Powered by
Shark Shield® Technology

ACN 089 951 066

PROSPECTUS

Non-Renounceable Rights Issue

Rights Offer

For a non-renounceable pro-rata rights offer to Eligible Shareholders of one (1) Share (**New Shares**) for every two (2) Shares held at the Record Date, at an issue price of $0.08 per New Share, to raise up to $2,496,605 before costs (**Rights Offer**).

Shortfall Offer

For an offer of the Shortfall to the Rights Offer at an issue price of $0.08 per New Share.

Rights Offer Period

The Offers open on Wednesday, 28 June 2023 and close at 5:00pm (AEST) on Wednesday, 19 July 2023, unless it is extended. Subject to the Corporations Act, the Company reserves the right to extend the Closing Date of the Offers.

Corporate Directory

Directors

Alan Broome AM – Independent Chairman
Lindsay Lyon – CEO-Executive Director
Amanda Wilson – GM-Executive Director

Company Secretary

Hugh Ealey

Registered Office

Factory 1, 6A Prosperity Parade,
Warriewood NSW 2102

Telephone: +61 2 9979 1748
Website: www.ocean-guardian.com

Share Registry*

Automic Group
Level 5, 126 Phillip Street,
Sydney NSW 2000

Auditors*

William Buck
Level 29, 66 Goulburn Street
Sydney NSW 2000

Australian Legal Advisers

Cowell Clarke
Level 2, 50 Pitt Street,
Sydney NSW 2000

*Included for information purposes only. These entities have not been involved in the preparation of this Prospectus.

This Prospectus is dated Wednesday, 28 June 2023 and was lodged with ASIC on that date.

ASIC nor any of their respective officers take any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates. No New Shares (**New Securities**) will be allotted or issued pursuant to this Prospectus any later than 5 August 2024, being thirteen (13) months after the date of this Prospectus.

Before deciding to invest in Ocean Guardian Holdings Limited (ACN 089 951 066) (**Ocean Guardian** or **Company**), you should read and understand the entire Prospectus and, in particular, in considering the Company's prospects, you should consider the risk factors that could affect the Company's performance. You should carefully consider these factors in light of your personal circumstances (including financial and taxation issues) and seek advice from your professional adviser before deciding to invest. The key risks relating to an investment in the Offers, are identified in Section 5 of the Prospectus.

Jurisdictional restrictions

Ocean Guardian has not taken any action to register or qualify New Securities or the Offers, or otherwise to permit a public offering of the New Securities, in any jurisdiction outside Australia and New Zealand.

The distribution of this Prospectus (including in electronic form) in jurisdictions outside Australia and New Zealand may be restricted by law and therefore persons outside Australia who obtain this Prospectus should seek advice on, and observe, any such restrictions. Any failure to comply with these restrictions may constitute a violation of applicable securities laws. the Company disclaims all liabilities to such persons.

This Prospectus does not constitute an offer or invitation in any jurisdiction in which, or to any person to whom, it would be unlawful to make such an offer or invitation.

By applying or paying for New Securities, an Eligible Shareholder represents and warrants that there has not been any breach of such laws.

Shareholders outside Australia or New Zealand should refer to Section 2.10 of this Prospectus for how your Entitlement will be dealt with.

Prospectus availability

Eligible Shareholders can obtain a copy of this Prospectus during the Offer period on the Company's website: https://www.oceanguardian.com, or by contacting the Company Secretary on +61 2 9979 1748. If you access an electronic copy of this Prospectus, you should ensure that you download and read the entire Prospectus.

The electronic copy of this Prospectus available from the Company's website will not include a personalised Acceptance Form. Eligible Shareholders will only be able to accept the Offer by completing the personalised Acceptance Form which accompanies this Prospectus or by making payment using EFT (refer to Section 4 of this Prospectus for further information).

Not investment or financial product advice

The information in this Prospectus does not constitute investment or financial product advice and does not take into account the investment objectives, financial situation, taxation impact or particular needs of individual Eligible Shareholders. The potential tax effects of the Offers will vary between Eligible Shareholders. Eligible Shareholders should contact their stockbroker, accountant or other professional adviser if they have any questions regarding the Offers and investing in the Company.

Disclaimer of representations

Ocean Guardian has not authorised any person to give any information, or to make any representation, in relation to the Offers that is not contained in this Prospectus, and any such information or representation may not be relied on. Except and to the extent required by law, neither the Company nor any other person warrants or guarantees the future performance of the Company or any return on investment made pursuant to this Prospectus.

Forward-looking statements

This Prospectus contains forward-looking statements which incorporate an element of uncertainty or risk, such as 'intends', 'may', 'could', 'believes', 'estimates', 'targets' or 'expects'. These statements have been prepared with all reasonable care and attention, based on an evaluation of current economic, financial and operating conditions, as well as assumptions regarding future events. These events are, as at the Prospectus Date, expected to take place, but there cannot be any guarantee that such events will occur as anticipated or at all given that many of the events are outside the Company's control. They may be affected by matters such as those outlined in Section 6. This may result in the actual circumstances being materially different to those anticipated. Eligible Shareholders are cautioned not to place undue reliance on any forward-looking statements.

Ocean Guardian and its Directors 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 as and when stated. Except to the extent required by law, the Company does not give any undertaking to update or revise any forward-looking statements after the Prospectus Date to reflect any changes in expectations in relation to forward-looking statements or any change in events, conditions or circumstances on which any such statement is based. Eligible Shareholders should note that past performance (including past share price performance) cannot be relied on as an indicator of, and does not provide any guidance as to, future performance, including future share price performance.

Privacy

Eligible Shareholders who apply for New Securities will provide 'personal information' (within the meaning given to that term in the Privacy Act) to the Company and the Share Registry. By applying for New Securities under an Offer, an Eligible Shareholder will be taken to have consented to the Company and the Share Registry collecting, holding and using the Eligible Shareholder's personal information in order to assess their Acceptance, process the Acceptance, service their needs as a Shareholder, provide facilities and services that the Eligible Shareholders request, and carry out appropriate administrative functions. Corporate and taxation laws require the Company to collect some personal information. Eligible Shareholders who do not provide the information requested may not have their Acceptances processed efficiently, or at all.

Photographs and diagrams

Photographs used in this Prospectus which 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 content. Diagrams are illustrative only and may not be drawn to scale. The people and assets depicted in photographs in this Prospectus are not employees or assets of the Company unless specifically stated.

Governing law

This Prospectus and the accompanying Acceptance Form are governed by the laws of the State of New South Wales. Eligible Shareholders who apply for New Securities under an Offer submit to the non-exclusive jurisdiction of the courts of the State of New South Wales.

Meaning of terms

Capitalised terms and certain other terms used and not otherwise defined in this Prospectus have the meaning given to them in the Glossary in Section 9.

References to "our", "us" and "we" are references to the Company.

References to "I", "you" and "your" are references to an Eligible Shareholder.

Currency

References to "$"or "dollar" are references to Australian currency, unless otherwise stated.

Time

References to time relate to the time in Sydney NSW, unless otherwise stated.

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Key Information

Indicative Timetable

Event	Date
Lodgement of Prospectus with ASIC	Wednesday, 28 June 2023
Exposure Period	Wednesday, 5 July 2023
Dispatch of Letter to Ineligible Shareholders	Wednesday, 5 July 2023
Record Date (5:00pm AEST)	Saturday, 23 June 2023
Opening Date	Wednesday, 5 July 2023
Last day to extend Rights Offer Period	Wednesday, 19 July 2023
Closing Date for Rights Offer acceptances (5:00pm AEST)	Wednesday, 19 July 2023
Announcement of Rights Offer results, including notification of Shortfall	Saturday, 22 July 2023
Issue of New Securities/ New Securities entered into Shareholders' security holdings	Saturday, 5 August 2023

Note: These dates are indicative only and subject to change. Subject to the Corporations Act, the Company may vary these dates without notice, including whether to close an Offer early, extend an Offer, or accept late Acceptances, either generally or in particular cases, without notification.

Key Rights Offer Details

Offer	Detail
Eligibility	Shareholders registered on the Record Date with an address in Australia and New Zealand
Ratio of New Shares offer under this Prospectus	1 New Share for every 2 Shares held at Record Date
Price per New Share	$0.08
Number of New Shares offered	31,207,568
Cash proceeds (before costs)	Up to $2,496,605

Key Shortfall Offer Details

Offer	Detail
Eligibility	Eligible Shareholders to the Rights Offer
Price per New Share	$0.08
Number of New Shares offered	That number of Entitlements not taken up under the Rights Offer and any New Shares to which Ineligible Shareholders would have been entitled to if they were Eligible Shareholders

General Enquiries

For enquiries, please contact the Company Secretary on +61 2 9979 1748 at any time between 9:00am and 5:00pm (AEST) Monday to Saturday until the Closing Date. Alternatively, please consult your stockbroker, accountant or other professional adviser.

Letter from the CEO

Dear Shareholder,

On behalf of the Board, I am pleased to invite you to participate in this non-renounceable pro-rata Rights Offer.

Under the Rights Offer, Eligible Shareholders can apply for 1 New Shares for every 2 Shares held at 5:00pm (AEST) on the Record Date at an issue price of $0.08 per New Share, to raise up to $2,496,605 (before costs). You can also apply under the Shortfall Offer for New Securities comprising the Shortfall to the Rights Offer at the same issue price.

The Offers under this Prospectus are scheduled to close at **5:00pm (AEST) on Wednesday, 19 July 2023**. Eligible Shareholders wishing to participate in the Offers must apply for New Securities before this time in accordance with the instructions set out in Section 4 and on their personalised Acceptance Forms accompanying this Prospectus.

Over the past eighteen months, we have successfully completed the due-diligence, audits, and prospectus to consider a listing on the ASX, this includes preliminary approval from the ASX. However, the opportunity to IPO has not been favourable, the ASX reported 95% less IPO capital raisings in the first nine-month comparable period.

Fortunately, our B2C sales, including online sales, continue to prove resilient to market conditions, and our Shark Barrier sales funnel has grown significantly. The recent shark fatalities in Egypt have resulted in considerable interest from the middle east region and we are pursuing multiple opportunities.

In addition to working capital, the largest risk to achieving our targets is our Shark Barrier supply chain. The system is currently manufactured in South Africa, and you may be aware has a number of internal economic and political challenges. For example, power load sharing is resulting in power outages of 12-14 hours, making manufacturing and production vastly more challenging than normal. The inability to supply product in a timely manner is reducing our ability to meet customer expectations and record revenues and profits from this product line.

The Company has identified significant growth opportunities with our Shark Barrier product delivered as leased infrastructure (Barrier as a Service), an alternative to environmentally damaging shark nets and drumlines. Success relies on improving our supply chain, which is currently inhibiting our ability to supply and service existing sales and our extensive sales pipeline. The use of funds from this offer will be focused on improving this supply chain.

In addition to the focused investment in the Shark Barrier, the Company has successfully moved manufacturing and production of our BOAT02 and FISH02 from China to Australia resulting in a reduced supply chain, increased gross margins and a higher quality product. These new versions will be shipping in August 2023 launching at the Sydney Boat Show, the BOAT02 will also be appearing on Shark Week 2023.

The proceeds of the Offers will be used to fund improvements in the Shark Barrier supply chain and ensure the Company's working capital meets inventory growth along with advancing the sales pipeline.

Details of the Offers are set out in this Prospectus, and I encourage you to read it in its entirety before making your investment decision. In particular, Eligible Shareholders should carefully consider the risks associated with investing in the Offers as set out in this Prospectus. If you have any questions about the Offers, you should consult your stockbroker or other independent professional adviser to evaluate whether or not to participate in the Offers.

The Company encourages participants in the Offers to apply for New Securities. On behalf of Board, I thank you for your continued support of the Company and encourage you to take your Entitlements under the Offers.

Yours sincerely,

Lindsay Lyon
CEO & Managing Director

1. Investment Overview and Key Risks

This information is a selective overview only. Prospective investors should read the Prospectus in full before deciding to invest in New Securities.

Question	Response	Where to find more information
What is the Offer?	A pro-rata non-renounceable offer of 1 New Share for every 2 Shares held on the Record Date at an issue price of $0.08. The Offer seeks to raise up to $2,496,605 (before costs) from the issue up to approximately 31,207,568 New Shares. The Offer is not underwritten.	Section 2.1
Who is the lead manager?	The Company has not appointed a Lead Manager, this is a company managed Rights Issue.	Section 2.4
Is there a minimum subscription?	There is no minimum subscription requirement for the Offer.	Section 2.1(d)
Am I an Eligible Shareholder?	The Offer is made to Eligible Shareholders, being Shareholders who: (a) are the registered holders of Shares as at 5:00 pm (AEST) on the Record Date; and (b) have a registered address in Australia or New Zealand.	Section 2.1(b)
How are Ineligible Shareholders Entitlements dealt with?	Due to the small number of Ineligible Shareholders the Company has not appointed a sale nominee for the Ineligible Shareholders in relation to the Rights Offer for the purpose of section 615 of the Corporations Act. The rights to subscribe for New Securities under the Rights Offer (i.e. the Entitlements) that would have been made available to Ineligible Shareholders will form part of the shortfall offer.	Section 2.9
Will the new shares be tradeable?	No, none of the Company's Securities are traded or quoted on any licenses or recognised securities exchange	Section 4

<table>
<tr><th>Question</th><th>Response</th><th>Where to find more information</th></tr>
<tr><td>How will the proceeds of the Offer be used?</td><td>
<table>
<tr><th>Use of funds</th><th>Full subscription ($)</th></tr>
<tr><td>Shark Barrier supply chain</td><td>950,000</td></tr>
<tr><td>Inventory Growth</td><td>650,000</td></tr>
<tr><td>General working capital[1]</td><td>870,005</td></tr>
<tr><td>Costs of the Offers[2]</td><td>26,600</td></tr>
<tr><td>Total</td><td>2,496,605</td></tr>
</table>
Notes:
1. Working capital includes but is not limited to inventory, corporate administration and overhead costs, and may be applied to other expenses such as legal, tax and audit fees, insurance and travel costs, share registry costs, Directors' fees, and regulatory compliance costs and expenses.
2. Costs of the Offers include costs identified in Section 7.3.

