

**PRIVATE AND CONFIDENTIAL**

7 October 2021

A &amp; L Gamble

Adam Gamble Super Fund

Level 1, 139 Frome Street

ADELAIDE SA 5000

Dear Investor

**Convertible Note Offer - Subscription Letter****1. OFFER**

Cost-Bry Pty Ltd (ACN: 630 632 610) (**BiomeBank** or **the Company**) is proposing to raise funds by way of the issue of unsecured convertible notes (**Convertible Notes**) with a face value of \$1.00 per Convertible Note. The proposed aggregate amount to be raised under these Convertible Notes is up to \$3.0 million (**Offer**). The terms of the Convertible Notes are set out in the attached document entitled "BIOMEBANK CONVERTIBLE NOTE AGREEMENT" (**Convertible Note Agreement**). The Maturity Date of the Convertible Notes is 11 October 2022.

The funds raised will be used for general working capital purposes to fund the Company.

The purpose of this letter is to confirm the terms on which you agree to accept your allocation of Convertible Notes in the Offer.

**2. ALLOCATION**

We confirm your desire to subscribe for the Convertible Notes as set out below (**Allocation**):

	<b>Number of Convertible Notes @ \$1.00</b>	<b>Subscription Amount</b>
<b>Commitment</b>	50,000	\$50,000

**3. ACCEPTANCE**

By accepting your Allocation you are irrevocably bound by all the terms set out in this Offer and the Convertible Note Agreement. Your acceptance requires that you subscribe for the Convertible Notes allocated to you in your Allocation.

To confirm your acceptance of the terms of the Offer and your Allocation please:

1. Sign and return a copy of the Convertible Note Agreement and the enclosed Allocation Acceptance Form (together with your sophisticated investor certificate as per clause 9.1 of the Convertible Note Agreement) to [registry@biomebank.com](mailto:registry@biomebank.com) by 11 October 2021.
2. Make payment of your Subscription Amount (as above) by 11 October 2021 to:

Account name: Cost-Bry Pty Ltd  
BSB: 035212  
Account number: 339444

#### **4. CONFIDENTIALITY**

You must treat this Offer and any confidential information provided to you in relation to the Company and the Offer as strictly confidential and not disclose it to any other person.

#### **5. OFFER PERSONAL**

This Offer is personal to you and does not constitute an offer to any other person. You may not deal in any manner with your Convertible Notes or the rights or obligations under this Offer without the prior written agreement of the Company and in accordance with the terms of Convertible Note Agreement.

#### **6. REPRESENTATIONS, WARRANTIES AND ACKNOWLEDGEMENTS**

In entering into the arrangements contemplated by this Offer, the Company is relying on the representations, warranties and acknowledgements provided by you in the Convertible Note Agreement.

#### **7. ENTIRE AGREEMENT**

This letter (together with the Convertible Note Agreement, and your Allocation Acceptance Form) constitutes the entire agreement between us as to this Offer and your participation in it.

Any variation of the terms of this Offer must be in writing signed by each of us. This letter is governed by the laws of the State of South Australia.

Yours sincerely

A handwritten signature in black ink, appearing to read 'T. Mitchell', is written over a horizontal line.

**Thomas Mitchell,**

**Chief Executive Officer, Cost-Bry Pty Ltd**

**Cost-Bry Pty Ltd (ACN: 630 632 610)****ALLOCATION ACCEPTANCE FORM**

We accept your Offer to subscribe for the Convertible Notes in the Company on the terms and set out in your Offer dated 7 October 2021 and as summarised below:

Investor Name (and ACN, if applicable)	Adam Gamble and Lisa Gamble ATF Adam Gamble Super Fund
Allocation of Convertible Notes	50,000 @ \$1.00
Subscription Amount	\$50,000


We unconditionally agree to be bound by all the terms set out in your Offer dated 7 October 2021 and upon acceptance we agree to be irrevocably bound to subscribe for the Convertible Notes on the terms of the Offer, including the Convertible Note Agreement.

**PLEASE COMPLETE AND SIGN BELOW****REGISTRATION DETAILS:**

<b>Investor</b>	Adam Gamble and Lisa Gamble ATF Adam Gamble Super Fund
<b>Contact Name</b>	<b>Adam Gamble</b>
<b>Address</b>	Level 1, 139 Frome Street, Adelaide, SA 5000
<b>E-mail Address</b>	agamble@crawfordlegal.com.au

**DETAILS OF AUTHORISED SIGNATORY:**

Signed for on behalf of the Applicant by a duly authorised representative of the Applicant

<b>Name</b> (please print full name)	Adam Gamble
<b>Organisation</b>	
<b>Signature</b>	 DC235893EAB8418...
<b>Date</b>	10/14/2021