



ASX Announcement

20 April 2021

Wattle Health Notice of Meeting

Wattle Health Australia Limited (“Wattle Health” or “the Company”) (ASX: WHA) has is pleased to announce that its Annual General Meeting (AGM) will be held on Friday, 21 May 2021 at 10am. The Notice of Meeting can be found in the annexure below. At the AGM the Board will seek shareholder approval for the proposed Brand Solutions Australia (BSA) acquisition and company name change to Wellnex Life Limited, among other resolutions.

Wattle Health executive director and CEO George Karafotias will be conducting an investor briefing ahead of the AGM to explain the rationale of the BSA acquisition and name change to investors, outline the company’s “consumer health and wellness” strategy moving forward and highlight the clear pathway the company has enabling it to apply to the ASX for re-quotations.

Investor briefing

Date: Thursday 22 April

Time: 1pm AEST

Register here: <https://wattlehealth.investorportal.com.au/investor-briefing/>

ENDS

For more information, please contact:

George Karafotias, *Executive Director*

03 8399 9419

For investor relations enquiries, please contact:

Warrick Lace, *Head of IR*

warrick.lace@reachmarkets.com.au

0404 656 408

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WATTLE HEALTH AUSTRALIA LIMITED

ACN 150 759 363
(ASX code: WHA)

NOTICE OF 2020 ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

Date of Meeting:

Friday, 21 May 2021

Time of Meeting:

10.00am (AEST)

Location of Meeting:

Holding Redlich, Level 8, 555 Bourke Street
Melbourne VIC 3000

No hard copy of the Notice of Annual General Meeting and Explanatory Memorandum will be circulated to Shareholders. Instead, Shareholders can view and download the Notice of Annual General Meeting and accompanying Explanatory Statement on the Company's website at:

<https://wattlehealth.investorportal.com.au/register-details/>; or

from the ASX website at www.asx.com.au

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

LETTER TO SHAREHOLDERS

20 April 2021

Dear Shareholder,

Wattle Health Australia Limited (**Wattle** or the **Company**) has been through a turbulent period with many significant challenges presented, including the administration of Corio Bay Group Pty Ltd (**CBDG**) and challenges in the infant formula market.

Wattle has overcome the challenges and is now in a position to move forward with high confidence both financially, with the payment to date of \$11 million from the CBDG administration and a further dividend expected, and operationally with the proposed acquisition of Brand Solutions Australia.

The board of Wattle understands the frustration of our shareholders on the long term suspension of the WHA securities, and we have commenced discussions with ASX with a view to lifting the suspension of its securities as soon as possible.

Enclosed with this letter is the Notice of Annual General Meeting (**Notice**) and Explanatory Memorandum detailing the proposed Resolutions for consideration by Shareholders. Shareholders should consider all of this material before determining how they will vote at the Annual General Meeting.

The Annual General Meeting will take place on Friday, 21 May 2021 at 10.00am (AEST) at the offices of Holding Redlich, Level 8, 555 Bourke Street Melbourne VIC 3000.

VOTING OPTIONS

Voting during the Meeting

Voting at the meeting will be conducted by way of a poll. All shareholders in attendance at the Meeting will receive a voting card for completion prior to the end of the Meeting.

Voting via proxy

If you are unable to attend the Annual General Meeting, you are urged to complete the attached Proxy Form and return it, marked attention to the Company Secretary, so that it is received not later than 10.00am on Wednesday 19 May 2021:

By facsimile within Australia 1800 783 447 (or from outside Australia +61 3 9473 2555)

By mail to:

*Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001*

By hand to:

*Computershare Investor Services Pty Limited
"Yarra Falls"
452 Johnston Street
Abbotsford Vic 3067*

Via our online facility:

Please visit www.investorvote.com.au to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.

Custodian voting - For Intermediary online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders are strongly encouraged to lodge a proxy form to vote at the Meeting at least 48 hours before the Meeting.

QUESTIONS

During the course of the Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable.

However we ask that where possible, any Shareholder questions be submitted in advance of the meeting. They should be sent to the Company Secretary, Kobe Li by 5.00pm on Friday 14 May 2021.