The above table illustrates the proposed allocation of the funds raised through the Offers as at the date of this Prospectus. The Directors reserve the right to use the funds received as they see fit to meet the needs of the Company.
</td><td>Section 2.3</td></tr>
<tr><td>What are the key risks of a subscription under the Offer?</td><td>
The business, assets and operations of the Company are subject to certain risk factors that have the potential to influence future operating and financial performance. These risks can impact on the value of investments in the securities of the Company.

The Board aims to manage these risks by carefully planning its activities and implementing risk control measures. However, some risks are highly unpredictable and difficult to effectively manage.

Set out below are specific risks the Company is exposed to. Further risks associated with an investment in the Company are outlined in Section 6.

1. Operating History

Although the Company was incorporated in 1999, it is essentially an early- stage business venture with revenues and an operating history showing financial losses. Whilst the electrical shark deterrent product category has had products commercially available for some twenty years, the market acceptance and adoption rates to-date are low, primarily due to a lack of education and awareness of the category, and a lack of understanding of the product efficacy.

2. Intellectual property

The Shark Shield Technology electrical field cannot be patented because the electrical waveform is based on a previous patent that expired in 2016. Future patents are subject to contestation. The Company relies heavily on independent
</td><td>Section 6</td></tr>
</table>

Question	Response	Where to find more information
What are the key risks of a subscription under the Offer?	peer reviewed scientific research and the 'first mover' advantage gained by being the innovator of the product category. **3. Key person risk** Ocean Guardian was purchased in 2012 by entities controlled by Lindsay Lyon and Amanda Wilson, built on their knowledge and experience. Mr. Lyon has contributed significantly to the Company's intellectual property. He has an employment agreement in place to continue to build and grow the Company. Should Mr. Lyon leave, or his contract is terminated in accordance with established terms, there is a risk that the Company may struggle to attract appropriately qualified staff to replace him. This risk is minimised by providing appropriate incentives to encourage all employees to work towards the continued growth and success of the Company, such as the offer of performance shares and options. **4. Uncertainty of future profitability** Whilst the Company reported a positive EBITDA in 2021, the future success of its operations relies on the ability to attract more consumers and commercial users of its products. The inability to attract such consumers and users will affect its earnings. While the Company has been successful in attracting consumers in the scuba diving, spearfishing/freediving, ocean kayak fishing and surfing industries this may not necessarily translate into successful adoption in other products in other markets. Furthermore, the Company's profitability will be impacted by its ability to successfully execute its commercialisation and growth strategies, economic conditions in the markets in which it operates, competitive factors and regulatory developments. Accordingly, the extent of any future profits is uncertain. **5. Research and development** The Company's future product lines are subject to continued research and development (R&D). There is no guarantee that the Company will be able to achieve its desired outcomes based on R&D either to enhance its existing products and adapt to new and emerging technologies or to develop innovative products to launch into new markets. Failure to undertake and complete R&D activities, anticipate market and technology trends and technical problems, or estimate research costs/ timeframes accurately may adversely affect the Company's results and viability. Further, even if the Company achieves its contemplated R&D of its products successfully, there is no guarantee of market acceptance, or that its enhanced supply will result in increased sales, which may have a negative effect on its revenue.	

Question	Response	Where to find more information
What are the key risks of a subscription under the Offer?	**6. Technology Risk** Technology markets, by their very nature, are a continuously evolving environment. To succeed, the Company will need to research, develop, design, manufacture, assemble and improve its current supply as well as engineer new products suitable for existing and potential markets. The Company cannot guarantee that it will be able to engage in researching and developing its existing (and new) products to meet the changing needs of its consumers, and new and emerging technologies. At the same time, products and technologies developed by others may render its products and systems obsolete or non-competitive, which could distress the business, operating results and financial prospects. In these circumstances, the Company will be required to commit resources to develop, acquire and deploy new Technologies, and to ensure it stays competitive. **7. Competition** The markets in which the Company operates are competitive, particularly due to the lucrative government grants, rebates and commercial contracts that may become available in the beach protection and fish farming industries. While management will try to manage this risk with continued product innovation and a targeted marketing strategy, competition may arise from several sources including businesses with greater capital resources. The Company's performance could be adversely affected if existing or new competitors reduce its market share through technology development, marketing and increased product or technology offerings, or through price reduction for alternatives. **8. Regulatory** The Western Australian Government Shark Deterrent Rebate program introduced in 2016 has no guarantee of continuation, or that other states such as New South Wales, Queensland, federal or international governments will adopt a similar initiative. **The above list should not be taken as exhaustive of the risks faced by the Company, and you should refer to the additional risk factors in Section 6 of this Prospectus before deciding whether to apply for Shares pursuant to this Prospectus.**	

Question	Response	Where to find more information
Directors' Interests and Participation	Directors who are Shareholders may accept all or part of their Entitlements under the Rights Offer.	Section 2.5
Is the Offer subject to any conditions?	No, the Offer is not subject to any conditions.	Section 2.1(d)
Can I accept part of my Entitlement?	Yes. Eligible Shareholders may accept all or part of their Entitlements under the Offer.	Section 2.6
How will fractional entitlements be dealt with?	Fractional entitlements to New Securities will be rounded down to the nearest whole number.	Section 2.1(a)
Can I sell my Entitlements under the Offer?	No, the Entitlement to New Securities pursuant to the Rights Offer is non-renounceable. Accordingly, Entitlements may not be disposed of or traded in whole or in part.	Section 2.1(c)
What happens if Eligible Shareholders don't accept their Entitlement?	Any Entitlement not subscribed for by Eligible Shareholders will form part of the Shortfall Offer.	Section 2.2
How will the Shortfall Securities be allocated?	Any Entitlements not taken up by Eligible Shareholders will become available under the Shortfall Offer. The Directors reserve the right to place any Shortfall Securities at their absolute discretion within 3 months of the Closing Date. The Directors will endeavour to allot the Shortfall Securities to a spread of investors, in order to mitigate any control effects which may arise from issuing the Shortfall Securities to a single or small number of investors. Further, no Shortfall Securities will be issued if it would result in any person acquiring voting power in the Company of 20% or more, or increasing existing voting power from a starting point that is above 20%, except as permitted by law.	Section 2.2(c)
How can I obtain further advice?	If, after reading this Prospectus, you have any questions about the New Securities being offered or any other matter, then you should consult your professional advisers without delay.	
How can I obtain further information?	Investors can contact the Company Secretary on +61 2 9979 1748 at any time between 8:30 am and 5:00 pm (AEST) Monday to Saturday until the Closing Date.	

2. Details of the Offers

2.1 Rights Offer

(a) Offer

Under the Rights Offer, Eligible Shareholders are invited to participate in a pro-rata non-renounceable rights issue to raise up to $2,496,605 (before costs) at an issue price of $0.08 per New Share on the basis of one (1) New Share for every two (2) Shares held at the Record Date. Fractional entitlements to New Securities will be rounded up to the nearest whole number.

All New Shares issued pursuant to the Rights Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Further details of the rights and liabilities attaching to the New Shares are set out in Section 6.2.

Eligible Shareholders may apply for New Shares but are not required to do so.

Please refer to Section 4 for details on how to accept an Entitlement and apply for New Shares under the Rights Offer.

(b) Entitlement and eligibility

All Shareholders with a registered address in Australia or New Zealand and who are registered as the holder of Shares at the Record Date of **5:00pm (AEST) on Saturday, 23 June 2023** are Eligible Shareholders. The Rights Offer is made to Eligible Shareholders only.

The Rights Offer is not extended to Shareholders who do not have a registered address in Australia and New Zealand (i.e. Ineligible Shareholders).

The number of New Shares to which Eligible Shareholders are entitled (i.e. their Entitlement) is shown on each Eligible Shareholder's personalised Acceptance Form accompanying this Prospectus.

Where the determination of the Entitlement of any Eligible Shareholder results in a fraction of a New Share, such fraction will be rounded up to the nearest whole number.

An Eligible Shareholder's Entitlement to participate in the Rights Offer will lapse if not accepted by the Closing Date. Any New Shares not applied for will form part of the Shortfall.

The Company reserves the right (in its sole discretion) to:

- reject any Acceptance Form that it believes comes from a person who is not an Eligible Shareholder; and
- reduce the number of New Shares allocated to Eligible Shareholders, or persons claiming to be Eligible Shareholders, if their claim to be entitled to participate in the Rights Offer proves to be false, exaggerated or unsubstantiated.

The Company also reserves the right to withdraw the Rights Offer at any time before the New Securities are issued pursuant to it. In that event, relevant Application Monies will be refunded without interest in accordance with the Corporations Act.

(c) **No rights trading**

The Rights Offer is non-renounceable. Eligible Shareholders may not sell or transfer their Entitlements under the Right Offer. If Eligible Shareholders do not take up their Entitlements under the Rights Offer by the Closing Date, their Entitlements will lapse.

(d) **Minimum subscription**

The Rights Offer is not subject to any minimum subscription condition or requirement.

(e) **Underwriting**

The Rights Offer is not underwritten.

2.2 Shortfall Offer

(a) **Shortfall**

Any Entitlement not taken up under the Rights Offer, and any New Securities to which Ineligible Shareholders would have been entitled to if they were Eligible Shareholders, will comprise the Shortfall.

(b) **Offer**

The Shortfall Offer is a separate offer made pursuant to this Prospectus and will remain open for 6 months after the Closing Date. The issue price for each New Share to be issued under the Shortfall Offer is $0.08 per New Share, being the price at which the New Shares are being offered under the Rights Offer (**Shortfall Offer**).

Under the Shortfall Offer, Eligible Shareholders can apply for New Securities by completing the appropriate section on the Acceptance Form. There is no guarantee that Eligible Shareholders will receive the number of New Securities they apply for under the Shortfall Offer.

Other investors who are not Eligible Shareholders may also apply for New Securities by requesting, completing and returning an application form from the Company.

All New Shares issued pursuant to the Shortfall Offer will be issued as fully paid and will rank equally in all respects with the Existing Shares on issue. Further details of the rights and liabilities attaching to the New Shares are set out Section 6.2.

The Shortfall Offer is not underwritten.

The Company reserves the right to reject any Acceptance Form or to allocate any Eligible Shareholder fewer New Securities under the Shortfall than the number applied for.

The Company also reserves the right to withdraw the Shortfall Offer at any time before New Securities are issued pursuant to it.

Please refer to Section 4 for details on how to apply for New Securities under the Shortfall Offer.

(c) **Allocation policy and scale back**

In the event that applications for New Securities under the Shortfall Offer exceed the total amount of the Shortfall, the Directors will have discretion as to how to allocate the Shortfall. In exercising this discretion:

- the Directors propose to allocate the Shortfall to both new investors and Eligible Shareholders in a manner considered appropriate to applicants having regard to the best interests of the Company and the Company's desire to maximise the funds raised from the Offers;

- Eligible Shareholders are encouraged to apply for the Shortfall, but in allocating the Shortfall, preference will not necessarily be conferred on Eligible Shareholders;

- where the Directors consider it is in the best interests of the Company to allocate any portion of the Shortfall to a particular applicant or to particular applicants in order to maximise the total funds raised from the Offers, the Directors may do so. This may result in preference being given to an application from a new investor who is not an Eligible Shareholder;

- subject to the above, to the extent that applications for the Shortfall are made by Eligible Shareholders, as between those Eligible Shareholders, the Directors will generally endeavour to allocate the Shortfall in a manner which is considered fair to those applicants, having regard to their existing shareholding interests;

- the Directors will not allocate any portion of the Shortfall to an applicant who is a 'related party' of the Company in priority to, or to the exclusion of, any other applicant;

- the Company will not allocate New Shares under the Shortfall Offer to the extent that an applicant's voting power in the Company, together with that applicant's Associates, exceeds the takeover thresholds in the Corporations Act (i.e., acquiring voting power of 20% or more in the Company, or increasing an existing controlling voting power of more than 20%), subject to certain exceptions permitted by law; and

- the Directors will not otherwise exercise their discretion regarding allocation of the Shortfall in a manner likely to exacerbate a potential unacceptable control effect, except to the extent they consider necessary (acting reasonably) to prevent the issue of New Shares contrary to law.

If an Eligible Shareholder does not receive any or all of the New Shares applied for under the Shortfall Offer, the excess Application Monies will be returned to them without interest.

