part	2.2
Allow your Entitlement to lapse	2.6

2.2 If you wish to accept your Entitlement in full or in part

Either:

Payment by cheque or bank draft

If you are paying for your New Shares by cheque, bank cheque or bank draft, complete and return the Entitlement and Acceptance Form with your payment. The Share Registry must receive your completed Entitlement and Acceptance Form together with full payment for the number of New Shares for which you are applying by no later than 5.00pm (Sydney time) on Friday, 18 September 2020.

Your cheque, bank cheque or bank draft must be paid in Australian currency and be drawn on an Australian branch of an Australian financial institution. Your payment must be for the full amount required to pay for the New Shares applied for. Payments in cash will not be accepted.

Cheques must be made payable to 'Corum Group Limited' and crossed 'Not Negotiable'.

You must ensure that your cheque account has sufficient funds to cover your payment, as your cheque will be presented for payment on receipt. If your bank dishonours your cheque your application will be rejected. We will not re-present any dishonoured cheques.

or:

Pay by BPAY®

If you are paying for your New Shares by BPAY®, please refer to your personalised instructions on your Entitlement and Acceptance Form. Please note that should you choose to pay by BPAY®:

- you do not need to complete or return the Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and
- if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares as is covered in full by your Application Money.

When completing your BPAY[®] payment, please make sure to use the specific Biller Code and unique reference number provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the reference number specific to the Entitlement on that form. If you inadvertently use the same reference number for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement to which the reference number applies.

You should be aware that your own financial institution may implement earlier cut-off times with regard to electronic payment, and you should therefore take this into consideration when making payment. It is your responsibility to ensure that funds submitted through BPAY[®] are received by 5.00pm (Sydney time) on Friday, 18 September 2020.

Excess Application Money that is not sufficient to subscribe for a number of New Shares multiplied by the Issue Price will be refunded to you except where that amount is less than A\$0.042, in which case it will be retained by the Company. The method by which you receive the refund will be at the discretion of the Company. No interest will be paid to Eligible Shareholders on any Application Money received or refunded.

2.3 **Acceptance of the Entitlement Offer**

- (a) By completing, and the Company receiving, your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY[®], you:
- (i) agree to be bound by the terms of this Entitlement Offer Booklet and the provisions of the Company's constitution;
 - (ii) authorise the Company to register you as the holder(s) of the New Shares allotted to you;
 - (iii) declare that all details and statements made in the Entitlement and Acceptance Form are complete and accurate;
 - (iv) declare that you are over 18 years of age and have full legal capacity and power to perform all your rights and obligations under the Entitlement Offer;
 - (v) acknowledge that once the Company receives the Entitlement and Acceptance Form or your payment by BPAY[®], you may not withdraw it except as allowed by law;
 - (vi) agree to apply for, and be issued with up to, the number of New Shares that your payment will pay for at the Issue Price of A\$0.042 per New Share;
 - (vii) authorise the Company and its officers or agents to do anything on your behalf necessary for the New Shares to be issued to you, including to act on instructions of the Share Registry upon using the contact details set out in the Entitlement and Acceptance Form;
 - (viii) declare that you were the registered holder(s) at the Record Date (Friday, 4 September 2020) of the Shares indicated on the Entitlement and Acceptance Form as being held by you on the Record Date;
 - (ix) acknowledge that the information contained in this Entitlement Offer Booklet is not investment advice or a recommendation that New

Shares are suitable for you, given your investment objectives, financial situation or particular needs;

- (x) represent and warrant that the laws of any place do not prohibit you from being given this Entitlement Offer Booklet or making an application for New Shares;
 - (xi) you acknowledge the statement of risks in the Investor Presentation in section 3 of this Entitlement Offer Booklet and that an investment in the Company is subject to risk; and
 - (xii) represent and warrant that you are an Eligible Shareholder and have read and understood this Entitlement Offer Booklet and the Entitlement and Acceptance Form and that you acknowledge the matters and make the warranties and representations and agreements contained in this booklet and the Entitlement and Acceptance Form.
- (b) By completing, and the Company receiving, your personalised Entitlement and Acceptance Form with the requisite Application Money or making a payment by BPAY[®], you will also be deemed to have acknowledged, represented and warranted on behalf of each person on whose account you are acting that:
- (i) you are not in the United States and are not a US Person (see section 4.1(b) below), and are not acting for the account or benefit of, a US Person and are not otherwise a person to whom it would be illegal to make an offer or issue New Shares under the Entitlement Offer;
 - (ii) you acknowledge that the New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction in the United States, or in any other jurisdiction outside a Permitted Jurisdiction, and accordingly, the New Shares may not be offered, sold or otherwise transferred except in accordance with an available exemption from, or in a transaction not subject to, the registration requirements of the US Securities Act and any other applicable securities laws; and
 - (iii) you have not and will not send any materials relating to the Entitlement Offer to, or submit any Entitlement and Acceptance form or otherwise purchase New Shares on behalf of, any person referred to in section 2.3(b)(i).