Further details of the Resolutions in the Notice of Annual General Meeting are contained in the Explanatory Memorandum that accompanies the Notice. The Explanatory Memorandum should be read together with, and forms part of, the Notice.

Yours faithfully

**Kobe Li, Company Secretary
Wattle Health Australia Limited**

WATTLE HEALTH AUSTRALIA LIMITED

ACN 150 759 363

Notice of Annual General Meeting

Notice is given that an annual general meeting of the members of Wattle Health Australia Limited ACN 150 759 363 (**Company**) to be held at Holding Redlich, Level 8, 555 Bourke Street Melbourne VIC 3000 on Friday 21 May 2021 at 10.00am (Melbourne time) for the purpose of considering and, if thought appropriate, passing the resolutions as outlined in this Notice of Meeting.

An Explanatory Memorandum containing information relevant to the following Resolutions and a Proxy Form accompany this Notice.

Agenda

Financial Statements and Reports

To receive and consider the financial statements and the reports of the Directors and of the Auditors for the year ended 30 June 2020.

Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That the Remuneration Report for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020 be adopted."

*Please note that section 250R(3) of the Corporations Act 2001 (Cth) provides that the vote on this resolution is advisory only and does not bind the Directors or the Company

Voting exclusion:

The Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the remuneration report; or*
- (b) a closely related party of such a member.*

*However, a person (**Voter**) described above may cast a vote on the resolution as a proxy if the vote is not cast on behalf of a person described above and either:*

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the resolution; or*
- (b) the Voter is the chair of the meeting and the appointment of the chair as proxy-
 - (i) does not specify the way the proxy is to vote on the resolution; and*
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.**

Resolution 2: Election of George Karafotias

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That pursuant to the clause 13.3(b) of the Company's Constitution and for all other purposes, the members of the Company approve the election of George Karafotias, who was appointed to the Board to fill a casual vacancy on 9 November 2021, who retires as a Director of the Company pursuant to clause 13.1(d) of the Constitution and being eligible and having submitted himself for election, be appointed as a Director of the Company."

Resolution 3: Approval of Conversion mechanism in existing Debt Notes

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders of the Company approve and authorise:

- (a) the conversion mechanism in the Convertible Note Deeds between the Company and the Noteholders, such that an aggregate of AUD\$3,500,000 secured debt notes will convert into 3,500 Convertible Notes;*
- (b) the issue of 3,500 Convertible Notes (a form of 'equity security' for the purposes of the ASX Listing Rules) referred to in (a);*
- (c) in the event of conversion of the Convertible Notes, the issue of underlying Shares issued upon conversion, and attaching options (on a 1-for-2 basis, being 1 attaching option for every 2 conversion Shares issued); and*
- (d) in the event of exercise of the options referred to in (c), the issue of underlying Shares on a 1-for-1 basis for each option exercised,*

on the terms set out in the Explanatory Statement which accompanies this Notice of Meeting."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 3 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- (c) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*

- (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
- (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 4: Issue of Options to Reach Corporate

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders of the Company approve and authorise the issue of an aggregate of 21,000,000 Options to Reach Corporate, and the issue of underlying Shares in respect of those Options, the Options having exercise prices and expiry dates as set out in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 4 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- (c) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
- (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 5: Issue of Shares and Options to Shareholder Lenders

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders of the Company approve and authorise the issue of an aggregate of 35,195,448 Shares at an issue price of \$0.15 per Share, and an issue of an aggregate of 23,097,724 Options, and the issue of underlying Shares in respect of those Options, in return for the discharge of an aggregate of unsecured Shareholder

loans to the Company of \$5,542,000 as set out in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 5 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(c) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and

(ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 6: Issue Options to Investors of 2020 Placement

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

“That for the purpose of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders of the Company approve and authorise the issue of an aggregate of 13,865,143 Options, and the issue of underlying Shares in respect of those Options, such Options having the exercise price and expiry date as set out in the Explanatory Statement which accompanies this Notice of Meeting.”

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 6 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

(a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or

(c) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and
- (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.

Resolution 7: Approval to amend the Constitution

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That pursuant to section 136(2) of the Corporations Act and for all other purposes, the members of the Company approve the amendment of clauses 23 and 27 of the Company's Constitution relating to service of notices and restricted securities, as detailed in the Explanatory Memorandum which accompanies this Notice of Meeting and is marked 'Annexure A'."