2.3 Purpose of the Offers

The purpose of the Offers is to raise up to up to $2,496,605 (before payment of costs) to fund the Improvements in Shark Barrier supply chain, inventory and for general working capital. In addition, the funds will be used to further progress the Company's existing product portfolio.

The following indicative table sets out the proposed used of funds raised under the Offers over the 12-month period following completion of the Offers:

Proceeds of the Offer	Full subscription $	% of funds
Shark Barrier Supply Chain	950,000	38.05
Inventory	650,000	26.04
General working capital[1]	870,005	34.84
Costs of the Offers[2]	26,600	1.07
Total	**2,496,605**	**100.00**

Notes:

1. Working capital includes but is not limited to corporate administration and overhead costs, and may be applied to other expenses such as legal, tax and audit fees, insurance and travel costs, share registry costs, Directors' fees, and regulatory compliance costs and expenses.
2. Costs of the Offers are listed in Section 8.2.

The information set out in the above table is a statement of the Directors' present intentions as at the Prospectus Date. Intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. Accordingly, the Directors reserve the right to alter how the funds raised will be applied.

2.4 No Lead Manager & No ASX Quotation

The Company has not appointed a Lead Manager, this is a company managed Rights Issue. The Company is not admitted to any securities exchange and none of its securities are quoted. No application will be made by the Company to quote or trade any of its securities issued in the prospectus.

2.5 Directors' interest and participation

The table below sets out the Directors' relevant interest in the securities of the Company as at the Prospectus Date and their Entitlements (subject to rounding). The Directors may accept all or part of their Entitlements under the Rights Offer.

Name	Existing Shares	Existing Options	Existing Performance Rights[4]	Entitlement to New Shares	Amount ($)
Alan Broome[1]	1,105,500	0	0	552,750	44,220
Lindsay Lyon[2]	14,370,250	0	2,070,000	7,185,125	574,810
Amanda Wilson[3]	10,325,500	0	0	5,162,750	413,020

Notes:

1. Mr Broome's current holdings are as follows:
   (a) 1,105,500 Shares held indirectly by Mr Broome through B & H Consulting & Engineering Pty Ltd
2. Mr Lyon's current holdings are as follows:

(a) 13,870,250 Shares held indirectly by Mr Lyon through Hudson Street Nominees Pty Ltd A/C Hudson Street Family Trust;

(b) 500,000 Shares held indirectly by Mr Lyon through A/C Lyonpark Superannuation Fund;

(c) 2,070,000 Performance Rights subject to various vesting conditions held directly by Mr Lyon.

3. Mrs Wilson's current holdings are as follows:

(a) 10,325,500 Shares held directly by Mrs Wilson

2.6 Acceptances

The Rights Offer may be accepted in whole or in part prior to the Closing Date subject to the rights of the Company to extend the Offer period or close the Offers early.

Cooling-off rights do not apply to an investment in New Securities. An Eligible Shareholder cannot, in most circumstances, withdraw acceptance of their Entitlement.

2.7 Timetable

The indicative timetable for the Offers is set out in the Key Information section on page 1.

2.8 New Zealand resident Shareholders

The Rights Offer is made to Eligible Shareholders with an address in New Zealand, in reliance on the *Financial Markets Conduct Act 2013* (New Zealand) and the *Financial Markets Conduct (Incidental Offers) Exemption Notice 2016*.

The New Securities are not being offered or sold to the public within New Zealand other than to such Eligible Shareholders.

This Prospectus has been prepared in compliance with Australian law and has not been registered, filed with or approved by any New Zealand regulatory authority.

This Prospectus is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain.

2.9 Ineligible Shareholders

The Offers are not made to Shareholders who on the Record Date have a registered address outside Australia or New Zealand (**Ineligible Shareholders**).

Neither the Prospectus nor the Acceptance Form constitutes 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.

In making the decision to not extend the Offers to Ineligible Shareholders, the Company has taken into account:

- the small number Shareholders outside Australia and New Zealand;
- the number and value of New Shares that would be offered to Shareholders outside Australia and New Zealand; and
- the cost of complying with the legal requirements and requirements of regulatory authorities in the overseas jurisdictions.

2.10 Nominees, custodians and trustees

The Offers are made to all Eligible Shareholders. The Company is not required to determine whether or not any registered Eligible Shareholder holds Shares on behalf of persons who are residents outside Australia or New Zealand (including nominees, custodians and trustees) or the identity or residence of any beneficial owners of Shares.

Any Eligible Shareholders who hold Shares on behalf of persons who are residents outside Australia and New Zealand are responsible for ensuring that any dealing with New Shares issued under the Rights Offer do not breach the laws and regulations in the relevant overseas jurisdiction, and should seek independent professional advice and observe any applicable restrictions relating to the taking up of Entitlement or the distribution of this Prospectus or the Acceptance Form.

Persons acting as nominees, trustees, or custodians for other persons must not take up any Entitlements on behalf of, or send any documents related to the Offers to, any person in any jurisdiction where it is unlawful to do so, or to any person that is acting for the account or benefit of a person in any jurisdiction where it is unlawful to do so. By applying for New Shares under this Prospectus, including by submitting an Acceptance Form or making a payment using BPAY®, a nominee, trustee or custodian represents and warrants this is the case.

The Company is not required to determine whether or not a registered holder or investor is acting as a nominee, trustee or custodian or the identity or residence of any beneficial holder of Shares.

Where any person is acting as a nominee, trustee or custodian for a foreign person, that person, in dealing with its beneficiary, will need to assess whether indirect participation in an Offer by the beneficiary complies with applicable laws.

2.11 Allotment and Application monies

New Securities will be issued only after all Application Monies have been received. It is expected that New Securities will be issued on Saturday, 5 August 2023.

All Application Monies will be deposited into a bank account of the Company and held in trust for applicants until the Shares are issued or Application Monies returned. Any interest that accrues will be retained by the Company and will not be paid to applicants.

3. Effect of the Offers

3.1 Effect on capital structure

The table below sets out the potential effect of the Offers on Ocean Guardian's capital structure, assuming no further Shares are issued (including on the exercise of Options or vested Performance Rights) prior to the close of the Offers, assuming scenarios for half and full subscription under the Offers.

Security type	Number on 50% Subscription	Percentage of total %	Number Full Subscription	Percentage of total %
Shares				
Shares currently on issue	62,415,113	80.00	62,415,113	66.67
Maximum New Shares offered under Offers	15,603,784	20.00	31,207,568	33.33
Total Shares after completion of the Offers	**78,018,897**	**100.00**	**93,622,681**	**100.00**
Performance Rights				
Performance Shares currently on issue	2,070,000[1]	100.00	2,070,000	100.00
Performance Shares offered under Offers	N/A	N/A	N/A	N/A
Total Performance Rights after completion of the Offers	**2,070,000**	**100.00**	**2,070,000**	**100.00**

Notes:

1. A total of 2,070,000 Performance Shares were issued on 15 January 2021. Performance Shares will convert to Shares on the Company listing on a stock exchange or a trade sale.

3.2 Details of Substantial Shareholders

(a) Existing substantial Shareholders

As at Prospectus Date, those persons who, together with their Associates, have a voting power of 5% or more of the Shares on issue are set out below.

Name	Existing Shares	Current voting power %
Lindsay Lyon	14,370,250	23.02
Amanda Wilson	10,325,500	16.54
Zalloua Super Pty Ltd	3,391,875	5.43
J.P.S. Resources Pty Ltd	3,220,000	5.16

Note: None of the above substantial Shareholders currently holds any Options.

(b) **Potential holdings after the Offers**

The table below shows the maximum potential holdings of the substantial Shareholders if they take up their Entitlements in full, as well as their potential voting powers in scenarios where all other Eligible Shareholders take up all, half and none their Entitlements. The Directors consider it extremely unlikely that no other Eligible Shareholder would participate in the Offers.

Name	Maximum potential holding after Offers		Potential voting power		
	Shares	Options	Full subscription by other Eligible Shareholders	Half subscription by other Eligible Shareholders	Nil subscription by other Eligible Shareholders
Lindsay Lyon	21,555,375	0	23.02%	25.11%	27.61%
Amanda Wilson	15,488,250	0	16.54%	18.04%	19.84%
Zalloua Super Pty Ltd	5,087,813	0	5.43%	5.93%	6.52%
J.P.S. Resources Pty Ltd	4,830,000	0	5.16%	5.63%	6.19%

Notes:

1. The maximum potential holding of Shares and voting power in the table above are estimates only based on the Directors' allocation policy in Section 2.2(c) and having regard to the restrictions on increasing voting power under section 606 of the Corporations Act.
2. The substantial Shareholders that have a voting power above 20% are restricted from participating in the Shortfall Offer by section 606 of the Corporations Act to the extent that their respective voting power increases.
3. Other than as disclosed in substantial holder notices by the substantial Shareholders, the Directors are not aware of any substantial Shareholders being associates of each other for the purposes of the Corporations Act.

The table above demonstrates that, in the event that all Entitlements are accepted by all Eligible Shareholders, there will be no change to the relevant interests of the substantial Shareholders on completion of the Rights Offer.

The Directors do not propose to accept any applications under the Shortfall Offer by substantial Shareholders that have a voting power above 20% but reserve the right to do so to the extent permitted by the Corporations Act. In any event, such Shareholders are subject to certain restrictions under section 606 of the Corporations Act which would limit their ability to participate in the Shortfall Offer.

At the Prospectus Date, the Directors are not aware of any substantial Shareholder's intention to participate in either Offer.

3.3 Dilution

Eligible Shareholders should note that if they do not participate in the Rights Offer, their holdings may be diluted from the issue of New Shares by up to approximately 33.33% as a result of the Offers compared to their holdings and number of Shares on issue as at the Prospectus Date.

The dilutive effect of the Offers will ultimately depend upon the level of subscription.

3.4 Effect of the Offers on control of the Company

(a) General

The maximum total number of New Shares proposed to be issued under the Offers is 31,207,568 which will constitute 33.33% of the Shares on issue following completion of the Offers (assuming no other Shares are issued prior to the Record Date).

The potential effect of the Offers on the control of the Company, and the consequences of that effect, will depend on number of factors, including investor demand and Existing Shareholdings.

Having regard to the composition of the Company's share register, the terms of Offer, the potential effects that the Offers may have on the control of the Company are summarised below:

- If all Eligible Shareholders take up their Entitlements, each Eligible Shareholder's percentage in the total issued Shares of the Company will not be diluted and will remain the same. In such instance, control of the Company would not be affected.
- In the more likely event that not all Eligible Shareholders subscribe for their full Entitlements (i.e. there is a Shortfall), those Eligible Shareholders who do not subscribe for their full Entitlements under the Rights Offer and Ineligible Shareholders unable to participate in the Rights Offer will be diluted, whereas the voting power of those Shareholders who subscribe for some or all of their Entitlements will increase.
- The proportional interests of Ineligible Shareholders will be diluted because they not entitled to participate in either Offer.
- Shareholders who accept their Entitlement in full and also apply under the Shortfall Offer may increase their interests beyond their Entitlement. This could result in the dilution of holdings of those who failed to accept their Entitlements in full and those who failed to apply for additional New Shares.

Other than as outlined in Section 3.4(b), the Directors do not consider that the Offers will have any material impact on the control of the Company. Other than the information set out in Section 3.2, no person would increase their voting power above 20% as a result of acceptance of an Entitlement. In respect of any Shortfall, New Securities will only be issued to an applicant where the Directors are satisfied that the issue of the New Shares will not result in a person's and their Associates' voting power increasing above 20% or increasing from a starting point which is already above 20%. Notwithstanding, the Directors reserve the right to rely on any relevant exception to the takeover threshold in the Corporations Act.

(b) Substantial Shareholders

The substantial Shareholders of the Company and their respective voting powers are noted in Section 3.2. At the Prospectus Date, the Directors are not aware of any substantial Shareholder's intention to participate in either Offer.

If either of the two largest Shareholders participates in the Rights Offer, and the Offers do not close fully subscribed, their voting power will increase by approximately 4% (see Section 3.2). These Shareholders currently have voting powers of 23.02% and 16.54% respectively. While the Board does not consider either Shareholder has effective control of the Company, their shareholdings are material in relation to the outcome of voting on resolutions at general meetings of the Company. Further, either of these Shareholders could not prevent a special resolution (which requires at least 75% of the votes cast by members present and entitled to vote on the resolution) on a matter being passed.

Importantly, the Directors do not propose to accept any applications by any of these substantial Shareholders under the Shortfall Offer.

(c) **Rights issue exception to takeover prohibition**

Section 606 of the Corporations Act prohibits a person from acquiring a 'relevant interest' in the issued voting shares of a company where, because of a transaction in relation to securities of that company, a person's voting power in the company increases from 20% or below to more than 20%, or from a starting point that is above 20% and below 90%.

A 'relevant interest' focuses on a person's capacity to exercise a degree of influence over securities of a public company, whether through legally enforceable or other means. It is not limited to ownership of securities and considers arrangements which given rise to power or control over the voting or disposal of securities.

Section 611 of the Corporations Act sets out certain exceptions to the general prohibition on exceeding the takeover threshold. One of these exceptions is item 10 of section 611 provides an exception for an acquisition pursuant to a rights issue, provided that the following conditions are satisfied:

- the issuer offers the securities to every person who holds securities in a particular class on a pro-rata basis;
- all of those persons have a reasonable opportunity to accept the offer made to them;
- agreements to issue are not entered into until the closing date of the offer; and
- the terms of all offers are the same.