2.4 **Payment for New Shares**

The Issue Price of A\$0.042 per New Share is payable in full on application.

The Application Money payable for your Entitlement is set out on the Entitlement and Acceptance Form.

Application Money will be held in trust in a subscription account until allotment. Any interest earned on Application Money will be for the benefit of the Company and will be retained by the Company whether or not the allotment of New Shares takes place.

2.5 **Address details and enquiries**

Completed Entitlement and Acceptance Forms should be forwarded in the enclosed reply paid envelope to the Company's Share Registry by mail to the following address:

Corum Group Limited
C/- Computershare Investor Services Pty Limited
GPO Box 505
Melbourne Victoria 3001 Australia

Please note that payment of Application Money by BPAY® does not require the return of the Acceptance Forms.

If you would like further information, you can contact your stockbroker, accountant or other professional adviser or call the Share Registry on 1300 850 505 (within Australia) or +61 (03) 9415 4000 (outside Australia) at any time from 8:30am to 5:30pm, Monday to Friday (excluding public holidays) during the Entitlement Offer period.

2.6 If you do not wish to accept all or any part of your Entitlement

To the extent you do not accept all or any part of your Entitlement, it will lapse.

Entitlements are non-renounceable and will not be tradeable on the ASX or otherwise transferable. Shareholders who do not take up their Entitlements in full will not receive any value in respect of the Entitlements they do not take up, and their percentage shareholding in the Company will be reduced following the issue of New Shares.

3 Investor Presentation – September 2020

See presentation enclosed.



Corum Group Limited

Investor Presentation

September 2020

Important Notice & Disclaimer

This presentation has been prepared by Corum Group Limited (COO or the Company or Corum). It should not be considered as an offer or invitation to subscribe for, or purchase any shares in COO, or as an inducement to purchase any shares in COO. No agreement to subscribe for securities in COO will be entered into on the basis of this presentation or any information, opinions or conclusions expressed in the course of this presentation.

This presentation is not a prospectus, product disclosure document, or other offering document under Australian law or under the law of any other jurisdiction. It has been prepared for information purposes only. This presentation contains general summary information and does not take into account the investment objectives, financial situation and particular needs of an individual investor. It is not a financial product advice and the Company is not licensed to, and does not provide, financial advice.

This presentation may contain forward-looking statements which are identified by words such as 'may', 'could', 'believes', 'estimates', 'targets', 'expects', or 'intends' and other similar words that involve risks and uncertainties. These statements are based on an assessment of past and present economic and operating conditions, and on a number of assumptions regarding future events and actions that, as at the date of this presentation, are expected to take place. Such forward-looking statements do not guarantee of future performance and involve known and unknown risks, uncertainties, assumptions and other important factors many of which are beyond the control of the Company, its Directors and management.

Although the Company believes that the expectations reflected in the forward-looking statements included in this presentation are reasonable, none of the Company, its Directors or officers can give, or gives, any

assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this document will actually occur or that the assumptions on which those statements are based are exhaustive or will prove to be correct beyond the date of its making.

Readers are cautioned not to place undue reliance on these forward-looking statements. Except to the extent required by law, the Company has no intention to update or revise forward-looking statements, or to publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this presentation.

Readers should make their own independent assessment of the information and take their own independent professional advice in relation to the information and any proposed action to be taken on the basis of the information. To the maximum extent permitted by law, the Company and its professional advisors and their related bodies corporate, affiliates and each of their respective directors, officers, management, employees, advisers and agents and any other person involved in the preparation of this presentation disclaim all liability and responsibility (including without limitation and liability arising from fault or negligence) for any direct or indirect loss or damage which may arise or be suffered through use of or reliance on anything contained in, or omitted from, this presentation. Neither the Company nor its advisors have any responsibility or obligation to update this presentation or inform the reader of any matter arising or coming to their notice after the date of this presentation document which may affect any matter referred to in the presentation.

This presentation has been authorised by the Board of the Company.

Executive Summary



PharmX Acquisition

- A binding agreement has been executed for Corum to acquire the 57% interest in PharmX that it does not already own
- Acquisition price is \$7.90m in cash. \$3.75m to be paid on Completion on or before 4 September 2020 with the balance of Deferred Consideration of \$4.15m to be paid on or before 15 October 2020
- The Corum Board expects the acquisition to be earnings per share accretive in its first year



Capital Raising

- Corum to undertake a pro-rata 1 for 3 Non-Renounceable Rights issue ("Offer") to raise up to approximately \$5.6 million before costs at 4.2cps as part funding for the acquisition
- The Offer is partially underwritten to \$3.0 million by PAC Partners as Lead Manager and Underwriter to the Capital Raising
- The Corum Directors and their related entities will be fully subscribing for their respective entitlements and unanimously recommend the Offer to all eligible shareholders