Resolution 8: Approval for a change to the scale / nature of activities arising from the acquisition of Brand Solutions Australia

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to make a significant change in the nature and scale of its activities by entering into and completing the Brand Solutions Australia Transaction as described in the accompanying Explanatory Memorandum".

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 8 by

(a) *Siebelco Pty Ltd, Ecopure Health Pty Ltd and Zach Bozinovski being the counterparties to the transaction that, of itself or together with one or more other transactions, will result in a significant change to the nature or scale of the entity's activities, and any other person who will obtain a material benefit as a result of the transaction, except a benefit solely by reason of being a holder of ordinary securities in the Company; and*

(b) *an associate of any person described in (a)*

However, the Company will not disregard a vote if it is cast by:

(c) *a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*

(d) *the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*

(e) *a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*

- (i) *the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and*
- (ii) *the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.*

Resolution 9: Issue of Shares and Options to Siebelco Pty Ltd and Ecopure Health Pty Ltd

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That subject to the approval of Resolution 8, for the purpose of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders of the Company approve and authorise the issue of an aggregate of 13,331,667 Shares and the issue of 3 Consideration Options to Siebelco Pty Ltd and Ecopure Health Pty Ltd, and the issue of underlying Shares in respect of those Consideration Options, as consideration payable under the Brand Solutions Australia Transaction, as set out in the Explanatory Statement which accompanies this Notice of Meeting."

Voting exclusion:

The Company will disregard any votes cast in favour of this Resolution 9 by any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), or an associate of that person.

However, the Company will not disregard a vote if it is cast by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way;*
- (b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or*
- (c) a shareholder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:*
 - (i) the beneficiary provides written confirmation to the shareholder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution, and*
 - (ii) the shareholder votes on the resolution in accordance with directions given by the beneficiary to the shareholder to vote in that way.*

Resolution 10: Approval of Change of Company Name to "Wellnex Life Limited"

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That, for the purposes of section 157 of the Corporations Act, and for all other purposes, the Company's name be changed from Wattle Health Australia Limited to Wellnex Life Limited."

By order of the Board

Kobe Li
Company Secretary
20 April 2021

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power of authority by **10.00am (Melbourne time) on Wednesday 19 May 2021**:
- **By facsimile** within Australia 1800 783 447 (or from outside Australia +61 3 9473 2555)
 - **By mail to:**
*Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Vic 3001*
 - **By hand to:**
*Computershare Investor Services Pty Limited
"Yarra Falls"
452 Johnston Street
Abbotsford Vic 3067*
 - **Via our online facility:**
Please visit www.investorvote.com.au to submit your voting intentions (if any). To use this online facility, you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and the six-digit Control Number shown on the Proxy Form.

Voting and other entitlements at the annual general meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the Corporations Regulations 2001 that shares in the Company which are on issue at **7.00pm (Melbourne time) on Wednesday 19 May 2021** will be taken to be held by the persons who held them at that time for the purposes of the annual general meeting (including determining voting entitlements at the meeting).

Proxy voting by the Chair

The Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

Voting by attorney

If you wish to appoint an attorney to vote at the Meeting the original or a certified copy of the power of attorney under which the attorney has been appointed must be received by the Share Registry no later than **10.00am (Melbourne time) on Wednesday, 19 May 2021** (or if the Meeting is adjourned or postponed, no later than 48 hours before the resumption of the Meeting in relation to the resumed part of the Meeting).

Any power of attorney granted by a Shareholder will, as between the Company and that Shareholder, continue in force and may be acted on, unless express notice in writing of its revocation or the death of the relevant Shareholder is lodged with the Company. Your appointment of an attorney does not preclude you from participating and voting at the Meeting. The appointment of your attorney is not revoked merely by your participation and taking part in the Meeting, but if you vote on a resolution, the attorney is not entitled to vote, and must not vote, as your attorney on that resolution.