As noted in Sections 3.2 and 3.4(b), the Company's largest Shareholder has existing voting power and relevant interests of above 20%. Taking up their Entitlements may result in this Shareholder further increasing his voting power and relevant interests from a starting point that is above 20% and below 90%.

3.5 **Effect on financial position**

The principal effect of the Offers will be to increase the Company's cash on hand by up to $2,496,605 (before costs of the Offers).

To illustrate the effect of the Offers on the financial position of the Company, set out below is the unaudited Statement of Financial Position of the Company and the unaudited Pro-forma Statement of Financial Position, both as at 31 March 2023. Each has been prepared on the basis of the accounting policies normally adopted by the Company.

				Unaudited
	Unaudited	**Full Subscription**		**Proforma**
CURRENT ASSETS	**31 Mar 2023**	**Offer**	**Costs**	**31 Mar 2023**
Cash and cash equivalents	75,479	2,496,605	(26,600)	2,545,484
Trade and other receivables	188,275			188,275
Inventories	484,835			484,835
Other current assets	668,468			668,468
Total Current Assets	**1,417,057**	**2,496,605**	**(26,600)**	**3,887,062**
NON-CURRENT ASSETS				
Property, plant & equipment	267,682			267,682
Intangible assets	983,418			983,418
Total Non-Current Assets	**1,251,100**	**-**	**-**	**1,251,100**
TOTAL ASSETS	**2,668,157**	**2,496,605**	**(26,600)**	**5,138,162**
CURRENT LIABILITIES				
Trade and other payables	1,510,010			1,510,010
Borrowings	806,496			806,496
Provisions	137,271			137,271
Other current liabilities	103,643			103,643
Total Current Liabilities	**2,557,420**	**-**	**-**	**2,557,420**
NON-CURRENT LIABILITIES				
Borrowings	1,829,384			1,829,384
Provisions	6,233			6,233
Total non-Current Liabilities	**1,835,617**	**-**	**-**	**1,835,617**
TOTAL LIABILITIES	**4,396,037**	**-**	**-**	**4,396,037**
NET ASSETS / (LIABILITIES)	**(1,724,880)**	**2,496,605**	**(26,600)**	**745,125**
EQUITY				
Issued capital	12,326,154	2,496,605		14,822,759
Reserves	17,440			17,440
Accumulated losses	(14,068,474)		(26,600)	(14,095,074)
TOTAL EQUITY	**(1,724,880)**	**2,496,605**	**(26,600)**	**745,125**

In addition, the unaudited Pro-Forma Statement of Financial Position has been prepared on the basis of the following assumptions:

- as if the Offers were in effect on 31 March 2023;
- no further Shares are issued other than all New Shares under this Prospectus or as set out in this section;
- the Rights Offer is fully subscribed; and
- costs of the Offers will be $26,600 as described in Section 8.2.

3.6 Effects of the Offers on activities

The issue of New Shares under the Offers will provide funds for the purposes set out in Section 2.3.

Following the Offers, the Company intends to continue to operate and develop its business activities and the Shark Barrier as described in Section 5.

4. Accepting the Offers

4.1 Action in relation to the Offers

The number of New Securities to which each Eligible Shareholder is entitled is shown on the personalised Acceptance Form accompanying this Prospectus.

An Eligible Shareholder may do any of the following:

- accept their Entitlement in full;
- accept their Entitlement in full and apply for New Securities under the Shortfall Offer;
- accept part of their Entitlement and allow the balance to lapse; or
- allow all of their Entitlement to lapse.

4.2 Accepting Entitlements in full or in part

To accept Entitlement in full or in part, an Eligible Shareholder may either:

- complete the Acceptance Form for the number of New Securities that the Eligible Shareholder wishes to apply for in accordance with the instructions on the form, and return the completed form together with a cheque or money order for the Application Monies to the Share Registry; or
- make a payment through the BPAY® facility for the number of New Securities that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Acceptance.

The Company encourages Eligible Shareholders to use BPAY® to enable efficient payments and processing of applications.

4.3 Accepting Entitlements in full and applying for New Securities under the Shortfall Offer

Eligible Shareholders who wish to accept their Entitlement in full and apply for New Securities under the Shortfall Offer may either:

- complete the Acceptance Form for all of their Entitlement **AND** specify on that form the number of New Securities that the Eligible Shareholder wishes to apply for under the Shortfall Offer in accordance with the instructions on the form, and return the completed form together with a cheque or money order for the Application Monies to the Share Registry – see Section 4.6); or

- make a payment through the BPAY® facility for all of their Entitlement and the number of New Securities that the Eligible Shareholder wishes to apply for in accordance with the instructions on the Acceptance Form – see Section 4.5.

The allocation and issue of New Securities under the Shortfall Offer will be determined by the Board in its discretion. The allocation policy in relation to the Shortfall Offer is set out in Section 2.2(c).

4.4 Entitlements not taken up

Eligible Shareholders who do not wish to accept any of their Entitlement are not required to take any action.

If an Eligible Shareholder does not accept all of their Entitlement, then:

- the balance of those Entitlement will lapse and the New Shares that are not subscribed for will form part of the Shortfall; and
- their percentage shareholding in the Company will be diluted and reduced.

4.5 Acceptance by BPAY®

Eligible Shareholders who wish to accept their Entitlement, or accept their full Entitlement and apply for New Securities under the Shortfall, using BPAY® should follow the instructions on the Acceptance Form which includes the 'Biller Code' and the Eligible Shareholder's individual 'Customer Reference Number'. Eligible Shareholders do not need to return the Acceptance Form if they pay using BPAY®.

Eligible Shareholders can only make payment using BPAY® if they have an account with an Australian financial institution that supports such transactions.

Eligible Shareholders must ensure to use the specific 'Biller Code' and 'Customer Reference Number' on their individual Acceptance Form. A form may not be accepted if these details are incorrect. The 'Customer Reference Number' is used to identify each Eligible Shareholder's holding.

Eligible Shareholders with more than one holding of Shares may receive multiple 'Customer Reference Numbers'. Such Eligible Shareholders can apply under one or more of their holdings using their unique reference number applicable to that holding.

Payments must be made in Australian dollars for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Offer Price (i.e. $0.08 per New Share).

If BPAY® is used, an Acceptance Form **does not** need to be submitted to the Company. However, by paying Application Monies, the Eligible Shareholder will be taken to have made the declarations on the Acceptance Form. If payment is not received for the full Entitlement, an Eligible Shareholder will be deemed to have taken up their Entitlement in respect of such whole number of New Shares that is covered by their Application Monies.

BPAY® payments of Application Monies must be received before **5:00pm (AEST) on the Closing Date**.

Eligible Shareholders should take into account, when applying for New Shares, that their individual financial institutions may implement earlier cut-off times for BPAY® payments. It is an Eligible Shareholder's responsibility to ensure that the Application Monies are received before the Closing Date.

4.6 Lodging your Acceptance Form in person or by post

Unless payment is made using BPAY® as outlined above, a completed Acceptance Form must be accompanied by a personal cheque or money order, payable in Australian dollars, for an amount equal to the number of New Shares for which the Eligible Shareholder wishes to apply, multiplied by the Offer Price, being $0.08 per New Share.

Cheques or money orders must be made payable to "Ocean Guardian Holdings Limited" and should be marked "Not Negotiable".

Completed Acceptance Forms and accompanying cheques or money orders must be received by the Company before **5:00pm (AEST) on the Closing Date** at either of the following addresses:

Delivery	Post
Ocean Guardian Holdings Limited Factory 1, 6A Prosperity Parade Warriewood NSW 2102	Ocean Guardian Holdings Limited Factory 1, 6A Prosperity Parade Warriewood NSW 2102

An Acceptance Form does not need to be signed to be a binding acceptance of New Shares. If the Acceptance Form is not completed correctly, it may still be treated as valid. The Company's decision as to whether to treat a form as valid and how to construe, amend or complete the form is final.

4.7 Applications under Shortfall Offer by investors other than Eligible Shareholders

Persons who are not Eligible Shareholders may apply for New Securities under the Shortfall Offer by invitation from the Company, or by contacting the Company to request an application form and submitting the form in accordance with the instructions provided by the Company.

4.8 Application Monies to be held on trust

Application Monies will be held by the Company in trust in accordance with the requirements of the Corporations Act until the New Shares to which the Application Monies pertain are issued under an Offer, or a refund of Application Monies occurs in the circumstances described in this Prospectus.

The Company will retain any interest earned on Application Monies, including in the event of any refund of Application Monies.

4.9 No brokerage

Brokerage or transfer/stamp duty is not payable in relation to the Offers.

5. Business Overview

5.1 Company Overview

Ocean Guardian is a leading shark deterrent technology company and manufactures a range of devices powered by Shark Shield Technology. The unique proven technology is used to create a powerful three-dimensional electrical field to deter sharks without causing any harmful effects on sharks, humans, and other marine life. The current products and accessories on offer can be used for diving, surfing, boating, fishing and ocean barriers to replace traditional shark nets and drumlines.

Ocean Guardian's business model is centred on the following key components:

- Unique proven technology supported by numerous peer reviewed research papers
- Government technology endorsement and desire to remove shark nets and drumlines
- Trusted products to enhance ocean experience and provide peace of mind
- Strong environmental focus to prevent unnecessary killing of animals from environmentally fatal shark nets, drumlines and culling

Ocean Guardian has a broad range of global customers and operates in the direct to business and direct to consumer markets across Australia and USA. With the number of shark attacks increasing each year, there is a critical need to start implementing shark mitigation strategies globally.
The Western Australian Government is a leader in this initiative and has implemented a subsidy scheme on personal shark deterrent devices, including two of Ocean Guardian's products.

Ocean Guardian's products are the result of over twenty years of scientific research by leading experts in sharks, with the sole focus on creating quality and reliable products trusted by ocean goers globally.

5.2 Company History

The original waveform used in the Company's shark repelling technology was devised by three inventors, Graeme Charter, Sherman Ripley and Norman Starkey, and released in 1995 by POD Holdings Ltd, a joint venture company partly owned by the Natal Sharks Board and the South African Government.

This joint venture resulted in the world's first electrical shark deterrent product the Shark POD. In 2001, the KwaZulu-Natal Sharks Board ceased distribution of the Shark POD and licensed the worldwide rights to the intellectual property to the Company. This agreement ceased when the KwaZulu-Natal original wave-form patent expired in 2016.

The product range using Shark Shield Technology was further developed by Ocean Guardian (formerly SeaChange Technology Holdings Pty Ltd) and commercialised by its trading company Shark Shield Pty Ltd which was established in October 2006.
SeaChange Technology Holdings Pty Ltd changed its name to Ocean Guardian Holdings Limited in 2018 with Shark Shield Pty Ltd trading as Ocean Guardian and the products branded Ocean Guardian.

In 2007, Ocean Guardian introduced the third generation of products to replace its first products the FREEDOM4 and DIVE01, expanding the range of products offered to include the SCUBA7 (replaced the DIVE01) and introducing two new designs: the FREEDOM7 (replaced the FREEDOM4), a versatile option that could be used by a broad range of ocean- users, including scuba divers, spearfishermen, boaters and kayakers and the world's first surfer shark protection, the SURF7, designed to be fitted onto a surfboard or stand-up paddleboard.

In 2016, utilising a $300,000 research and development grant funding from the Western Australian Government, Ocean Guardian announced the FREEDOM+ Surf a product designed in partnership with two times World Champion surfer Tom Carroll and leading surf hardware company Ocean & Earth specifically designed for surfers.

In January 2019 the Company announced the world's first handheld electrical shark deterrent called the eSPEAR, designed primarily for spearfishermen, divers and snorkellers. The Ocean Guardian product line was further expanded to include a boating product to create a safe protecting swimming area around vessels, and two fishing products to assist both recreational and commercial fishermen.

In early 2021, the Company entered into an exclusive territory distribution agreement with the South African Government's Defence Supply Agency Armscor, to market and sell the LR1000 Shark Barrier under the Ocean Guardian brand name. Exclusive territories include for the Company's key markets of Australia, North America, South America, New Zealand, Reunion Island, Middle East, amongst others. The LR1000 has been developed and tested for approximately six years with the project led by the Armscor's division Institute of Maritime Technology (IMT) which specialises in primarily defence and sub-sea marine technologies. The LR1000 has been designed for large scale protection for beaches, resorts and aquaculture.

5.3 Shark Shield Technology

Sharks and rays (chondrichthyans) have small gel filled sacs knows as the ampullae of Lorenzini located in their snouts. They use these short-range sensors when searching for food at close range, typically less than 50 centimetres. The Shark Shield Technology creates a three-dimensional electrical field that causes an unpleasant sensation impacting the shark's ampullae of Lorenzini.

The electrical field is emitted from the device by a current passed between two electrodes, which creates an electrical field surrounding the user. Both electrodes must be immersed in sea water to create the electrical field. The electrode configuration and subsequent electrical field can be modelled with Finite Element Software to determine the output coulombs generated by the device.

When the shark comes into proximity of the electrical waveform (typically elliptical in shape and a few metres in diameter), it experiences non-damaging but uncontrollable spasms in the electrical receptors causing it to turn away. Shark Shield Technology does not attract sharks.