A Year of Transition



Board Renewal

Enhanced healthcare, strategic, financial & technology capabilities



Strategic Review

Evaluated strategy & resourcing with new key appointments



Incentive Plan

Share based LTI plan established to align key personnel



COVID-19 Response

Costs reduced resulting in minimal impact on business performance



Development Plan

Enhanced healthcare & technology capabilities



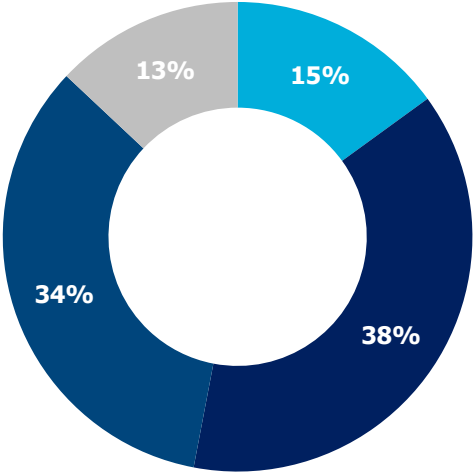
PharmX Acquisition

Extends pharmacy presence with renewed focus on growth

Australian Pharmacy Market

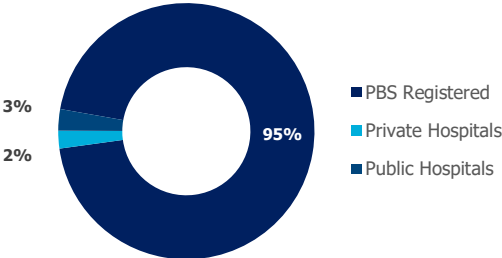
Corum operates primarily within the Australian pharmacy sector as a software vendor & technology provider

Group Market Segment¹



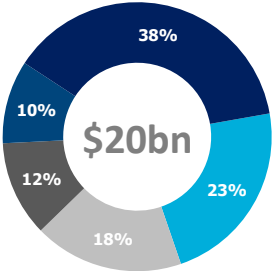
■ Buying Groups ■ Banners ■ Groups ■ Brands

Australian Pharmacies²



■ PBS Registered
■ Private Hospitals
■ Public Hospitals






Australian Pharmacy Market Share²



■ My Chemist Retail Group
■ Sigma Healthcare Ltd
■ EBOS Group Ltd
■ Australian Pharmaceutical Industries
■ Other

