

MEMORANDUM OF UNDERSTANDING

This Memorandum of Understanding (“MOU”) is entered into 30 October 2023 (“Effective Date”),

by and between

Aether Pacific Pharmaceuticals Ltd Trading As Aether Pacific Pharmaceuticals Ltd, L2, 241 Hardy Street,
Nelson 7040, New Zealand

and

Alliance Healthcare Australia Pty Ltd. ABN 14 668 671 083 of Level 5/445 Edward Street, Springhill Q
4000.

1. INTRODUCTION

Alliance Healthcare Australia (“AH”) is a Licensor of Pharmaceutical Brands and Healthcare Management Group in Australia and jointly with Aether Pacific pharmaceuticals (“APP”), a cultivator and distributor of medicinal and nutraceutical cannabis products wishes to formalise a joint venture in the establishment of two new business entities for the provision of simplified patient access for medicinal cannabis and related products.

2. PURPOSE

This Memorandum of Understanding (“MOU”) sets forth the terms and understanding between Aether Pacific Pharmaceuticals Ltd (“APP”) and Alliance Healthcare Australia (“AH”) concerning establishments of said entities, responsibilities of both parties, shareholding, process and timelines.

3. The Entities

- **Management Entity**
 - Licensee (License Holder software and Australian Retail Banner Brand)
 - Licensee – Exclusive distribution agreements (Australian and overseas Cannabis Brands)
 - Provision of management, marketing and operational functions of Management Group, Pharmacy and Retail Banner Brand.
- **Ownership equal between APP & AH 50%:50%**
- **Pharmacy Entity**
 - The pharmacy entity will seek approval and obtain licensing to operate as an authorized pharmacy.
- **Ownership**
 - **51% Shahriar Kashani-Malaki**
 - **49% APP**

4. Vertical Structure Summary

The Joint venture will provide a mechanism for APP to complete the entire delivery of health care with the provision of medicinal cannabis prescribing and dispensing.

APP will

- Provide cultivation and medicinal wholesale supply to the Pharmacy and Pharmacy network.
- Through a network of established clinics, funnel scripts and customers to the Pharmacy & Pharmacy network.

Pharmacy & Management Entity

- Provision of customer care and dispensing of medications
- Pharmacy and network management, marketing, business development & Operations.

5. ROLES & RESPONSIBILITIES

1. Joint Responsibilities

- a. Development of business plan & feasibility
- b. Research & report on necessary legislative requirements for project
- c. Appointment of interim team leads.
- d. Creation of management structure & appointment
- e. Formation of Companies
- f. Appointment of legal counsel, accountants, and industry consultants (if required)
- g. Acquire project funding.

2. AH Agreement & Responsibilities:

- a. AH will with best endeavors apply and qualify for registration of appointed pharmacist in NZ (Shahriar Kashani).
- b. AH and APP will provide the required staff resources necessary. Both parties may use existing employees or sub-contractors.
- c. AH & APP will conduct all business dealings ethically and in accordance with the requirements of the licenses and ensure the mitigation of risk to both parties.
- d. AH & APP will freely share IP and tools necessary for the project and lead up to formation until such time the Management entity becomes Licensee of such IP.
- e. This agreement is not transferrable, and no party will assign any rights without permission of the other.

6. FINANCIAL AGREEMENT

Both APP and AH will develop a budget for the set-up capital costs and operating costs to be jointly shared. And then jointly operated and managed as two separate going concern entities.

7. TERM & TERMINATION

This MOU will be effective upon the date of signing and will remain in effect until 31st December 2025.

8. CONFIDENTIALITY

Both parties agree to maintain the confidentiality of all information obtained during the course of their collaboration unless mutually agreed otherwise in writing.

9. AMENDMENTS

Any changes or modifications to this MOU must be in writing and signed by both parties.

10. GOVERNING LAW

This MOU shall be governed by and construed in accordance with the laws of the State of Qld Australia.

Aether Pacific Pharmaceuticals Ltd

Alliance Healthcare Pty Ltd
ABN 14 668 671 083

Signed:  _____

Aldo Miccio

Chairman

Date: 1st November 2023

Signed:  _____

Brendon Rose

Director

Date: 1st November 2023