5.4 Scientific Research – Technology Efficacy

Considerable funds have been invested (>$10m) over the last twenty years on the research and development of Shark Shield Technology, by both the Company and independent organisations. The Company views the extensive independent, peer reviewed research published to date as barriers to entry and difficult to replicate in the short term. External independent scientific testing data provides consumers with the highest level of confidence when assessing the credibility and reliability of the Company's products.

At the date of this Prospectus, the Ocean Guardian FREEDOM7 and FREEDOM+ Surf are the most effective electrical shark deterrents scientifically proven and independently tested by multiple peer reviewed published research papers, demonstrating that the technology can significantly reduce the risk of a shark attack. Noting that the research is conducted under extreme baiting and enticed environments.

The following extracts are from peer reviewed published research papers specifically on Ocean Guardian products using Shark Shield Technology. Note that the Company uses the same Shark Shield Technology across its product line albeit it in different electrode configurations, which will result in different electrical field models or antenna lobe shapes, and subsequent different responses from sharks.

5.5 Products

The Company has a demonstrated history of successful product development and innovation, and the development of intellectual property. The Company has completed product developments and launched a range of B2C products, which address a broad range of ocean activities. These include: The BOAT01, FISH01, FREEDOM7, SCUBA7, FREEDOM+ Surf, eSPEAR and a range of accessories. In 2021, the Company launched the LR1000 Shark Barrier (B2B product). All the Company's products utilise its trademarked Shark Shield Technology.

1. **LR1000 Shark Barrier**

The LR1000 can be used to create a shark free zone at private resort beaches, council beaches and even designated diving and snorkelling locations in coral reef systems such as the Great Barrier Reef. The long-term goal of the LR1000 is to replace harmful shark nets and drumlines, along with the use of the Company's personal shark deterrents.

The LR1000 could also be adapted and used in aquaculture to reduce the incidences of shark and seal predation, which have negative impacts on fish health and welfare, and often result in significant economic losses for the farm. Damaged fish farm nets can result in the loss of the entire fish stock stored in the net.

By combining the proven effectiveness of Shark Shield Technology with deep expertise in offshore marine technology infrastructure and heavy-duty cabling and anchoring systems, the LR1000 has been designed to withstand the harshest ocean conditions. The simplicity in design ensures our solution is strong and durable, with a low total cost of ownership to implement and maintain. The system design includes redundancy, in the event of a failed POD the electrical field generated between the remaining POD's exceeds the required known repellent voltage.

Unlike exclusion barrier designs, the LR1000 can be easily removed if required using a two-person crew in a rib in less than two hours or using jet ski's. When a damaging storm event is identified, the LR1000 can be unconnected from the anchor points and removed, with the same process used to put the system back in place after the storm passes. This is a critically important design feature, considering some heavy sea state locations and weather events such as hurricanes and cyclones.

Another key feature of the LR1000 is that it does not present the physical mass that exclusion barriers present to ocean swells and seaweed. This excessive weight and drag from large ocean swells have historically damaged plastic mesh exclusion barriers.

The LR1000 design has drop antennas that are not tethered to seabed and as a result the swell or seaweed is not being trapped, and the LR1000 buoys floating on the top of the ocean present less drag for the swells and waves. Using super strong Dyneema® fibre, which is 15x stronger than steel, the system is capable of handling swells up to five metres.

2. **BOAT02**

The Ocean Guardian BOAT01 is the world's first innovative long-range electrical shark deterrent system designed specifically for creating a safe protective swimming area around a vessel.

The BOAT02 is based on the proven design of the Ocean Guardian FREEDOM7 dive product and provides a large and powerful protective swimming area of around approximately 8m (26') deep x 6m (19') diameter. It is easily deployed off the back of any vessel or private jetty.

Powered by either the internal Lithium battery or from your vessel, you can also daisy chain devices to create a "virtual shark net". Device indicators include on/off, and checking the battery level, etc.

BOAT02 products may be regarded as safety equipment, which can be leased rather than purchased. This provides the opportunity to implement annual maintenance service, similar to other safety products such as fire extinguishers, Emergency Position Indicating Radio Beacons (EPIRBs), and life rafts.

3. **FISH02**

The Ocean Guardian FISH01 is the world's first innovative long-range electrical shark deterrent system designed specifically for fishing.

Sharks are opportunistic by nature and will naturally single out any food source that appears easy to exploit. This opportunistic behaviour is most apparent around commercial and recreational fishing activities.

Research has shown the use of Shark Shield Technology in fishing resulted in:

- Preventing most shark species from attacking hooked fish
- A significant reduction in the number of incidents of predation
- Improvements in the efficiency of fishing operations

- Less time spent at sea

Similar to the BOAT02, the FISH02 is based on the FREEDOM7 and can be deployed off the back of any vessel. It provides a large and powerful protective area to keep catch safe from sharks.

The FISH02 power module has been designed to be dropped, with the antenna installed, from the back of a vessel to either drift around the fishing line or to be attached to a drop-line so that it is positioned vertically in the water.

The WA Department of Primary Industries Regional Development tested the FISH01 and determined that the proportion of fish depredated by sharks was much lower (65%) when using the deterrent.

4. **FREEDOM7**

The FREEDOM7 is the Company's most flexible shark deterrent and can be used for a wide range of ocean sports such as freediving, scuba diving, kayaking and ocean swimming. Its lightweight design makes it comfortable to wear and the long-life battery provides the user with confidence for up to six hours at a time, with a LED battery life indicator.

The FREEDOM7 uses an electrical field which is created via a trailing cord antenna attached to a power module worn on the ankle.

The FREEDOM7 can also be used for kayaking by threading through the kayak's scupper or by attaching to a handle and dropping over the side. Similarly, the FREEDOM7 can be used when boating by suspending from a polystyrene float near the boat to create a protected area for swimming or fishing.

The Western Australian Government is offering a rebate of $200 to Western Australian residents that purchase the FREEDOM7 as part of the WA Shark Deterrent Rebate program.

5. **SCUBA7**

The SCUBA7 is the ultimate product for professional and sports divers alike. Designed for those scuba divers concerned about the trailing antenna of the FREEDOM7, the SCUBA7 offers a more compact solution with a tank mounted electrode combined with a short low drag ankle antenna, ensuring freedom of movement.

The SCUBA7, uses an electrical field which is created via a tank-mounted electrode, short antenna worn on the ankle, and a power module strapped to the thigh. The SCUBA7 offers protection to scuba divers and operates at depths of up to 50 metres below the ocean surface.

6. **FREEDOM+ SURF**

The FREEDOM+ Surf is designed for surfers and was developed with the assistance of World Champion surfer Tom Carroll as a consultant to the industrial design team to minimise the impact on surfboard performance. The product uses a small design modification to the current traction pad systems installed on most surfboards globally.

The FREEDOM+ Surf can easily be installed by the consumer on any new or existing board bigger than 5'6", the product does not require a professional surfboard shaper to install.

The traction / grip pad was crafted in partnership with Ocean & Earth and is the housing for the transferable power module and electrical connector to the sticker thin adhesive decal antenna containing the electrodes taped to the bottom of the surfboard. This removes the trailing antenna in the first SURF7 model and limits the negative impact on the surfboard's performance.

The FREEDOM+ Surf Tail Pad Antenna is available in two sizes, one for boards under 6'6" and one for over boards 6'6", both use the same transferable power module. Consumers often purchase more than one Tail Pad Antenna with every purchase, on average 1.8 Tail Pad Antenna's are sold for every power module.

7. **eSPEAR**

The eSPEAR is small, lightweight and easy to carry, making it perfect for diving, snorkelling, and spearfishing. The eSPEAR features a trigger activated extendable baton that creates a powerful electrical field to deter inquisitive sharks. Once extended the eSPEAR is automatically turned 'On' without the need to press any switches.

5.6 Business Strategy

Ocean Guardian is an Australia-based technology company with a successful history of new product innovation and development exploiting its the Shark Shield Technologies proven efficacy. As a result of this focus on technology innovation, the Company has a fully developed product range addressing the needs of a broad range of ocean users and market segments. Whilst new product development and technological innovation will remain core to the Company's activities, focus will now shift to sales growth and continued market penetration, leveraging the Company's successful product development to date. This shift will not impact the Company's ability to maintain its leading market position and respond to evolving consumer demands.

The Company's business model, wherever possible, is to partner or outsource functions in the value chain to retain a lean operating infrastructure. The Company seeks out the best solution at each point in the value chain to maximise profits while ensuring fixed costs are kept at a minimum. The Company partners with industry leaders in designing, developing, manufacturing, and selling its product innovations. Through these partnerships it retains management and ownership of the value chain with value creation controlled by management.

The Company follows an annual planning process with a three-year horizon reviewed quarterly. In the business planning process, the leadership and management focus on leveraging available resources (economic, people & technology) to build competitive differentiation and organisational capabilities.

The Company's generic strategic initiatives are product leadership, customer intimacy, and niche market segments. The product leadership growth strategies are market penetration of existing products, which includes geographical and segment penetration into the USA, segment penetration in Australia. The new Shark Barrier solution allows the Company to access additional market segments such as beaches, reports, aquaculture, and fish farming operations.

The Company seeks to maintain and grow its competitive advantage through the development of its brand and product category ownership, intellectual property, segment knowledge, intimate customer relationships, installed customer base, supported by a history of independently published research. Over the medium to longer-term the Company's product growth strategies will expand the revenue base to consist of hardware sales and service annuity revenues, including developing a Barrier as a service (BaaS) offering. The boat and beach products provide an opportunity to build services annuity revenue streams through annual support contracts and safety maintenance services like those provided on safety equipment such as fire extinguishers.

One of the key drivers for growth in both B2C and B2B products is government investments in shark hazard mitigation.

Ocean Guardian contributes to a more sustainable world by creating products that allow sharks and humans to coexist peacefully, without harming any marine life. Our products play a critical role in improving our ocean marine environment by protecting both sharks and humans, along with many other animals effected by more harmful shark mitigation strategies. In addition to the benefits our products provide, the Company has in place or is planning to implement the required policies related to the environmental, social and general governance (ESG) in accordance with the recommendations set out in the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations.

1. **Sales Business Model**

Ocean Guardian's business model consists of selling personal shark deterrent products through both e-commerce online direct and retail business channels (B2C), and Shark Barrier's direct to business customers (B2B). The Company's sales channels differ based on the product range and customer segment. The Company's business to consumer (B2C) product such as diving, surfing, boating, and fishing are primarily sold through an extensive network of retail sales channel partners, and through two online eCommerce stores ($A and $US), with the business to business (B2B) Shark Barrier and boating sold direct using internal and externally contracted business development managers.

2. **Business to Consumer Products**

The Company has an extensive network of retail sales channel partners that cover primarily dive and surf products consisting of some 150+ retailers in Australia/ NZ and 650+ in North America. In launching the FREEDOM+ Surf in 2016, the Company partnered and co-branded with Ocean & Earth, one of the world's largest surf hardware brands.

This partnership provided direct access to an extensive Australian and international retail network, along with brand credibility in the surf segment. Ocean & Earth opens access to 100's of retail outlets. Retail channel partners are provided with a 30% gross margin.

The dive and surf retail channels are complemented by a direct sales channel via two online Shopify stores ($A & $US) and a direct Amazon.com presence. The direct online channels provide increased gross margins whilst providing consumers with a consistent brand message with expected retail pricing. Online sales gross margins generally exceed 60% and represent approximately 30% of the Company's revenue with identified growth opportunities.

The Company invests in its B2C retail sales channels by providing channel partner account management, in Australia channel management is provided by four commissioned Business Development Managers (BDM), and in the North American market ten commissioned BDM's. BDM commission rates vary across region and product lines and typically range from 10% to 13% of product revenue. The Australian sales channel is managed by the Company's Sydney based Sales Director and in the USA by the Company's USA based General Manager.

The Company provides in store presence through point-of-sale materials (POS), demonstration equipment with instore product sales training and a new online product sales training program under development. The Company is developing new interactive POS, which will provide both consumer education and end user training via interactive monitors mounted in the POS display, the first of these is operational in the Adreno super store in Perth, Western Australia.

Both Boat and Fish sales channels are under development with opportunities to leverage the Company's existing global dive channel. As part of its investment under this Offer, the Company will recruit chandlery retailers and work with boat manufacturers to include the products as standard safety equipment. The sales objective is to have Ocean Guardian's boat products included by boating manufacturers as standard equipment, similar to other safety equipment such as life jackets and life rafts.

3. **Business to Business Products**

The LR1000 Shark Barrier product will primarily be sold direct using internal Ocean Guardian Business Development Managers located in the USA and Australia, and thorough partnering with external

contractors in relevant regions. Gross margins typically exceed 50% for hardware sales component with installation, ongoing annual support and remote monitoring billed as additional services. Annual support contacts are typically ~25% of the hardware costs.

The Company strategically seeks to market and sell LR1000 Shark Barriers as a capex sale (hardware & installation) + maintenance, or Barrier as a Service (BaaS).

The BaaS sales model aims to deliver a turnkey solution to customers seeking a monthly billed OpEx arrangement removing the need for large capital outlays for an infrastructure product. An operating lease enables entities such as State Governments and / or local councils to better manage their capital expenditure and removes the need to maintain and support the equipment.