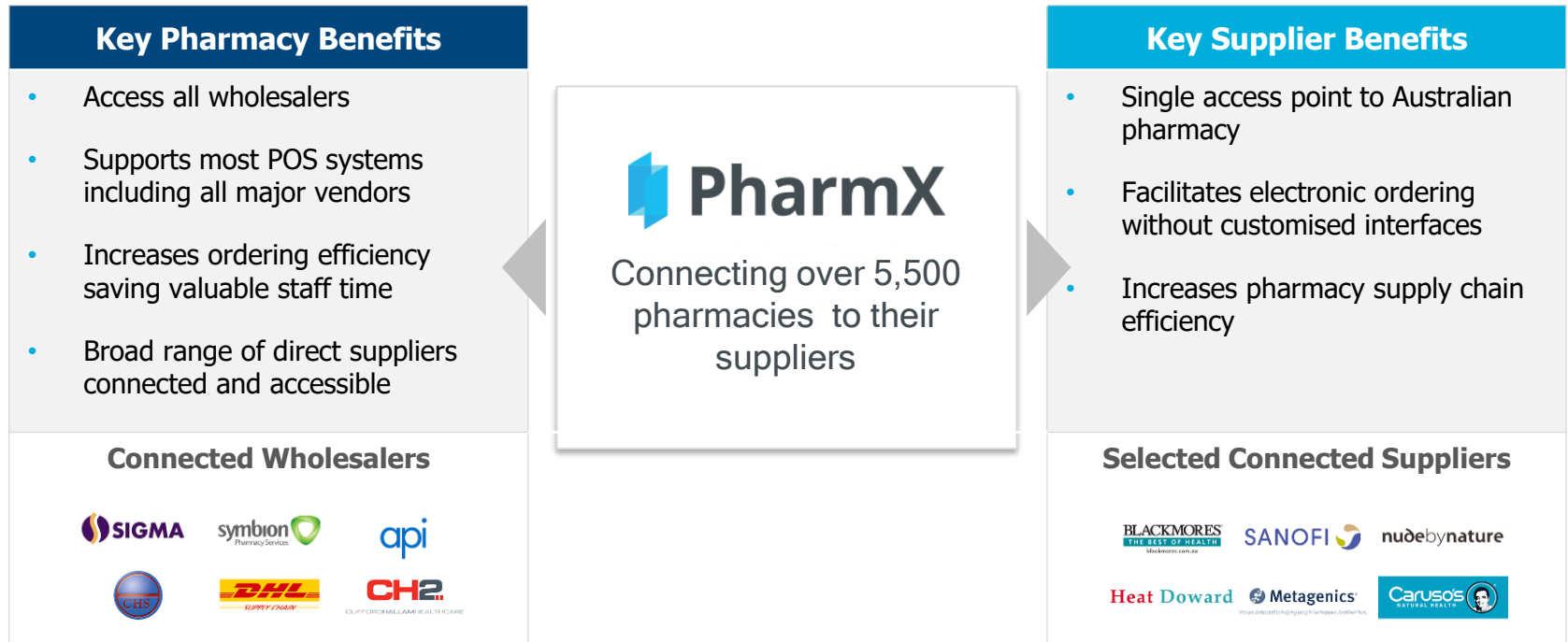
Our Pharmacy Software Solutions

Corum Health is a key enabler of Australian community pharmacy through its dispense, point of sale and head office pharmacy software solutions

		Solutions	
Dispense	<ul style="list-style-type: none">• Medication dispense systems are highly regulated• ePrescribing ready in a post COVID environment	 Corum LOTS Dispense	 Corum Clear Dispense
Point of Sale	<ul style="list-style-type: none">• Manage front of house cash collection• Also serve as stock ordering and control system	 Corum LOTS Point of Sale	 Corum Clear Point of Sale
Head Office	<ul style="list-style-type: none">• Pharmacy group management solutions• RPM is the market leading head office system	 Corum RPM	 Corum Clear Enterprise

PharmX Overview

Established in 2006, PharmX is the pre-eminent electronic ordering gateway for Australian pharmacy with a long track record of delivering the stability and reliability required by the high order volumes of pharmacies



PharmX Opportunities

Independent Operation

Post Completion of the acquisition PharmX will continue to operate as an independent business within the Corum Group in line with it's all of market focus

Renewed Strategic Focus

The Corum Board believes the past 3 years of equity holder litigation have acted as a significant distraction to the strategic focus of PharmX

Extend Supplier Depth

PharmX will seek to expand platform connected suppliers given the efficiency benefits for the pharmacy supply chain

Additional Services

PharmX management has identified a range of potential additional services that can be developed to further improve pharmacy supply chain efficiency

Capital Investment

Corum will support PharmX with capital investment to achieve growth ambitions based on expected profitability and managed risk

Alternative Markets

Potential exists for the deployment of the PharmX technology platform across alternative market opportunities

eCommerce

Corum eCommerce provides its clients a simple and efficient outsourced payment processing platform



ReConnect oneCard

Secure payment solution primarily used by Real Estate agents without the need to maintain their own secure payment IT infrastructure

eCpay

Corporate grade payment solution offering customised features that is fast, reliable and secure and can be integrated to client requirements

Select Clients

CENTURY 21

RE/MAX

LJ Hooker



Raine&Horne

FedEx Express

Our eCommerce Solution

- Secure PCI compliant payment gateway
- Provides clients an efficient payment method for customers
- Avoids the need for clients to maintain expensive payment systems
- Full support desk service

Revenue Model

Primarily annuity style revenue sourced from software subscriptions and platform fees underpins positive operating leverage at scale



- Software subscriptions under licences
- Typically payable quarterly in advance



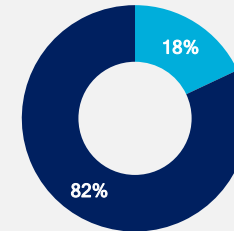
- Platform access and usage charges
- Payable monthly for agreed term



- Primarily transaction value-based charges
- Payable quarterly in advance, monthly or per transaction

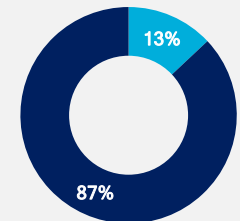
Revenue Source

FY'20



eCommerce

Pro-forma



Pharmacy



Financials

Profit & Loss - Corum

Year Ending 30 June (A\$000's)	FY18	FY19	FY20
Revenue	12,566	11,230	10,643
Expenses			
Materials & Consumables	1,318	1,142	1,203
Employee Benefits	8,355	7,111	7,176
Occupancy	747	393	124
Marketing	529	625	474
Other	678	988	671
Total Expenses	11,627	10,259	9,648
EBITDA	939	971	995
Depreciation & Amortisation	(289)	(410)	(801)
EBIT	650	561	194
Finance Costs	-	-	(50)
Intangibles Fair Value Adj. / (Impairment)	-	(4,544)	314
Pre-tax Profit	650	(3,983)	458
Taxation	(399)	(222)	(282)
Net Profit After Tax	251	(4,205)	176

Balance Sheet - Corum

As at 30 June (A\$000's)	FY18	FY19	FY20
Assets			
Cash	4,971	2,333	2,323
Receivables	1,542	2,305	3,826
Inventories	102	68	64
PP&E	863	731	525
Intangibles	7,232	4,472	4,674
Deferred tax asset	447	469	551
Other	4,569	4,660	7,215
Total Assets	19,726	15,038	19,178
Liabilities			
Payables	3,956	4,021	3,628
Provisions	1,355	1,309	1,394
Deferred revenue	188	146	959
Total Liabilities	5,499	5,476	5,981
Net Assets	14,227	9,562	13,197
Equity			
Issued Capital	86,283	86,283	89,724
Reserves	-	-	18
Accumulated losses	(72,056)	(76,721)	(76,545)
Total Equity	14,227	9,562	13,197