Voting by corporate representative

To vote by corporate representative at the Meeting, a Shareholder or proxy who is a corporation should obtain a *Certificate of Appointment of Corporate Representative* from the Share Registry, complete and sign the form in accordance with the instructions on it. The completed appointment form should be lodged with the Share Registry before **10.00am (Melbourne time) on Wednesday, 19 May 2021**.

The appointment of a representative may set out restrictions on the representative's powers. The appointment must comply with section 250D of the Corporations Act.

The original *Certificate of Appointment of Corporate Representative*, a certified copy of the *Certificate of Appointment of Corporate Representative*, or a certificate of the body corporate

evidencing the appointment of a representative is prima facie evidence of a representative having been appointed.

For personal use only

WATTLE HEALTH AUSTRALIA LIMITED

ACN 150 759 363

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting of Shareholders to be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 at 10.00am (Melbourne time) on Friday 21 May 2021 (**Meeting**).

1. Accounts and Reports

The Corporations Act requires the Company to provide before the Annual General Meeting, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2020.

Copies of these reports can be found on the Company's website <https://wattlehealth.investorportal.com.au/register-details/>.

There is no requirement for Shareholders to approve the Financial Report, Directors' Report and Auditor's Report. Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2020;
- (b) ask questions or make comments on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and preparation and content of the Auditor's Report.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the Auditor's Report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Annual General Meeting to the Company Secretary at the Company's registered office.

2. Resolution 1: Adoption of Remuneration Report

2.1 Corporations Act

Under the Corporations Act, listed entities are required to put to the vote a resolution that the Remuneration Report section of the Directors' Report be adopted. This Remuneration Report can be found in the Company's 2020 Annual Report. It sets out a range of matters relating to the remuneration of Directors, the Company Secretary and senior executives of the Company.

A vote on this resolution is advisory only and does not bind the Directors or the Company. A copy of the Company's 2020 Annual Report can be found on its website at www.wattlehealth.com.au.

The Corporations Act provides that:

- (a) members of the Key Management Personnel whose remuneration details are included in the Remuneration Report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a “no” vote by at least 25% of the votes cast, this will constitute a “first strike”.

The Company's current "strike" count is zero. If a “first strike” was to occur at the 2020 Annual General Meeting:

- (c) the Company's subsequent Remuneration Report (in other words, the Company's Remuneration Report to be included in the 2021 Annual Report) must include an explanation of the Board's proposed action in response to the “no vote” or an explanation of why no action has been taken; and
- (d) if the Company's subsequent (i.e. 2021) Remuneration Report also receives a “no vote” at the 2021 Annual General Meeting of at least 25% of the votes cast, then Shareholders at the 2021 Annual General Meeting will be asked (at that 2021 Annual General Meeting) to vote on whether or not the Company is to hold another general Shareholder's meeting (within the following 90 days) to vote on a “spill resolution” under section 250V of the Corporations Act.

2.2 Board Recommendation

As set out in the Notice of Meeting, any member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, together with a closely related party of those members, are excluded from casting a vote on Resolution 1.

Accordingly, the Board abstains from making a recommendation in relation to Resolution 1. The Chairman intends to exercise all undirected proxies in favour of Resolution 1.

3. Resolution 2: Election of George Karafotias

3.1 Background

Mr Karafotias was appointed as a director to fill a casual vacancy on the Board on 9 November 2021. Clause 13.1(d) of the Company's Constitution requires a person appointed by the Board to stand for election at the next annual general meeting. Clause 13.3(b) of the Company's Constitution provides that there must be an election of Directors at each Annual General Meeting. Clause 13.3(b)(ii) permits the requirement for a director election at every annual general meeting to be fulfilled by the election of a director appointed by the Board.

George has a long track record in listed companies over a long period of time holding various roles, predominantly as a senior executive. George has specialised in restructuring and implementing a turnaround strategy for various listed companies with great success.

George is currently a non-executive Director of Perpetual Resources Limited (ASX:PEC).

George holds a Bachelor of Commerce degree from the University of Adelaide.

3.2 Board Recommendation

The Directors (other than Mr Karafotias) recommend that Shareholders vote in favour of this Resolution 2.