In addition to the direct sales model for the LR1000 the Company will be marketing and selling the BOAT01 direct to global boating manufacturers. There are significant opportunities to have the BOAT01 product bundled with new boat sales alongside traditional safety and / or marine electronic products.

4. **BOAT02 & FISH02 Support Services**

As a safety device, the BOAT01 could be compared to a vessel's life raft, fire extinguisher or EPIRB, that require ongoing maintenance and support to ensure that the equipment remains operational. Ocean

Guardian intends to establish an annual service offer, comparable to other marine safety devices.

5. **FREEDOM7 & SCUBA7 Support Services**

Similar to the BOAT01, the FREEDOM7 could be compared to a marine safety device that requires ongoing maintenance and support. Ocean Guardian intends to establish an annual service offer for the FREEDOM7.

5.7 Government Shark Hazard Investments

The Australian state governments, particularly in Western Australia, New South Wales and Queensland, invest considerable amounts in developing and implementing shark hazard mitigation strategies.

In 2017, the Western Australian (‘WA’) state government implemented the world's first personal shark deterrent consumer rebate aimed at increasing both the awareness and adoption of this life saving technology. Ocean Guardian’s diving and surfing devices where the first products added to the program and remained the only proven devices approved for rebate until 2021. Over the period of the program, the WA Government undertook a marketing and education campaign for their Shark Smart program, resulting in 7,500 rebates for Ocean Guardian’s products.. Over the past two years the WA Government has invested $12.7 million towards its comprehensive shark hazard mitigation strategy.

The NSW Department of Primary Industries in mid- 2022 published the independent report “NSW Shark Management Strategy and Shark Program Review” which included Recommendation 6. “The Shark Program continues to provide information about the latest developments and suite of independently tested and verified personal deterrent devices

and shark-bite resistant materials (if they become commercially available) and improved first aid and trauma treatment by surfers. The NSW Government could consider providing a rebate for NSW residents when they purchase an approved personal deterrent or first aid/trauma kit/training and develop, or contribute to the development of, a minimum standard for effectiveness.” In early 2022 the Government announced a record investment in NSW shark mitigation measures as ongoing funding of more than $85 million to continue this strategy until 2026.

The Queensland shark control program aims to reduce the risk of shark bites in Queensland coastal waters. They operate shark-control-equipment/nets-drumlines at 86 beaches and conduct trials of new technology including catch-alert-drumline-trial. An independent report commissioned by the Queensland Government and published in late 2019 titled “Queensland Shark Control Program – Review of Alternative Approaches” highlighted alternative approaches such as barriers and personal shark deterrents.

Following this report an open letter was written to the Government titled “Queensland Shark Control Program Modernisation Proposal and Cost Estimate”, the proposal was signed by the Australian Marine Conservation Society, Human Society International, Sea Shepherd, Envoy: Shark Cull, Ocean Impact Organisation and No Shark Cull QLD. The report recommended an investment in alternative approaches totalling $33 million.

5.8 Growth Strategy

The Company’s primary growth strategy on completion of the Offer is driving sales of the B2B LR1000 Shark Barrier, that is to continue building the exiting strong sales funnel and develop leasing annuity revenue models offering “Barriers as a Service” (BaaS) to commercial, local, and state governments.

The Shark Barrier sales opportunity pipeline consists of:

- Quoted and/or tendered ~$9.375M plus Annual Support (@25%)
- Qualified Leads and/or Opportunities ~49.5M plus Annual Support (@25%)
- Sales funnel total 5-Year Contract Value ~$99M

Secondly, leverage and accelerate demand for the Company’s B2C product range by investing in sales and marketing resources and by developing new B2B boat manufacturing sales channels for the BOAT02.

The Company's boating and fishing sales opportunity pipeline consists of:

- Medium-term pipeline ~$753K
- Future pipeline ~$12.5M
- The Company's diving and surfing sales opportunity pipeline consists of:
- Medium-term pipeline ~$3.0M
- Future pipeline ~$15M

Lastly, the Company will be developing annual servicing and certification offerings to complement both the B2B and B2C product ranges to deliver predictable annuity revenue streams and increase customer satisfaction with the brand.

5.9 Marketing

The electrical shark deterrent product category is still in its infancy with relatively low awareness of the category and a lesser awareness on the Company's products' effectiveness. As such, the Company applies the principles of new product category marketing to education and awareness.

The Company maintains an effective, focused marketing strategy to ensure the products are marketed to the right people, in the right place, at the right time. The Company's marketing strategy and investments are developed both in-house and by various external advertising agencies.

Ocean Guardian utilises traditional marketing channels as well as social media to generate demand for its products. Part of Ocean Guardian's marketing strategy going forward will be to partner with brand ambassadors. The Company's objective is to increase sales, drive website traffic and acquire new customers, generating awareness of the Ocean Guardian brand and its efficacy.

5.10 Manufacturing

Hong Kong-based Eagle Kingdom Technologies ('EKT'), managed by Ocean Guardian's operations manager with over thirty years of manufacturing experience, has been the Company's contracted manufacturer for over ten years.

EKT is a leading global design and manufacturing centre based in Shenzhen, China. EKT provides the Company with product design, industrialization, and manufacturing services to leverage volume manufacturing capability and pricing. EKT has an international management and engineering team of 120 staff and has delivered in excess of 10 million medium tech and high tech products since inception.

This long-term relationship with EKT has enabled the Company to bring new innovative quality, manufacturable products rapidly to market. The Company's development strategy has dramatically lowered its new product development costs and conserved cash by amortising items like non-recurring engineering (NRE) costs across the first build of products.

The Company uses a Bill of Materials (BOM) cloud- based system to maintain and control ownership of its intellectual property and product quality. As part of this Offer, the Company intends to implement a more sophisticated Enterprise Resource Planning (ERP) system to enable better end-to-end supply chain, quality, and perform regular baseline scenarios to compare pricing with alternative contract manufacturers.

5.11 Research & Development

Leveraging a history of innovation, there are a number of patents and new market segments the Company will consider for existing and new product developments. Some of these opportunities are

not listed in the Prospectus as they are considered proprietary and Company trade secrets. The Company views continued technological innovation and product development as critical to operations going forward.

1. **Long Line Fishing**

Ocean Guardian has developed a bycatch reduction device (BRD) for the long line fishing industry in conjunction with a US-based university, the project commenced in 2019. According to the data provided by the university, bycatch can represent up to 20% of the catch, and in some fishing industries, up to 50%. Initial testing of the prototype product resulted in a reduction of bycatch by up to 60%.

The long line fishing industry uses LED battery powered lights and the Ocean Guardian LL01 will be designed to replace these LED lights with the additional benefit of reducing bycatch at a slightly increased price. Whilst the existing lights use disposable batteries, it is intended for the LL01 BRD to be re-chargeable.

2. **Vessel Integration**

Considerable global opportunities exist to integrate the Company's Shark Shield Technology into vessels in the same manner as a sonar or echo sounder is purchased when ordering a new vessel.

A proven shark deterrent technology can also be sold and integrated. The Company is in active discussions with boat manufacturers regarding this opportunity. The system would not only create a safe swimming area around a vessel for the white boat or luxury boat markets but would also be used in recreational fishing to prevent shark predation.

3. **Long Range Electromagnetic**

The successful development of new longer-range shark deterrent technology will fundamentally change the way shark hazards are managed by beaches, fish farming and aquaculture, luxury boating and fishing.

The Company is working on new systems with expectations of deterring sharks for significantly larger distances compared to the existing product line. In consultation with independent experts, the Company is exploring new transducer-based devices using Metamaterials (also known as Artificial Electromagnetic Materials), which have anomalous interactions with electromagnetic fields. The engineering of these unique materials results in physical properties otherwise not obtainable with natural materials, enabling advanced improvements in the performance of conventional electromagnetic devices.

Starting from these concepts and theoretical background of artificial electromagnetic materials and metamaterials, the Company plans to develop a transducer with properties that reduce power transfer losses. The creation of these negative index materials decreases transducer losses, enabling electromagnetic fields of greater strength to propagate through water.

This research is expected to lead to a new long-range technology. The electromagnetic field lobe shape may remove the need for alternative electrical field barriers and/or traditional shark nets.

4. **Graphene**

Electricity and sea water has always been a challenge for electronic equipment manufacturers. Corrosion, electrolysis and water damage are difficult to manage. However, new materials such as graphene promise considerable benefits in improving both electrode conductivity and reduction if not the removal of corrosion challenges experienced across the existing product range (better known as "tea staining") on 316 stainless steels. The Company is working with a top Australian university that applies proprietary patented technology to use graphene across its product line to greatly enhance overall performance.

5.12 Intellectual Property

The Company considers the numerous independent research papers as providing evidence of product efficacy and therefore the largest barrier to entry to market entrants wishing to compete with the Ocean Guardian products. Without independent efficacy, products cannot be added to consumer rebate programs, such as the one implemented by the WA Government. Typically, it can take years to conduct and publish peer reviewed research. It is the Company's intention to pursue the lodgement of new patent protections.

5.13 Financial Information

The financial information contained in this Section 5 includes:

a) Historical statement of profit & loss

b) Historical statement of financial position

The unaudited pro forma Statement of Financial Position of the Company as at 31 March 2023 is included in Section 3.5. The Directors are responsible for the preparation and inclusion of the Financial Information in the Prospectus. All amounts disclosed in this section are presented in Australian dollars.

5.14 Historical statement of profit & loss

	Audited FY2021	**Audited FY2022**	**Unaudited FY2023 9 mths**
Sale of goods	1,987,768	2,636,567)	1,407,372
Cost of sales including freight costs	(1,303,660)	(1,876,084)	(937,612)
Gross Profit	**684,108**	**760,483**	**469,760**
Other income	236,401	96,200	-
Staff and consultants	(493,447)	(681,291)	(758,533)
Marketing and selling costs	(220,910)	(241,401)	(228,700)
Administration	(215,954)	(238,832)	(182,725)
Foreign currency gains / (losses)	76,969	33,559	(48,731)
EBITDA	**67,167**	**(271,282)**	**(748,929)**
Depreciation, amortisation and impairment	(70,906)	(231,273)	(132,284)
Loss before interest and tax	**(3,739)**	**(502,555)**	**(881,213)**
Interest and finance costs	(141,986)	(143,876)	(163,234)
Loss before income tax	**(145,725)**	**(646,431)**	**(1,044,447)**
Income tax expense	-	-	-
Loss for the year	**(145,725)**	**(646,431)**	**(1,044,447)**

5.15 Historical statement of financial position

	Audited 30-Jun-21	**Audited 30-Jun-22**	**Unaudited 31-Mar-23**	
CURRENT ASSETS				
Cash and cash equivalents	59,696	173,735	75,479	
Trade and other receivables	247,080	272,832	188,275	
Inventories	95,185	336,320	484,835	
Other current assets	178,800	520,672	668,468	
Total Current Assets	580,761	1,303,559	**1,417,057**	
NON-CURRENT ASSETS				
Property, plant & equipment	201,022	293,464	267,682	
Intangible assets	1,195,914	1,055,734	983,418	
Total Non-Current Assets	1,396,936	1,349,198	**1,251,100**	Note 1
TOTAL ASSETS	**1,977,697**	**2,652,757**	**2,668,157**	
CURRENT LIABILITIES				
Trade and other payables	1,008,024	1,141,490	1,510,010	
Borrowings	1,734,730	628,164	806,496	
Provisions	59,249	130,834	137,271	
Other current liabilities	73,032	9,944	103,643	
Total Current Liabilities	2,875,035	1,910,432	**2,557,420**	
NON-CURRENT LIABILITIES				
Borrowings	60,500	1,452,660	1,829,384	Note 2
Provisions	44,400	4,978	6,233	
Total non-Current Liabilities	104,900	1,457,638	**1,835,617**	
TOTAL LIABILITIES	**2,979,935**	**3,368,070**	**4,396,037**	
NET ASSETS / (LIABILITIES)	**(1,002,238)**	**(715,313)**	**(1,724,880)**	
EQUITY				
Issued capital	11,375,359	12,256,396	12,326,154	
Reserves		52,319	17,440	
Accumulated losses	(12,377,597)	**(13,024,028)**	(14,068,474)	
TOTAL EQUITY	**(1,002,238)**	**(715,313)**	**(1,724,880)**	

Note 1: The Company has unused tax losses of $12,181,890 for which no deferred tax asset has been recognised in the accounts. Available tax losses will only be recognised when the Company is confident of future taxable income being available to utilise such losses in the foreseeable future and after appropriate assessment of the continuity of ownership test and similar business test have been conducted.

Note 2: Borrowings at 31-Mar-23 includes convertible notes totalling $1,756,000 that mature in Aug/Sep/Oct 2023 and will convert to issued capital together with interest accrued to the maturity date.

6. Risk Factors

6.1 Introduction

Investors wishing to subscribe for New Securities should read this Prospectus in its entirety in order to make an informed assessment of the effect of the issue of New Securities on the Company and the rights and liabilities attaching to New Shares and New Options.

Investors should carefully consider whether New Securities in the Company are an appropriate investment for them and should appreciate that the price of the Company's Securities can fall as well as rise.

New Securities offered by this Prospectus should be viewed as speculative and, whilst the Directors commend the Offers, investors should be aware of, and take into account, the risk factors involved.