Proforma Consolidated Financials

Year Ending 30 June (A\$000's) FY20

Revenue	14,446
Expenses	
Materials & Consumables	2,128
Employee Benefits	7,682
Occupancy	171
Marketing	476
Other	1,254
Total Expenses	11,711
EBITDA	2,735
Depreciation & Amortisation	(822)
EBIT	1,913
Finance Costs	(50)
Intangibles Fair Value Adj. / (Impairment)	3,588
Pre-tax Profit	5,451
Taxation	(755)
Net Profit After Tax	4,696

As at 30 June (A\$000's) FY20

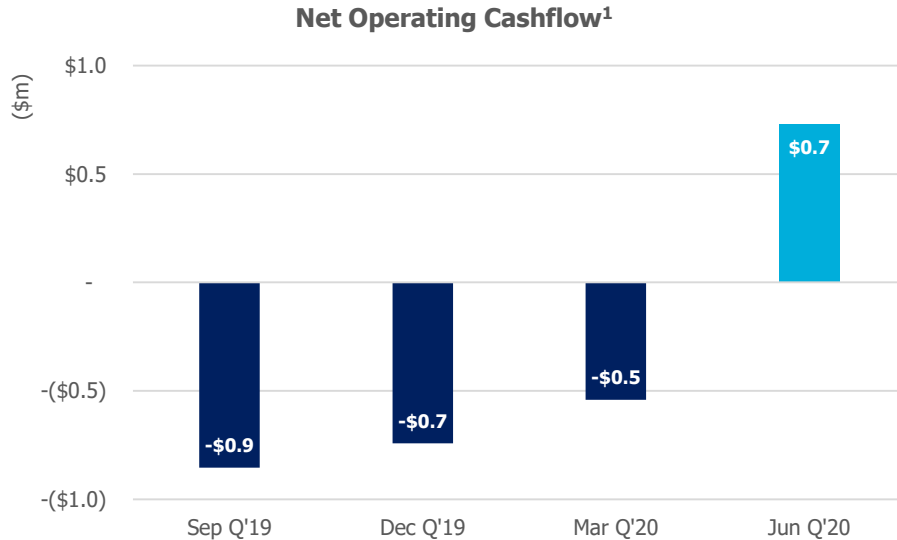
Assets	
Cash	3,007
Receivables	903
Inventories	64
PP&E	607
Intangibles	18,434
Deferred tax asset	551
Other	4,076
Total Assets	27,642
Liabilities	
Payables	3,945
Provisions	1,490
Other	959
Total Liabilities	6,394
Net Assets	21,248
Equity	
Issued Capital	94,974
Reserves	18
Accumulated losses	(73,744)
Total Equity	21,248

Consolidated Proforma Basis

Basis of preparation for the Consolidated Proforma Financials is as follows:

1. Assumes acquisition and capital raise had been completed as of 30 June 2020.
2. Annual results as at 30 June 2020 have been combined for both businesses.
3. Intercompany transactions have been eliminated on consolidation.
4. Cash and provisions have been adjusted to remove distributions held in trust for previous unit holders.
5. Existing investment fair value has been adjusted based on acquisition valuation, in accordance with accounting standards.
6. No attempt has been made to apply fair value to assets and identifiable intangible assets, nor any related tax affect accounted for.
7. An estimate has been included for additional taxes payable as a result of the full consolidation of PharmX's operations into those of Corum.

Positive Cashflow Momentum



- Operating cashflow improvement a key focus for new Board
- Cost optimisation a focus to minimise COVID-19 impact
- Cashflow data excludes any PharmX contribution which was accrued during FY'20
- Positive quarterly run rate into FY'21

¹Sep Q '19 is adjusted to remove the impact of an R&D tax incentive credit received in the quarter

Board & Management

Nick England
Chairman



- Nick has over 35 years of consulting and senior executive experience in Australia, the UK and Europe.
- Nick held senior management roles with Alliance Unichem PLC (now AB Walgreens) which operates more than 18,000 pharmacies across multiple countries. As Group Director of Alliance Unichem, Nick was responsible for developing opportunities with key global network partners.
- Nick's experience includes roles with direct responsibility for managing strategy, sales and business performance.

Julian Sallabank
Managing Director



- Julian has vast experience in senior executive and board roles for both private and ASX listed companies operating in the medical technology and recruitment sectors.
- Primary areas of expertise are strategic planning, commercialisation and organisational development of both domestic and international businesses.
- Julian is a director of an early stage medical innovation fund investing in digital health collaborating with the Murdoch Children's Research Institute.