4. Resolution 3: Approval of Conversion mechanism in existing Debt Notes

4.1 Background to the Financing

On 20 October 2020 the Company issued an aggregate of 3,500 secured debt notes (**Debt Notes**) to professional and sophisticated investors (**Noteholders**), introduced by Reach Corporate Pty Ltd (**Reach**), for an aggregate subscription of \$3,500,000 (**Financing**) pursuant to the terms of note deeds dated 20 October 2020 (**Note Deeds**), which debt notes can only become convertible into Shares upon shareholder approval, such as provided in this Resolution 3 (**Convertible Notes**). If this Resolution 3 is approved the Convertible Notes, if converted, will convert into Shares and Class B Options as detailed below. If this Resolution 3 is not approved, none of the Shares and Class B Options described in Section 4.5 below will be issued.

The conditions of the Convertible Notes are prescribed by the Note Deeds, a summary of which appears below. The entry into the Note Deeds was the result of arm's length negotiations conducted between the Company, Reach and the Noteholders pursuant to the terms of a Note Subscription Agreement dated 21 October 2020 between the Company and Reach.

4.2 Description of Noteholders

The Debt Notes were issued to sophisticated and professional investors introduced to the Company by Reach, none of whom are related parties of the Company.

4.3 Events Leading to the Financing

At the time of the entry into the Note Deeds, the Company had 2 month's funding available to it (based on its historical cash burn) and was facing serious financial challenges. The Company's Shares had also been in suspension on the ASX for 12 months – which made fund raising more problematic.

When the Noteholders expressed interest in supporting the Company in the Financing, Reach was appointed to negotiate the terms of that Financing. If Shareholders do not approve the issue of the Convertible Notes the Debt Notes will remain as debt notes and the Company will be obliged to redeem them for a total of \$3.5m on 20 October 2021.

Having undertaken a thorough review of, and carefully considered, information concerning the Company and upon consideration of all of the Company's alternatives, the Board unanimously determined that the convertibility of the Notes is in the best interests of the Company (considering the interests of all affected stakeholders).

Some of the key factors considered as a part of the evaluation and approval process included but not limited to the following:

- The current financial position of the Company, as well as the financial position, opportunities and the outlook for future potential and operating performance of the Company and the business currently operated by the Company.
- Estimated cash flow projections for the Company.
- Current price of the Company's Shares on the ASX market.
- Alternatives available to the Company (including the potential adverse impact on the value of the Company's assets if the group was placed into administration).
- The uncertainty created by the current global economic slowdown disruption to capital markets and its effects on the Company's ability to obtain additional financing for working capital, capital expenditures, general corporate and other purposes or to fund future operations on favourable terms or at all.

4.4 Convertible Note Terms Summary

The key terms of the Convertible Notes are summarised as follows:

Term	Description
Use of Funds:	Company's working capital purposes.
Interest:	Coupon rate of 12% per annum, with all interest payable every 90 days from first drawdown.
Maturity Date:	The Maturity Date is 20 October 2021. The principal amount plus accrued interest is repayable earlier on the occurrence of an event of default (including shareholders not approving the convertibility of the Debt Notes).
Security:	The Notes are secured over the assets and undertaking of the Company.
Amount:	Subscription of A\$3.5 million
Requisite Approvals	The Convertible Notes will not be issued unless and until the Company obtains all Requisite Approvals. "Requisite Approvals" comprise: <ul style="list-style-type: none"> (a) Shareholder approvals under the applicable listing rules of the ASX; (b) ASX final approvals or consents; and (c) Australian corporate law approvals required under applicable law, regulation or policy requirements,
Convertible Notes	Subject to obtaining all Requisite Approvals (including shareholder approval), the Convertible Notes are convertible into Shares.