This Section 5 is not intended to be an exhaustive list of the considerations to be taken into account by investors in deciding whether or not to subscribe for New Securities, nor all of the risk factors to which the Company is exposed. Some of these risks can be mitigated by the use of safeguards and appropriate systems and actions, but many are outside the control of the Company and cannot be mitigated.

There are risks associated with investing in any form of business and with investing in the share market generally. All investors should consult their professional advisers if they are in any doubt as to any aspect of this Prospectus, the Offers or any other matter relating to an investment in the Company.

6.2 Company and industry specific risks

The following risks have been identified as being key risks specific to an investment in the Company and the industry in which it operates. These risks have the potential to have a significant adverse impact on Ocean Guardian and may affect the Company's financial position, prospects and price of its quoted Securities.

1. Limited operating history

Although the Company was incorporated in 1999, it is essentially an early-stage business with an operating history that shows flat revenue and financial losses. Whilst the electrical shark deterrent product category has had products commercially available for some twenty years, the market acceptance and adoption rates are low, primarily due to a lack of education and awareness of the category, and a lack of understanding of the product efficacy.

2. Sales and timing risk

The Company's markets in Australia and the USA, where a large portion of the Company's business comes from, is based on consumer sales (B2C). The transaction cycle of new commercial markets the Company operates and aims to operate in can be long, unpredictable, and it may take between months and years to close significant transactions while remaining subject to changes in government policy or spending.

3. Key person risk

Ocean Guardian was purchased in 2012 by entities controlled by Lindsay Lyon and Amanda Wilson, built on their knowledge and experience. Mr. Lyon has contributed significantly to the Company's intellectual property. He has an employment agreement in place to continue to build and grow the Company. Should Mr. Lyon leave, or his contract is terminated in accordance with established terms, there is a risk that the Company may struggle to attract appropriately qualified staff to replace him. This risk is minimised by providing appropriate incentives to encourage all employees to work towards the continued growth and success of the Company, such as the offer of performance shares and options.

4. Uncertain profitability

The success of the Company's operations relies on the ability to attract more consumers and commercial users of the Company's products. The inability to attract such consumers and users will affect the Company's earnings.

While the Company has been successful in attracting consumers in the scuba diving, spearfishing/freediving, ocean kayak fishing and surfing industries this will not necessarily translate into successful adoption in other markets. Furthermore, the Company's profitability will be impacted by its ability to successfully execute its commercialisation and growth strategies, by the economic conditions in the markets in which it operates, and by the competitive factors and regulatory developments. Accordingly, the extent of any future profits is uncertain.

5. **Government rebate risk**

The Company currently benefits from the Western Australian government's $200 shark mitigation program rebate. The continuance of the government rebate or potential new government rebates in Australia and overseas is unknown, and changes to the rebate or government policy may adversely affect the Company.

6. **Production costs risk**

The Company's existing products are comprised of components received from a small number of main suppliers. Any increase in the production levels required, as a result of ongoing growth of the business, or the supplier's failure to deliver the materials used in the production process may cause delays or put at risk its ability to meet the contractual commitments.

To mitigate this risk, the Company will have to identify and secure alternative sources for components used in the development of its products, or else may need to increase R&D spending to find solutions to components unavailable when needed.

7. **Product regulation and safety**

As with any technology product offering, the Company may be exposed to the regulatory environment of a particular jurisdiction. This is especially the case as the Company's products are essentially safety products. Any adverse regulation may restrict the ability to operate in a particular jurisdiction. Similarly, any change in regulation may restrict its ability to do business in jurisdictions it currently operates in or cause the company to incur expenses to continue operating.

8. **Product liability**

The Company's business exposes the potential for product liability claims related to the manufacturing, marketing, and sale of its products. The Company maintains product liability insurance. However, to the extent that a claim is brought against the Company that is not covered or fully covered by insurance, such claims could have a material adverse impact on the Company and financial position, regardless of the merit or potential outcome of a claim.

9. **Product research and development risk**

The Company can provide no guarantee that products developed using new technologies will provide the same level of efficacy as the products using the existing technology. Considerable research, development and testing will be required before commercial products using new technologies will become available.

10. **User experience risk**

The Company's business model is based on revenue arising from technology users and customers. A poor user experience may not necessarily be anticipated and may affect growth of customer numbers and repeat purchases or ongoing contracts with the Company for use of its devices and services.

Factors which may contribute to poor customer experience include:

- ease of use of the products offered;
- simplicity and reliability of customer usage; and
- quality of services provided.

Poor user experiences may result in the loss of customers, adverse publicity from a shark attack where the user was wearing one of the Company's devices, litigation, regulatory enquiries and customers reducing the use of the Company's products. If any of these occur, it may adversely impact the Company's revenues.

11. **Scalability risk**

Scalability is the key to any technology company looking at a potential global market. While the Company believes that its products and services have been built for scalability, there are no guarantees it will be able to meet future customer demand and requirements.

12. **Technology risk**

Technology markets, by their very nature, are a continuously evolving environment. To succeed, the Company will need to research, develop, design, manufacture, assemble and improve its current supply as well as engineer new products suitable for existing and potential markets. The Company cannot guarantee that it will be able to engage in researching and developing its existing (and new) products to meet the changing needs of its consumers, and new and emerging technologies. At the same time, products and technologies developed by others may render the Company's products and systems obsolete or non- competitive, which could distress the business, operating results, and financial prospects. In these circumstances, the Company will be required to commit resources to develop, acquire and deploy new technologies to ensure it stays competitive.

With any technical product development there are risks with the chosen technology, vendors and employees, and execution. Although the Company has employed and engaged subject-matter experts, has experienced staff, standard technologies and approaches, some elements (such as delivery) fail to meet expectations, or deadlines, and obsolete technologies and natural disasters still remain. In addition, the Company could be subject to fraud or malicious attack, or compromised platforms, all with a negative impact on performance indicators.

13. **Reliance on third party providers**

The Company intends to develop products that could be utilised by many market segments. Therefore, while the business will depend on its products' ability to operate in a range of environments, it will not be able to control these external environments. Any changes to external systems or devices that give preference to competing products or adversely impact on the functionality of the Company's products may render consumers less likely to use its products, which may have a detrimental impact on its financial performance.

14. **Competition**

The industry in which the Company operates is competitive. Its performance could be adversely reduce its market share, or its ability to expand into new segments. The Company's existing or new competitors may have substantially greater resources and access to more markets. Lapsed patents present an opportunity for competitors to enter the market.

Competitors may succeed in developing alternative products that are more innovative, easier to use or more cost effective than those developed/to be developed by the Company. This may place pricing pressure on its product offering and may impact on its ability to retain existing customers, as well as the ability to attract new customers. If the Company cannot compete successfully, its business, operating results and financial position could be adversely impacted. Company has employed and engaged subject-matter experts, has experienced staff, standard technologies and approaches, some elements (such as delivery) fail to meet expectations or deadlines, and obsolete technologies and natural disasters still remain. In addition, the Company could be subject to fraud or malicious attack, or compromised platforms, all with a negative impact on performance indicators.

15. **Media risk**

The Company has established trademarks to help protect its brand. The Company believes that global branding is critical for its long-term success. Negative commentary or complaints of the Company or industry in general, particularly via social media and/or poor word of mouth may harm the Company even if such commentary or complaints are not necessarily based on accurate data or real experience.

16. **Third party tools and platforms risk**

While the use of third-party tools and common technologies is common in the industry, the Company is exposed to the risks associated with their use, such as security breaches and hacker attacks. If the third-party tools used are subject to cyber-attacks by hackers, its products and software may be affected to the detriment of the Company, which may have a negative effect on revenues and profits.

Breaches of data in certain circumstances will also highlight the need to take action per privacy laws, which will come at additional costs.

17. **Intellectual Property Risk**

Other parties may develop and patent substantially similar or substitute products, processes, or technologies to those used by the Company, and other parties may allege that its products incorporate intellectual property rights derived from third parties without their permission. The core technology patent of the KwaZulu-Natal Sharks Board expired in 2015.

18. **Infringement of third-party intellectual property rights**

If a third party accuses the Company of infringing its intellectual property rights or if a third party commences litigation against the Company for the infringement of trademarks or other intellectual property rights, it may incur significant costs in defending such action, whether or not it ultimately prevails. Typically, intellectual property litigation is expensive. Costs that the Company incurs in defending third party infringement actions would also include diversion of managements and technical personnel's time.

In addition, parties making claims against the Company may be able to obtain injunctive or other equitable relief that could prevent it from further using its branding, trademarks or commercialising its products. In the event of a successful claim of infringement against the Company, it may be required to pay damages and obtain one or more licenses from the prevailing third party. If unable to obtain these licenses at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products. Defence of any lawsuit or failure to obtain any of these licenses could prevent the Company from commercialising available products and generate substantial expenditure.

19. **Future capital risk**

There is no certainty regarding the ability of the Company to raise sufficient funds to meet its needs into the future. The future capital requirements depend on several factors including its ability to generate income from its operations. It may need to raise additional capital from equity or debt sources due to unforeseen circumstances. There can be no assurance that the Company will be able to raise such capital on favourable terms or at all. If adequate funds are not available on acceptable terms the Company may not be able to develop its business, with significant negative effects on its operations.

20. **Foreign exchange risk**

The Company is exposed to foreign currency exchange rate movements because it will operate in foreign countries and revenue earned and expenses incurred may not be in Australian dollars. Accordingly, movements in foreign exchange rates may have an impact on its financial position and performance.

Specifically, the Company pays Eagle Kingdom Technologies Ltd in USD, and all sales in the US and ROW are in USD. When the Company uses trade finance facilities, the Company locks in an exchange rate.

21. **Foreign country risk**

The Company currently has all of its operations in Australia. For operational reasons, it may also establish operations in other jurisdictions.

Wherever the Company sets up operations, it is exposed to a range of multi-jurisdictional risks such as risks relating to currency exchange rates, labour practices, environmental matters, difficulty in enforcing contracts, changes to or uncertainty in the relevant legal and regulatory regime (including in relation to taxation and foreign investment and practices of government and regulatory authorities) and other issues in foreign jurisdictions in which it operates.

Businesses that operate across multiple jurisdictions face additional complexities from the unique business requirements in each jurisdiction. Management experience will help to mitigate, but will not remove this risk.

The Company's B2C products are manufactured in China. Products imported from China into the United States are currently subject to a 25% tariff on entering the US.

The Shark Barrier is supplied by Armscor in South Africa. Currently, the Company relies on the expertise of Armscor to manufacture, install and maintain the Shark Barrier.

22. **LR1000 Shark Barrier**

The Shark Barrier is developed, manufactured and installed by Armscor. Armscor retains all intellectual property rights in the Shark Barrier. Accordingly, the Company is reliant on Armscor for the manufacture and delivery of the Shark Barrier. The Company is also reliant on its exclusive distribution rights as granted under the distribution agreement with Armscor in order to sell the Shark Barrier to customers. If the distribution agreement was terminated, the Company would not be able to market and sell the Shark Barrier to customers.

The Company has agreed to a post-termination restraint and warranty that limits its freedom and ability to separately develop, market and install the Shark Barrier. This is a material risk to the Company's sale of the Shark Barrier in the event the distribution agreement with Armscor was terminated. For more information about the distribution agreement, see Section 11.4.

Notwithstanding the Shark Barrier risk, the BOAT02 (existing Shark Shield product) can be fashioned in a daisy-chain formation such that it performs as a substitute for the Shark Barrier. The Company owns all intellectual property in the BOAT02, and the product was developed and been sold by the Company prior to entry into the distribution agreement with Armscor. Therefore, although there remains the Shark Barrier risk as described above, the Company has taken steps to mitigate this risk by using an existing Product to perform in a manner similar to the Shark Barrier.

23. **Social Risk**

The manufacture of the Products by Eagle Kingdom Technologies Ltd and Armscor (in respect of the Shark Barrier) poses a general social risk to the Company and its operations.

Based on the limited due diligence undertaken by the Company on Eagle Kingdom Technologies Ltd, the risk of modern slavery in the manufacture of the Products appears to be low, however, the Company will continually assess and reassess the nature of this social risk. Apart from a limited screening on Armscor, the Company has not undertaken due diligence from a social risk perspective in relation to the manufacture of the Shark Barrier by Armscor. Accordingly, the Company is not in a position to appropriately assess the nature and extent of the social risk posed by the manufacture of the Shark Barrier.

The application of the Uyghur Forced Labor Prevention Act (US) may pose an additional, potential risk to the import of the products manufactured by Eagle Kingdom Technologies Ltd into the US as comprehensive supply chain mapping has not yet been undertaken by the Company to determine that no element of the Products is from the Xinjian region.

24. **Insurance risk**

The Company seeks to maintain appropriate policies of insurance consistent with those customarily carried by organisations in its industry. Any increase in the cost of the insurance policies of the Company or the industry could adversely affect its business, financial condition, and operational results. The Company's insurance coverage may also be inadequate to cover losses it sustains. Uninsured loss or a loss in excess of the Company's insured limits could adversely affect its business, financial condition, and operational results.

25. **Counterparty risk**

The Company's future business model may be dependent in part on contractual agreements with third parties that have an interaction with its target market. The Company is aware that there are associated risks when dealing with third parties including but not limited to insolvency, fraud, and management failure. Should a third-party contract fail, there is the potential for negative financial and brand damage for the Company.