Jon Newbery
Non-Executive Director



- Jon brings to Corum over 30 years of experience in senior executive and board roles for ASX listed companies in the technology, telecommunications, engineering and facilities management sectors.
- Jon is currently Head of Corporate Finance and Projects for ASX listed Downer EDI with responsibility for strategic acquisitions and disposals for the group.
- Previously Jon held roles as Chief Executive Officer of ASX listed Clarity OSS Limited and as Non-Executive Chairman of UK based platform developer IMX Software.

Strategic Priorities

Revenue, Growth & Profitability



- Improve sales performance in core pharmacy software
- Continued focus on cost optimisation
- Realise operating leverage in technology business

Refocused Product Development



- Corum Clear to be the lead solution suite
- Streamlined product range going forward
- Enhanced focus on return on development spend

Disciplined Healthtech Acquisitions



- Focus on health software and related technologies
- Leverage off core pharmacy position and relationships
- Disciplined approach to profitable growth

Investment Highlights



Revenue, Growth & Profitability

Corum has strengthened its pharmacy sector relationships and access through Board renewal and the acquisition of PharmX



Platform For Growth

Over the past 12 months Corum has put in place strengthened healthcare, technology and commercial capabilities to target growth



Healthtech Focus

Provides investors exposure to a long-established pharmacy technology business with a strategy to augment growth through disciplined healthtech acquisitions



Positive Cashflow Momentum

Positive operating cashflow quarterly run rate into FY'21 with acquisition of remaining 57% PharmX interest to further assist

Corporate Overview

Corum Group Limited (ASX:COO)

Share Price	\$0.050
Market Capitalisation	\$20.1m
Enterprise Value (Cash 30/6/20)	17.8m

Share Price Performance



Capital Structure

Shares on Issue (m)	402.6
Options / Pref Rights (m)	4.8
Diluted Issued Capital (m)	407.4

Major Shareholders – 6 August 2020

	Shares (m)	%
Lujeta Pty Ltd	137.7	34.2
Mersault Pty Ltd	20.0	4.97
Lyell Pty Ltd	20.0	4.97
DG Manuel & AE Leary	20.0	4.97
Link Enterprises Pty Ltd	13.1	3.25
Benki Pty Ltd	12.0	2.98
Milburn Pty Ltd	11.5	2.86
Ginga Pty Ltd	10.8	2.69
Mrs Penelope King	10.0	2.48

Key Risks

Competition

Corum Health operates in a competitive pharmacy software market. There can be no assurance that pricing can be maintained or that additional competitors will not emerge.

Regulatory Environment

Corum operates in a highly regulated sector. Changes to regulations may materially impact the cost to deliver and profitability of Corum's products.

Legal

Corum operates with the typical legal risk of any commercial enterprise which could result in legal dispute and potential litigation.

Customer Adoption

Key customer decision maker awareness and belief in Corum's products is critical to the success of the Company. Continuing focus is applied to pharmacy sector relationships to manage this risk.

Future Capital Requirements

The availability of equity or debt funding is subject to market appetite at the time and there is no guarantee that Corum will be able to secure future funding on terms acceptable to the Company.

Technology

As a software company Corum's products and platforms may encounter technical issues. This is mitigated through rigorous design, testing and ongoing maintenance.

Key Risks (continued)

Supplier & Third Party Dependency

There is a risk that a supplier, or third party provider may deliver a service below the expected standard, or there may be a failure of, or disruption to, integration of such services.

Cybersecurity & Data Protection

Corum's digital systems may fail, or be subject to disruption as a result of external threats or system errors. Cyber attacks could also compromise or breach the safeguards implemented.

Share Price Fluctuation

Corum's share price will be affected by the financial performance of the Company and by external factors, including those listed here, some of which are out side of the control of the Company.

Key Business Process Disruption

Corum's service delivery model relies on the execution of several critical business processes. These include the customer on-boarding, service and transaction processing.

General Market Conditions

Corum's performance depends, to a certain extent, on a number of macro-economic factors outside of its control. These include economic growth, unemployment rates, interest rates, consumer confidence, taxation, inflation, the availability of credit and COVID-19 risks.

Share Trading Illiquidity

There can be no guarantee that an active market in the shares of Corum Group will exist. There may be few potential buyers or sellers on the ASX at any time, which may affect the prevailing market price for share sales.



Corum Group Limited

4 Additional Information

4.1 Shareholders outside of a Permitted Jurisdiction

This Entitlement Offer Booklet and accompanying Entitlement and Acceptance Form do not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify the New Shares, or to otherwise permit an offering of New Shares, outside a Permitted Jurisdiction. The New Shares may not be offered in a jurisdiction outside of a Permitted Jurisdiction where such an offer is not made in accordance with the laws of that place, unless otherwise determined by the Directors.

