

ASX Announcement

10 October 2023

WOA ENTERS AGREEMENT TO ACQUIRE ASSETS OF PROLUPIN GmbH, PROVIDING SCALED CAPACITY FOR BUNTINE PROTEIN®

HIGHLIGHTS

- *Wide Open Agriculture has entered into an agreement to acquire the assets of Prolupin GmbH, a leading European lupin protein producer, for €2.5m, granting WOA immediate commercial scale manufacturing capabilities to bring Buntine Protein® to market.*
- *The purchase consideration includes Prolupin's advanced manufacturing facility, the patents to produce the Prolupin protein isolate, the "Luve" trademark, inventory of finished Prolupin protein products as well as a supply of raw materials including lupins.*
- *The acquisition enables WOA to gain an immediate operational footprint in Europe, with Prolupin's facility to be modified to produce WOA's Buntine Protein®. The facility is expected to reach 1,000 tonnes per annum (tpa) production.*
- *WOA will focus on a B2B-centric approach post-acquisition, leveraging Prolupin's established B2B network in the European plant-based dairy market, and its own significant pipeline, to supply large global ingredient and food manufacturing companies.*
- *WOA values the environmental advantages of lupins, including soil rejuvenation, landscape renewal, and nitrogen fixing as part of a grain cropping system, and will integrate Prolupin's experienced engineering team and technology to diversify and enhance its lupin product catalogue.*
- *Purchase consideration of €2.5m (AUD \$4.2m) to be funded via a forthcoming capital raise, details of which are being finalised and will be disclosed in due course. In addition, WOA will pay approx. €0.1m for operating costs from 1 September until the date of signing the Asset Purchase Agreement.*

Wide Open Agriculture Limited (ASX: WOA, Frankfurt Stock Exchange: 2WO, "Wide Open Agriculture" or the "Company") is pleased to announce that it has entered into an asset purchase agreement (**Asset Purchase Agreement**) with Prolupin GmbH (**Prolupin**), a leading European lupin producer, in relation to the acquisition of Prolupin's assets for a total sum of €2.5m cash (A\$4.2m) (**Acquisition**). The Acquisition is anticipated to transition WOA into the world's largest lupin

protein producer, gain immediate commercial scale manufacturing, unlock the ability to produce different types of lupin concentrates, and open up commercial opportunities in Europe.

Spanning over 25 years, Prolupin has been the global market leader in lupin protein isolate production. Established through the acquisition of patents generated from the renowned Fraunhofer institute in 2010, Prolupin has built significant manufacturing capabilities in Germany and crafted products that have a wide range of commercial applications, particularly in the plant based dairy sector.

CEO of Wide Open Agriculture, Jay Albany said; “Our key goal as a Company has been to bring Buntine Protein® to market as quickly and cost efficiently as possible. This Acquisition grants us immediate commercial production capacity in Europe, a dynamic environment for the development of plant-based protein products. This is a giant leap forward for WOA, our shareholders, and the industry at large.”

Immediate operational footprint in Europe:

The Acquisition offers WOA an immediate operational footprint in Europe through Prolupin’s state-of-the-art manufacturing facility in Germany. This facility has the capacity to produce 500 tpa of lupin protein concentrate and will be upgraded to produce approx. 1,000 tpa of WOA’s Buntine Protein® with a modest investment of A\$3-5m within 1-2 years. WOA will explore multiple funding options for this equipment, with most relevant suppliers located nearby in Germany.

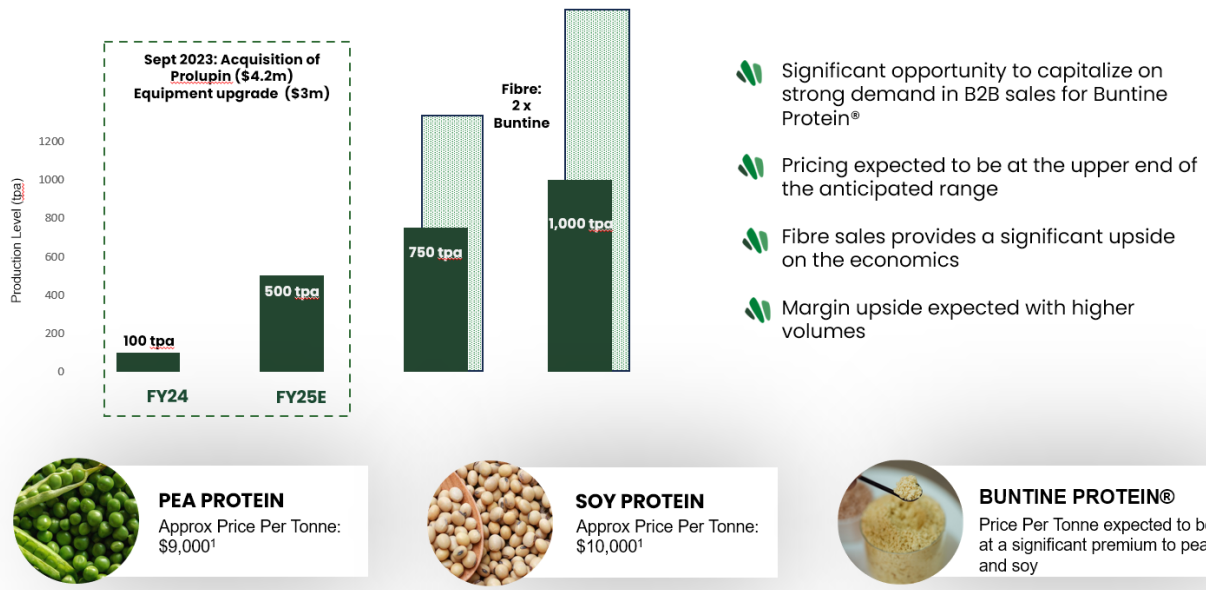
WOA expects commercial scale production of Buntine Protein® within six months, rapidly moving up our timeline for global launch. With a growing pipeline of potential customers, the Company expects to quickly achieve high utilisation from the facility.