26. **Credit risk**

The Company will be exposed to credit risks relating to delayed or non-payments from its customers. The failure to adequately assess and manage credit risk may result in credit losses potentially resulting in a material adverse effect on the Company's business, operating and financial performance, including decreased operating cash flows.

27. **Foreign litigation Risk**

Although Ocean Guardian is an Australian company incorporated with limited liability of its shareholders, liability may be placed on the Company in certain circumstances, including in circumstances of creditor fraud and insolvency. Although it will seek to maintain appropriate policies and procedures to minimise this risk, some risks in relation to its activities remain.

28. **Tax Losses**

Available tax losses will only be recognised when the Board is confident of future taxable income being available to utilise such losses in the foreseeable future and after appropriate assessment of the continuity of ownership test and similar business test have been conducted.

29. **Litigation risk**

The Company is exposed to the risk of actual or threatened litigation or legal disputes in the form of customer claims, intellectual property claims, personal injury claims, employee claims and other litigation and disputes. If any claim was successfully pursued it may adversely impact the financial performance, financial position, cash flow and share price of the Company.

30. **Investment risk**

There is no guarantee that there will be an active market for the Company's securities at the price of the Offer, or that an active market for the Company's securities will develop in the future. If an active market for its securities does not develop it may be difficult to sell Shares offered pursuant to this Prospectus.

7. Rights and Liabilities Attaching to New Securities

7.1 Overview

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

Full details of the rights and liabilities attaching to the Shares are contained in the Constitution of the Company and, in certain circumstances, are regulated by the Corporations Act and the common law. The Constitution is available for inspection free of charge at the Company's registered office.

7.2 New Shares

The following is a broad summary (though not necessarily an exhaustive or definitive statement) of the rights and liabilities attaching to the Shares:

(a) **Share capital:** All issued Shares rank equally in all respects.

(b) **Voting rights:** At a general meeting of the Company, every holder of Shares present in person, by an attorney, representative or proxy has one vote on a show of hands and on a poll, one vote for each Share held, and for every contributing share (i.e. partly paid) held, a fraction of a vote equal to the proportion which the amount paid up bears to the total issue price of the contributing share. Where there is an equality of votes, the chairperson has a casting vote.

(c) **Dividend rights:** Subject to the Corporations Act and any rights of persons entitled to shares with special rights to dividends (at present there are none), all dividends as declared by the Directors are to be payable on all such shares in proportion to the amount of capital paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividends is paid, unless the share is issued on terms providing to the contrary.

(d) **Payment of dividends:** Dividends are payable out of the profits of the Company in accordance with section 254T of the Corporations Act and as determined by the Directors, which shall be conclusive. The Directors may direct that payment of the dividend be made wholly or in part by the distribution of specific assets or other Securities of the Company.

(e) **Rights on winding-up:** Subject to the Corporations Act and any rights or restrictions attached to a class of Shares, the liquidator may on winding-up of the Company, with the authority of a special resolution, divide among the Shareholders in kind the whole or any part of the property of the Company and may for that purpose set such value as the liquidator considers fair upon any property to be so divided and may determine how the division is to be carried out as between the Shareholders or different classes of Shareholders.

(f) **Transfer of Shares:** Subject to the Constitution and the Corporations Act, Shares in the Company may be transferred by an instrument in writing in any usual or common form or in any other form that the Directors, in their absolute discretion, approve from time to time.

(g) **Refusal to transfer Shares:** The Directors may refuse to register a transfer of Shares only where:

(i) the law permits it;

(ii) the law requires it; or

(iii) the transfer is in breach of any escrow agreement entered into by the Company in respect of those shares.

(h) **Further increases in capital:** Subject to the Constitution and the Corporations Act:

(i) Shares in the Company are under the control of the Directors, who may allot or dispose of all or any of the Shares to such persons, and on such terms, as the Directors determine; and

(ii) the Directors have the right to grant options to subscribe for Shares, to any person, for any consideration.

(i) **Variation of rights attaching to shares:** The rights attaching to the shares of a class (unless otherwise provided by their terms of issue) may only be varied by a special resolution passed at a separate general meeting of the holders of those shares of that class, or in certain circumstances, with the written consent of the holders of at least seventy-five percent (75%) of the issued shares of that class.

(j) **General meeting:** Each holder of Shares will be entitled to receive notice of, and to attend and vote at, general meetings of the Company and to receive notices, accounts and other documents required to be furnished to Shareholders under the Constitution and the Corporations Act.

8. Additional Information

8.1 Legal Status

The Company is an unlisted public company incorporated and domiciled in Australia.

Copies of documents lodged with ASIC in relation to the Company (including its corporate governance policies) may be obtained from the Company's website: www.ocean-guardian.com.

8.2 Expenses of the Offers

The table below sets out the estimated expenses of the Offers (exclusive of any GST payable by the Company), assuming full subscription.

Expense	Amount ($)
ASIC filing fees	3,200
Registry	8,400
Legal fees	10,000
Miscellaneous fees (promotion, printing, distribution)	5,000
TOTAL	**26,600**

8.3 Directors' Interests and Remuneration

(a) Interests of Directors

Other than as disclosed in this Prospectus, no Director or proposed Director holds at the date of this Prospectus, or held at any time during the last 2 years before the date of lodgement of this Prospectus with ASIC, any interest in:

- the formation or promotion of the Company; or
- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Company or the Offers; or
- the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- to a Director or proposed Director, to induce him or her to become, or to qualify as, a Director; or
- for services provided by a Director or proposed Director, in connection with the formation or promotion of the Company or the Offers.

As at the date of this Prospectus, the Directors have relevant interests in the Shares of the Company as set out in Section 2.5. Interests include those held directly and indirectly. Each Director, who is an Eligible Shareholder, will be entitled to participate in the Rights Offer.

(b) Remuneration of Directors

The Company's Constitution provides that the Directors may be paid for their services as directors.

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

The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct while acting in the capacity as Director of the Company.

Director/former Director	Remuneration for the year ended 30 June 2022 ($)	Remuneration for the year ended 30 June 2021 ($)
Lindsay Lyon	347,332	220,000
Amanda Wilson	134,938	149,394
Alan Broome AM	33,333	30,000

Notes:

1. Remuneration for Mr Lyon is inclusive of superannuation. Mr Lyon's 2022 remuneration includes a share-based payment of $122,078 relating to Performance Shares

None of the Directors have a future entitlement to any further non-cash remuneration as at the Prospectus Date apart from Mr Lyon who holds 2,070,000 Performance Shares that will convert to ordinary Shares if the performance hurdle of the Company listing on a stock exchange, or a trade sale is achieved.

Further information on the remuneration and other benefits received by the Directors over the last two years is set out in the Company's 2022 and 2021 annual reports. The Company also pays premiums to insure all of the Directors against liabilities for costs and expenses incurred by them in defending legal proceedings arising from their conduct whilst acting in the capacity as a director of the Company.

8.4 Interests of promoters and named persons

Except as disclosed in this Prospectus, no expert, promoter or any other person named in this Prospectus as performing a function in a professional advisory or other capacity in connection with the preparation or distribution of the Prospectus, nor any firm in which any of those persons is or was a partner nor any company in which any of those persons is or was associated with, has now, or has had, in the 2-year period ending on the date of this Prospectus, any interest in:

- the formation or promotion of the Company; or
- property acquired or proposed to be acquired by the Company in connection with its formation or promotion or the Offers; or
- the Offers.

Cowell Clarke has acted as the Company's Australian legal adviser. In respect of this work, the Company will pay approximately $10,000 exclusive of GST. Subsequent fees will be paid in accordance with normal hourly rates.

8.5 Consents

Each of the persons referred to in this section:

- has given and has not, before the date of lodgement of this Prospectus with ASIC withdrawn, their written consent:
  - to be named in the Prospectus in the form and context which it is named; and
  - where applicable, to the inclusion in this Prospectus of the statement(s) and/or reports (if any) by that person in the form and context in which it appears in this Prospectus;
- has not caused or authorised the issue of this Prospectus;
- has not made any statement in this Prospectus or any statement on which a statement in this Prospectus is based, other than specified below;
- to the maximum extent permitted by law, expressly disclaims all liability in respect of, makes no representation regarding, and takes no responsibility for, any part of this Prospectus, other than the references to their name and the statement(s) and/or report(s) (if any) specified below and included in this Prospectus with the consent of that person.

Name	Role
Cowell Clarke	Australian Legal Adviser

8.6 Legal proceedings

As at the Prospectus Date, the Company is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against the Company.

9. Directors' Responsibility and Consent

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

Each Director has consented to the lodgement of this Prospectus with the ASIC and has not withdrawn that consent.

Signed for and on behalf of the Company pursuant to a resolution of the Board by:

....
Lindsay Lyon
CEO & Managing Director

Dated: 28 June 2023

10. Glossary

10.1 Defined terms

In this Prospectus, the following terms have the following meanings:

Acceptance	A valid acceptance of an Entitlement and application for New Securities by an Eligible Shareholder.
Acceptance Form	The entitlement and acceptance form accompanying this Prospectus.
Application Monies	The monies payable by Eligible Shareholders who apply for New Securities under one or more Offers.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in sections 10 to 17 of the Corporations Act.
ASX	ASX Limited (ACN 008 624 691), including the financial market operated by it as the Australian Securities Exchange.
ASX Listing Rules	The listing rules of ASX.
ASX Settlement	ASX Settlement Pty Ltd (ACN 008 504 532).
ASX Settlement Rules	The ASX Settlement Operating Rules.
Board	The Company's board of Directors.
Business Day	A day: (a) that is a business day as defined in the ASX Listing Rules; and (b) which is not a Saturday, Sunday, public holiday or bank holiday in Sydney, New South Wales
CHESS	Clearing House Electronic Sub-register System operated by ASX Settlement.
Closing Date	The closing date of the Offers, being 5:00pm (AEST) on Wednesday, 19 July 2023.
Company	Ocean Guardian Holdings Limited (ACN 089 951 066).
Constitution	The constitution of the Company.
Corporations Act	The *Corporations Act 2001* (Cth).
Director	A director of the Company as at the Prospectus Date.
Eligible Jurisdictions	Australia and New Zealand.

Eligible Shareholder	A Shareholder who is: (a) a registered holder of Shares on the Record Date; (b) has a registered address in Australia or New Zealand as shown in the Share Registry; (c) not in the United States or a US Person or acting for the account of or benefit of a US Person; and (d) eligible under all applicable securities laws to receive an offer under the Offers.
Entitlement	The number of New Shares for which an Eligible Shareholder is entitled to apply under the Rights Offer.
Existing Option	An Option issued before the Prospectus Date.
Existing Performance Rights	A Performance Right issued before the Prospectus Date.
Existing Share	A Share issued before the Prospectus Date.
Existing Shareholder	A holder of an Existing Share.
Group	The Company and its 'related bodies corporate' within the meaning of that term under the Corporations Act (or any of them, as the context requires).
GST	Goods and services tax levied under the *A New Tax System (Goods and Services Tax) Act 1999* (Cth).
Holding Statement	A holding statement for Securities under CHESS or Security Holder Reference Number.
Ineligible Shareholder	A Shareholder as at the Record Date whose registered address is not situated in an Eligible Jurisdiction or and investor who is not an Eligible Shareholder.
New Shares	The Shares that may be issued under this Prospectus pursuant to an Offer.
New Securities	Means the New Shares and/or New Options offered pursuant to this Prospectus.
Performance Rights	Means a right to subscribe for a Share in the Company on achievement of a performance milestone.

Prospectus	This Prospectus dated 28 June 2023, including any electronic or online version.
Prospectus Date	The date of this Prospectus, being 28 June 2023.
Offer Period	The period commencing on the Opening Date and ending on the Closing Date.
Offer Price	The price at which a New Share is offered to Eligible Shareholders under an Offer, being $0.08 per New Share.
Offers	The Rights Offer and the Shortfall Offer, or either one of those offers as the context requires.
Opening Date	The opening date of the Offers, being Wednesday, 28 June 2023.
Option	An option to subscribe for a Share.
Privacy Act	The *Privacy Act 1988* (Cth).
Record Date	The date at which eligibility of Shareholders to participate in the Offers is determined, being 5:00pm (AEST) on Saturday, 23 June 2023 or such other date as may be determined by the Directors.
Rights Offer	A non-renounceable pro-rata rights offer to Eligible Shareholders under this Prospectus to subscribe for 1 New Shares for every 2 Shares held at the Record Date, at an issue price of $0.08 per New Share, to raise up to $2,496,605 (before costs).
Section	A section of this Prospectus.
Securities	Has the meaning given to that term in section 92(4) of the Corporations Act, including a Share and an Option.
Share	A fully paid ordinary share in the capital of the Company.
Share Registry	The Company's share registry, Automic Group ABN 27 152 260 814.
Shareholder	The holder of a Share.
Shortfall	The New Shares offered under the Rights Offer for which valid Acceptances are not received from Eligible Shareholders before the Closing Date.
Shortfall Offer	An offer under this Prospectus to Eligible Shareholders to subscribe for the New Shares which comprise the Shortfall at an issue price of $0.08 per New Share.
AEST	Australian Eastern Standard Time, being the time in Sydney, New South Wales