The distribution of this Entitlement Offer Booklet in jurisdictions outside of a Permitted Jurisdiction may be restricted by law and therefore persons who come into possession of this document outside of a Permitted Jurisdiction should seek advice on, and observe, any such restrictions. A failure to comply with these restrictions may constitute a violation of applicable securities laws.

It is the responsibility of any applicant to ensure compliance with any laws of the country relevant to their application. Return of a duly completed Entitlement and Acceptance Form and/or payment of Application Money will be taken by the Company to constitute a representation that there has been no breach of such laws and that the applicant is physically present in a Permitted Jurisdiction.

The Board may, in its absolute discretion, resolve to issue and allot New Shares to an Eligible Shareholder within 3 months of the Closing Date on the condition that the Board in its absolute discretion is satisfied that the issue of New Shares by the Company does not breach any applicable laws.

(a) **New Zealand securities law requirements**

The New Shares are not being offered or sold to the public in New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the offer of New Shares is being made in reliance on the *Financial Markets Conduct Act 2013* and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

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

(b) **United States**

The New Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered or sold, directly or indirectly, in the United States or to, or for the account or benefit of, a US person, except in a transaction exempt from the registration requirements of the US Securities Act and applicable United States state securities laws.

This Entitlement Offer Booklet is neither an offer to sell nor a solicitation of an offer to buy securities as those terms are defined under the US Securities Act.

The Entitlement Offer is not being made to US persons or persons in the United States.

4.2 **Ineligible Shareholders**

The Company is not extending the Entitlement Offer to Ineligible Shareholders having regard to the cost of complying with legal and regulatory requirements outside of the Permitted Jurisdictions, the number of Ineligible Shareholders and the number and value of New Shares which could be offered to Ineligible Shareholders.

Where this Entitlement Offer Booklet has been dispatched to Ineligible Shareholders, it is provided for information purposes only.

In limited circumstances, the Company may elect to treat as Eligible Shareholders certain Shareholders who would otherwise be Ineligible Shareholders, provided the Company is satisfied that it is not precluded from lawfully issuing New Shares to such Shareholders either unconditionally or after compliance with conditions which the Board in its sole discretion regards as acceptable and not unduly onerous.

4.3 **Taxation consequences**

The taxation consequences of any investment in New Shares will depend on your particular circumstances. Potential investors must make their own enquiries concerning the taxation consequences of an investment in the Company. Applicants should consult their tax adviser for advice applicable to their individual needs and circumstances. Neither the Company nor any of their officers, employees or agents, nor its taxation or other advisers accepts any liability or responsibility in respect of taxation consequences connected with the Entitlement Offer.

4.4 **Privacy**

The information about Eligible Shareholders included on an Entitlement and Acceptance Form is used for the purposes of processing the Entitlement and Acceptance Form and to administer the Eligible Shareholder's holding of New Shares. By submitting an Entitlement and Acceptance Form, each Eligible Shareholder agrees that the Company may use the information provided by an Eligible Shareholder on the form for the purposes set out in this privacy statement and may disclose it for those purposes to the Share Registry and the Company's related bodies corporate, agents and contractors and third party service providers, including mailing houses and professional advisers, and to the ASX and other regulatory authorities.

The Corporations Act requires the Company to include information about each Shareholder (including name, address and details of the Shares held) in the Register. The information contained in the Register must remain there even if that person ceases to be a Shareholder. Information contained in the Register is also used to facilitate payments and corporate communications (including the Company's financial results, annual reports and other information that the Company wishes to communicate to its security holders) and compliance by the Company with legal and regulatory requirements.

Under the *Privacy Act 1988* (Cth), you may request access to your personal information held by, or on behalf of, the Company or the Share Registry. A fee may be charged for access. You can request access to your personal information by telephoning or writing to the Share Registry.

4.5 **Not investment advice**

The Entitlement Offer complies with the requirements of section 708AA of the Corporations Act as modified by *ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84*.

This Entitlement Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC. It is also not investment advice and does not take into account your investment objectives, financial situation, tax position and particular needs. Before deciding whether to apply for New Shares, you should consider whether they are a suitable investment for you in light of your personal circumstances (including financial and taxation issues) and seek professional guidance before deciding whether to invest.

4.6 **Future performance and forward looking statements**

Except as required by law, and only to the extent so required, no person warrants or guarantees the future performance of the Company or any return on any investment made pursuant to this Entitlement Offer.

Past Share price performance provides no guidance as to future Share price performance.

4.7 **Governing law**

This Entitlement Offer Booklet, the Entitlement Offer and the contracts formed on acceptance of applications are governed by the laws applicable in New South Wales, Australia, and each Eligible Shareholder submits to the exclusive jurisdiction of the courts of New South Wales, Australia.

4.8 **Interpretation**

Some capitalised words and expressions used in this Entitlement Offer Booklet have meanings which are explained in section 5.

A reference to time in this Entitlement Offer Booklet is to the local time in Sydney, Australia, unless otherwise stated. All financial amounts in this Entitlement Offer Booklet are expressed in Australian dollars, unless otherwise stated.