<p>Conversion</p>	<p>The Convertible Notes convert into that number of Shares (in the event shareholder approval is obtained) calculated by dividing the sum of the principal amount paid under the Convertible Notes plus accrued interest; by the Conversion Price (\$0.15). The Noteholder may at any time prior to expiry elect to convert all of the issued Convertible Notes (together with accrued but unpaid interest) into Shares at the Conversion Price. If the Convertible Notes are to be converted into Shares, that Conversion must take place within 3 months of the date of the approval by Shareholders of this Resolution 3. Upon Conversion of the Notes the Noteholder will also be issued Class B Options (with the terms as described in Annexure C to this Notice), subject to this Shareholder approval, on the basis of one (1) Class B Option being issued for every 2 Shares into which the Noteholder Converts their Notes. If a Noteholders does not convert any of their Notes into Shares, no Class B Options will be issued to that Noteholders.</p>
<p>Repayment:</p>	<p>If the Notes are not converted, repayment of the subscription amount is due on 20 October 2021 or otherwise earlier upon the occurrence of an Event of Default.</p> <p>If repayment is due to the occurrence of an Event of Default the Company must redeem the relevant Notes the subject of a Default Redemption Notice by paying the Principal outstanding plus Accrued Interest (including interest at the annual rate of 12% as from the date of service of the default redemption notice)</p>
<p>Events of default:</p>	<p>The Convertible Note terms also includes customary events of default including –</p> <ul style="list-style-type: none"> • the Company breaches a material term of the Deed; • any warranty is materially misleading or untrue; • occurrence of an insolvency event; • failure to obtain a Requisite Approval (including shareholder approval) within the time periods; • Court judgement in excess of \$25,000 is obtained against the Company and not remedied by the Company within 5 business days

Further information necessary for shareholder approval of the resolutions is set forth below:

4.5 ASX Regulatory Requirements

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any rolling 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (15% capacity). As the issue/convertibility of Convertible Notes to the Noteholders would exceed the Company's 15% placement limit under ASX Listing Rule 7.1, shareholder approval is being sought in relation to the Conversion mechanism that converts Debt Notes into Convertible Notes and to permit the Convertible Notes (and underlying securities) to be issued.

4.6 Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

(1) The name of the person to whom the securities will be issued

Professional and sophisticated investors introduced by Reach Corporate Pty Ltd
(Noteholders)

(2) the maximum number of securities to be granted by the Company

3,500 secured Convertible Notes.

Each Convertible Note (principal and accrued interest) will be convertible into Shares at the Conversion Price of \$0.15.

Accordingly, if all 3,500 Convertible Notes are fully converted, the Company will issue a maximum of (approximately) 23,333,334 Shares (subject to fractional rounding) upon conversion of the aggregate principal of \$3.5 million, plus the number of additional Shares upon conversion of accrued and unpaid interest.

Every two Shares issued upon conversion of a Convertible Note will entitle its Noteholder to receive one free attaching Class B Option. The number of Class B Options to be issued is not known, as it will depend on the number of Shares issued upon conversion of the Convertible Notes and the amount of interest accrued on those Convertible Notes.

(3) The date by which the entity will issue the securities

The Convertible Notes will be issued as soon as practicable after the Meeting, but in any event will be issued and (if converted) converted into Shares and Class B Options no later than three (3) months after the date of the Meeting.

(4) The price at which the securities will be issued

The subscription price paid for the issue of a Debt Note was \$1,000 for each of the 3,500 Debt Notes issued. If the Notes are converted and the Class B Options are exercised, that exercise will result in the Company raising up to approximately \$2,333,333;

(5) The terms of the securities

The terms are summarised in section 4.4 above

(6) The use of the funds raised

There will be no further funds raised by the issue of the Convertible Notes, as they will be issued in exchange for the cancellation of the Debt Notes. The \$3.5m funding already raised by the issue of the Debt Notes was used for working capital purposes of the Company and for assisting the voluntary administration process of the Corio Bay Dairy Group.

In the event that any funds are raised through the exercise of any Class B Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.

(7) Summary of the Agreement under which the Convertible Notes are to be issued

As announced on 21 October 2020, the Company entered a Note Subscription Agreement with Reach pursuant to which Reach agreed to seek to procure the subscription for Notes by professional and sophisticated investors sourced by Reach, in return for which Reach was paid a fee equal to 8% of the total Subscription Amount and was to be issued (subject to shareholder approval) a total of 20,000,000 options to purchase Shares (which options to Reach are the subject of Resolution 3).

4.1 Board recommendations and undirected proxies.

The Directors recommend that the Shareholders vote in favour of Resolution 3.

The Chair intends to vote all undirected proxies in favour of Resolution 3.

