



15 June 2026

Chairman Loan



Key Highlights

-  Non-Executive Chairman Osagie Imasogie will provide an US\$100,000 unsecured loan note to the Company on attractive terms.
-  Funds received will be used for general working capital purposes.
-  Subject to shareholder approval, the loan note will become convertible into shares at US\$0.2812 per share (AUD\$0.40 (20% discount to last trade price) multiplied by the Foreign Currency Rate at the date of the Agreement)

Zelira Therapeutics Ltd (ASX:ZLD, OTCQB:ZLDAF), a global leader in the development of clinically validated cannabis medicines, advises that Mr Osagie Imasogie has executed a working capital loan note ("Loan Note"), of US\$100,000, on attractive terms. The Loan Note is considered by the Board (excluding Mr Imasogie) to be on terms favourable to the Company particularly considering current market and economic conditions. Funds received will be used for general working capital purposes.

Subject to shareholder approval to be sought at the next General Meeting of shareholders, the Loan Note will become a Convertible Loan Note with an US\$0.2812 (AUD \$0.40) conversion price. This represents a 20% discount to the closing price on 27 February 2026. In the event that the Shareholders do not approve the conversion, Zelira shall pay a loan termination fee of 10%, at the same time that the Loan Notes are repaid.

Further terms of the Loan Note are annexed to this Announcement.

**For further information
please contact**

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Loan Note Terms

Lender	Mr Osagie Imasogie
Borrower	Zelira Therapeutics Limited
Loan Amount	US\$100,000 in a single advance
Interest payments	20% per annum paid monthly in cash
Commencement Date	15 June 2026
Maturity	15 June 2027
Repayment	Repaid in cash at maturity
Security	The Loan Note will be unsecured
Arm's Length Terms	The Directors (other than Mr Osagie Imasogie) confirm that in their opinion, the terms of the Loan Note is as favourable to the Company, if not more favourable than would be reasonable in the circumstances if the Company and Mr Osagie Imasogie were dealing at arm's length.
Shareholder approval	The Company does not consider shareholder approval to be required under the Loan Note, however subject to shareholder approval to be sought at the next General Meeting of shareholders (and on terms to be finalised between the Company and the Lender), the Company will seek shareholder approval under ASX Listing Rule 10.11 and for all other purposes for the Loan Note, in full or in part, become a Convertible Loan Note which will include the capability for the Parties to elect that the Loan Note to be repaid by issue of fully paid ordinary shares in the Company at a conversion price of USD\$0.2812.
Use of Funds	Funds received will be used for general working capital purposes.

Zelira Therapeutics Ltd (ASX:ZLD,

OTCQB:ZLDAF) Zelira is a leading global biopharmaceutical company in the research, development and commercialisation of clinically validated cannabinoid-based medicines. Zelira owns a portfolio of proprietary revenue generating products and a pipeline of candidates undergoing clinical development positioned to enter global markets. The Company is focused on developing and clinically validating branded cannabinoid-based medicines in its prescription [Rx] business for the treatment of a variety of medical conditions including insomnia, autism and chronic noncancer pain as well as offering over the counter [OTC] products.

Zelira has established a special purpose vehicle (SPV) to conduct FDA Phase 1, Phase 2 and Phase 3 clinical trials for Zelira's proprietary and patent protected HOPE® 1. Zelira has contributed to the SPV its HOPE® 1 product, IP and real-world data in exchange for a 39.70% equity stake with cash investors receiving a 55.42% equity interest for their collective US\$36,558,000 in total funding. Zelira will manage the SPV as part of its business platform. The SPV has appointed iNGENū CRO Pty Ltd (iNGENū) as its Contract Research Organisation (CRO) to lead the clinical validation and regulatory registration of the study product with the US FDA through the submission of an Investigative New Drug (IND) application.

In May 2023, Zelira completed an IRB approved strategically designed multi-arm, head-to-head study targeting diabetic nerve pain. The clinical trial included a comprehensive comparison against the widely recognised and highly successful multi-billion dollar revenue generating drug Lyrica®

(Pregabalin). With the findings underscoring the exceptional efficacy of our treatments in managing pain, with ZLT-L-007 demonstrating the most substantial reduction in pain severity, particularly at the 60-day and 90-day follow-up periods.

Zelira has developed Enhanced Distillate Capture and Dissolution Matrix (EDCDM) technology under the brand name Zyraydi™, that solves the problem of non-uniformity and separation of cannabinoid from powder bed, opening new ways to develop pharmaceutical grade solid oral dosage forms such as capsules and tablets. Zelira will be assessing opportunities for commercialisation of this technology.

Zelira's Rx business generates revenue from its proprietary medication, HOPE®. The Company has two proprietary formulations under the HOPE® brand that are generating revenue in Washington, D.C., Pennsylvania and Louisiana.

Zelira intends on the commercialisation of ZENIVOL® – the world's first clinically validated cannabinoid drug for treatment of chronic insomnia into Germany via its German commercialisation partner Adjupharm GmbH following approval from German regulatory authority BfArM. Zelira's OTC products in the oral and dermatology health care sectors are also generating revenue.

Zelira, in partnership with SprinJeneCBD, launched a full line of oral care products, currently generating revenue in the US. Zelira also launched in 2021 the RAF FIVE™ brand, which consists of five OTC acne treatment products using a proprietary formulation incorporating cannabidiol (CBD).

For further information, please visit: zeliratx.com