4.9 **Disclaimer of representations**

No person is authorised to provide any information, or to make any representation, in connection with the Entitlement Offer that is not contained in this Entitlement Offer Booklet.

Any information or representation that is not in this booklet may not be taken as having been authorised by the Company or its related bodies corporate in connection with the Entitlement Offer. Except as required by law, none of Corum Group Limited, or any other person, warrants or guarantees the future performance of Corum Group Limited or any return on any investment made in connection with this Entitlement Offer.

4.10 **Handling fees**

The Company may consider on a case by case basis paying handling fees of up to 1.5% by prior agreement to brokers for Entitlement and Acceptance Forms lodged by them on behalf of Eligible Shareholders.

5 Definitions

Application Money	Money paid by you for New Shares.
ASIC	The Australian Securities and Investments Commission.
ASX	ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as applicable.
Board	The board of Directors from time to time.
Closing Date	5.00pm (Sydney time) on Friday, 18 September 2020.
Company or Corum	Corum Group Limited ACN 000 091 305.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Eligible Investor	Any person who may be characterised as an exempt investor under section 708 of the Corporations Act.
Eligible Shareholder	A Shareholder as described in section 1.3, subject to any election by the Company under section 4.2.
Entitlement	The entitlement to 1 New Share for every 3 Shares held on the Record Date. The entitlement of each Eligible Shareholder is shown on the personalised Entitlement and Acceptance Form.
Entitlement and Acceptance Form	The entitlement and acceptance form accompanying this Entitlement Offer Booklet.
Entitlement Offer	The offer of New Shares made in this Entitlement Offer Booklet.
Entitlement Offer Booklet	This booklet as varied, supplemented or replaced from time to time.
Ineligible Shareholder	A Shareholder that is not an Eligible Shareholder.
Investor Presentation	The investor presentation dated Tuesday, 1 September 2020 enclosed with this Offer Booklet.
Issue Price	A\$0.042 per New Share.
Listing Rules	The official listing rules of the ASX, as amended or waived by the ASX from time to time.
New Shares	Shares to be allotted and issued under the Entitlement Offer including, as the context requires, any Underwritten Shares or Shortfall Shares.
Offer Documents	The Entitlement Offer Booklet and the Investor Presentation.
Offer Materials	The: <ul style="list-style-type: none"> (a) Investor Presentation and ASX announcement issued by the Company in respect of the Entitlement Offer; (b) Offer Documents and any supplementary Offer Document/s; (c) notices regarding the Entitlement Offer sent to Eligible Shareholders or Ineligible Shareholders in accordance with the Listing Rules; (d) cleansing notice and any announcements provided to the ASX; and (e) any other publication in respect of the Entitlement Offer.
Permitted Jurisdiction	Australia and New Zealand.

PharmX	PharmX Pty Ltd and the PharmX unit trust.
Record Date	5pm (Sydney time) on Friday, 4 September 2020.
Register	The register of Shareholders required to be kept under the Corporations Act.
Share	A fully paid ordinary share in the Company.
Share Registry	Computershare Investor Services Pty Limited.
Shareholder	A holder of Shares.
Shortfall Shares	New Shares available under the Entitlement Offer that are not subscribed for by Eligible Shareholders by the Closing Date and that are in excess of the Underwritten Shares.
Underwriter	PAC Partners Securities Pty Ltd ABN 68 623 653 912, or any sub-underwriters nominated by them.
Underwriting Agreement	The underwriting agreement between the Company and the Underwriter dated 30 August 2020.
Underwritten Amount	Up to the value of A\$3 million, or 71,428,571 New Shares.
Underwritten Shares	Up to 71,428,571 New Shares that are not subscribed for by Eligible Shareholders by the Closing Date that are required to be subscribed for by the Underwriter under the Underwriting Agreement.
US or United States	United States of America, its territories and possessions, any State of the United States of America and the District of Columbia.
US Person	The meaning given in Regulation S under the US Securities Act.
US Securities Act	The <i>United States Securities Act of 1933</i> , as amended.
VWAP	Volume weighted average price.

CORPORATE DIRECTORY

Directors

Mr Nick England – Non-Executive Chairman
Mr Jon Newbery – Non-Executive Director
Mr Julian Sallabank – Managing Director and CEO

Registered office

Level 3, 120 Sussex Street
Sydney, New South Wales 2000
Telephone: +61 (02) 9289 4699
Facsimile: +61 (02) 8069 0691

Website

www.corumgroup.com.au

Legal advisers for the Entitlement Offer

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Level 28, Waterfront Place
1 Eagle Street
Brisbane QLD 4000

Share Registry

Computershare Investor Services Pty Limited
60 Carrington Street
Sydney, New South Wales 2000
Telephone: 1300 850 505 or +61 (03) 9415 4000

Auditor

BDO Audit Pty Ltd
Level 11, 1 Margaret Street
Sydney, New South Wales 2000