5. Resolution 4: Issue of Options to Reach Corporate

5.1 Background to the Resolution

As discussed in section 4.1 above, on 20 October 2020 the Company raised \$3.5 million (before costs and expenses), by the issue of the secured debt notes to sophisticated investors introduced by Reach Corporate Pty Ltd (**Reach**) (being the Debt Notes the subject of Resolution 4). Reach sourced the subscribers of the Debt Notes, in return for which the Company agreed to issue Reach a total of 20.0m options to purchase Shares in the Company at \$0.175 per Share for a period of 24 months from issue, subject to the Company first receiving shareholder approval for the issue of these options.

Subsequently, the Company has come to a new agreement with Reach so that instead of issuing the 20 million options exercisable at \$0.175 each, it will (subject to Shareholder approval under this Resolution 4) issue 13.5 million Class A Options (**Reach Class A Options**) and 7.5 million Class B Options (**Reach Class B Options**), (collectively **Reach Options**) and Reach will continue to provide corporate and advisory services for the Company under an extended mandate. If all the Class A Options and Class B Options are exercised, the Company will receive the same subscription monies with the added benefit of the extended mandate services being provided.

5.2 Reach Options

The Class A Options have an Exercise Price of \$0.15 per Share, an Expiry Date of 30 September 2023 and otherwise have the Option Terms as attached to this Notice as Annexure B.

The Class B Options have an Exercise Price of \$0.20 per Share, an Expiry Date of 24 months from their issue date and otherwise have the Option Terms as attached to this Notice as Annexure C.

If Shareholders approve this Resolution 4, the Company will, within the time periods prescribed in the ASX Listing Rules, apply for quotation of all Class B Options proposed to be issued pursuant to the Resolutions the subject of this Notice as a new and separate class of quoted securities of the Company, including these 7.5m Reach Class B Options. If the ASX does not approve the quotation of the Class B Options as a new separate class of quoted securities, all Class B Options will remain unlisted options and will not be tradeable on the ASX. There is no guarantee that the ASX will approve the Class B Options as a new separate class of quoted securities on the ASX.

Reach is not a Shareholder in the Company and is not a related party of the Company for the purposes of the Corporations Act.

5.3 Listing Rule 7.1

The description of ASX Listing Rule 7.1 in section 4.5 of this Notice (with respect to Resolution 3) applies equally to this Resolution 4. The issue of the 21m Reach Options will not fall within the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. Therefore, the Company is seeking to have shareholders approve the issue of these Reach Options pursuant to ASX Listing Rule 7.1.

5.4 Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

(1) The name of the person to whom the securities will be issued

Reach Corporate Pty Ltd or its nominees.

(2) the maximum number of securities to be granted by the Company

13,500,000 Class A Options and 7,500,000 Class B Options;

(3) The date by which the entity will issue the securities

As soon as practicable after the Meeting, but in any event no later than three (3) months after the date of the Meeting.

(4) The price at which the securities will be issued

The Reach Options will be issued for nil cash consideration, but the issue is part of the consideration being provided to Reach for the provision of the services of Reach in securing the subscription of the Debt Notes the subject of Resolution 3.

(5) The terms of the securities

The Reach Options will be issued on the terms and conditions set out in as described in section 5.2 above, Annexure B and Annexure C to this Notice.

(6) The use of the funds raised

No funds will be raised from the issue of the Reach Options, only upon an exercise of any of the Reach Options. If all the Reach Options are exercised the Company will receive approximately \$3,525,000. In the event that any funds are raised through the exercise of any Reach Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.

(7) Summary of the Agreement under which the Reach Options are to be issued

As announced on 21 October 2020, the Company entered a Note Subscription Agreement with Reach pursuant to which Reach agreed to seek to procure the subscription for Notes (the subject of Resolution 4) by professional and sophisticated investors sourced by Reach, in return for which Reach was paid a fee equal to 8% of the total Subscription Amount and was to be issued (subject to shareholder approval) 20,000,000 options. Subsequent the Company reached a new agreement with Reach to issue 13,500,000 Class A Options and 7,500,000 Class B Options instead.

5.5 Board recommendations and undirected proxies.

The Directors recommend that the Shareholders vote in favour of Resolution 4.