Expected positive cashflow from initial Buntine Protein® sales will potentially fund future investment at the facility.



2. Estimated value of investment in Prolupin and its replacement book value based on conversations with Prolupin

POTENTIAL PROLUPIN ASSET ECONOMICS



1. Mintec report August 2023

Through this Acquisition, WOA is set to emerge as the foremost global lupin protein producer and acquire an experienced engineering team with decades of plant-based protein experience. Prolupin's technology will also diversify and enhance WOA's lupin product catalogue, with the capability to produce protein-rich lupin isolates, a versatile protein concentrate in wet form and a nutritionally enriched lupin oil.

Prolupin also has an established reputation in the European plant-based dairy market, and WOA aims to harness their robust B2B network. Prolupin's existing ventures into alternative meat products and sports nutrition also provide fertile ground for WOA to further its reach and influence in the plant-based sector.

CEO of Wide Open Agriculture, Jay Albany said; "The Acquisition of Prolupin is testament to our ambitious growth strategy and commitment to leading the shift towards sustainable, plant-based nutrition. By integrating Prolupin's decades of expertise and innovative technologies, we are able to meet potential Buntine Protein® demand faster and with a much lower capital investment."

Post-acquisition Strategy:

Following the Acquisition, WOA intends to focus decisively on a B2B-centric approach. With over 150 samples of Buntine Protein® sent to large global ingredient and food manufacturing companies, the Acquisition will give WOA the ability to supply potential groups with commercial scale quantities.

Prolupin's 'LUVE' consumer brand which is on shelves across Europe, also offers WOA multiple strategic options. These range from potential licensing agreements with third-party stakeholders

to an outright sale. The ultimate objective is to ensure a streamlined supply of B2B sales contracts for the Germany facility and bolster future production capacity.

Asset Purchase Agreement

Following signing of the Asset Purchase Agreement on 6 October 2023, WOA will take over operational responsibility for the production facility and related staff.

WOA has agreed to pay a total of €2.6 million (A\$ 4.3 million) in cash to Prolupin for the Acquisition, comprising of:

- the sum of €0.1m to be paid within 5 days of signing of the Asset Purchase Agreement to cover the operational cost of the production facility, including rental, staff costs and related admin expenses from 1 September 2023 until the date of the Asset Purchase Agreement. This will be funded from existing working capital facilities.
- an additional €2.5 million (A\$4.2 million) to be paid once the creditors meeting has approved the purchase on 18 October 2023. This amount is required to be paid within 9 days of the creditors meeting and will be funded from a forthcoming funding round details of which are being finalised and will be announced to market in due course. At this stage, the Company is intending to undertake a private placement and a share purchase plan offer to all shareholders.

The assets acquired by WOA for the purchase consideration include Prolupin's advanced manufacturing facility, the patents to produce the Prolupin protein isolate, the "Luve" trademark, inventory of Prolupin protein products as well as supply of other raw materials. The remaining balance is allocated to goodwill.

Completion of the Acquisition is conditional on final approval by a meeting of Prolupin's creditors to be held on 18 October 2023 and the consent of specific creditors named under the Asset Purchase Agreement.

Completion of the Acquisition will occur on the satisfaction or waiver of these conditions.

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About Wide Open Agriculture Ltd

Wide Open Agriculture (WOA) is Australia's leading ASX-listed regenerative food and agriculture company. Our hero product, Buntine Protein[®], is a revolutionary climate-conscious, plant-based protein derived from lupins grown in West Australia. Manufactured under a globally protected patent, Buntine Protein[®] is a versatile ingredient used to create plant-based dairy, meats, baked goods, and protein supplements. Buntine Protein[®] is steadily gaining traction among Australian and global food companies, with WOA currently working to scale up commercial production. WOA's Dirty Clean Food brand also caters to eco-conscious consumers from Australia to South-East Asia. Underpinning WOA's entire operations, is a '4 Returns' framework that seeks to deliver measurable outcomes on financial, natural, social, and inspirational returns.

WOA is listed on the Australian Securities Exchange (ASX: WOA) and the Frankfurt Stock Exchange (2WO)

www.wideopenagriculture.com.au

www.dirtycleanfood.com.au

Forward Looking Statements

Statements contained in this release, particularly those regarding possible or assumed future performance, revenue, costs, dividends, production levels or rates, prices or potential growth of WOA are, or may be, forward looking statements. Such statements relate to future events and expectations and as such, involve known and unknown risks and uncertainties. Actual results and developments may differ materially from those expressed or implied by these forward looking statements depending on a variety of factors. The past performance of WOA is no guarantee of future performance. None of WOA's directors, officers, employees, agents or contractors makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement. Any forward looking statements in this announcement reflect views held only as at the date of this announcement.