The Chair intends to vote all undirected proxies in favour of Resolution 4.

6. Resolution 5: Issue of Shares and Options to Shareholder Lenders

6.1 Background to the Resolution

On various dates between January 2020 and April 2020 certain existing shareholders in the Company (**Lenders**) advanced the Company a total of A\$5,542,000 as loans to the Company to support the Company's working capital and business activities (**Shareholder Loans**).

The Lenders and the Company have recently agreed, subject to first obtaining Shareholder approval, that instead of the Company using cash resources to repay the Shareholder Loans of \$5,542,000 that the Company issue the Lenders an aggregate of 35,195,448 Shares (at an issue price of A\$0.15 per Share) (**Lenders Shares**) and 23,097,724 Class B Options (**Lenders Options**) in full discharge of the Company's obligations to the Lenders pursuant to the Shareholder Loans.

If Shareholders approve this Resolution 5, the Company will, within the time periods prescribed in the ASX Listing Rules, apply for quotation of all Class B Options proposed to be issued pursuant to the Resolutions the subject of this Notice as a new and separate class of quoted securities of the Company, including these 23,097,724 Class B Options. If the ASX does not approve the quotation of the Class B Options as a new separate class of quoted securities, all Class B Options will remain unlisted options and will not be tradeable on the ASX. There is no guarantee that the ASX will approve the Class B options as a new separate class of quoted securities on the ASX.

6.2 Listing Rule 7.1

The description of ASX Listing Rule 7.1 in section 4.2 of this Notice (with respect to Resolution 3) applies equally to this Resolution 5. The issue of 35,195,448 Lenders Shares and 23,097,724 Lenders Options will not fall within the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. Therefore, the Company is seeking to have shareholders approve the issue of these Lenders Shares and Lenders Options.

6.3 Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

(1) *The name of the person to whom the securities will be issued*

- Niche Dairy Pty Ltd
- Entity associated with Ian Ollifant, a substantial shareholder of the Company, and
- Professional and Sophisticated clients of XCorp International Pte Ltd
- Other professional and sophisticated investors who are existing shareholders

(2) *the maximum number of securities to be granted by the Company*

35,195,448 Shares and 23,097,724 Class B Options;

	Number of Shares	Number of Class B Options
Niche Dairy Pty Ltd	5,424,667	2,712,333
Entities associated with Ian Ollifant	13,440,000	6,720,000
XCorp International Clients	14,130,781	7,065,391
Other Existing Shareholders	2,200,000	6,600,000
Total	35,195,448	23,097,724

(2) *The date by which the entity will issue the securities*

As soon as practicable after the Meeting, but in any event no later than three (3) months after the date of the Meeting.

(3) *The price at which the securities will be issued*

The Lenders Shares and Lenders Options issues will not raise any funds for the Company, but will be issued in full discharge of the Company's obligations to the Lenders to repay loans totalling A\$5,542,000. The lenders have agreed to

convert their outstanding debts in Shares at \$0.15 per Share and nil price for Class B options as outlined in the table above.

(4) The terms of the securities

The Lenders Shares will be fully paid ordinary shares ranking equally with all other fully paid ordinary shares. The Lenders Options will be Class B options issued on the terms and conditions set out in as described in section 6.1 above and Annexure C to this Notice.

(5) The use of the funds raised

No funds will be raised from the issue of the Lenders Shares and Lenders Options. The Company will however be released from repayment of loans totalling A\$5,542,000 by the issue of the Lenders Shares and the Lenders Options. However, if all the Lenders Options were exercised the Company would receive approximately \$5.02m. In the event that any funds are raised through the exercise of any Lenders Options prior to their expiry date, the Company expects that it will apply such funds towards its general working capital requirements.

(6) Summary of the Agreement under which the Lenders Shares and Lenders Options are to be issued

The lenders have agreed to convert their outstanding debts into Shares at \$0.15 per Share and nil price for Class B Options as outlined in the table above. There have not been separate written agreements entered for these arrangements.

6.4 Board recommendations and undirected proxies.

The Directors recommend that the Shareholders vote in favour of Resolution 5.

The Chair intends to vote all undirected proxies in favour of Resolution 5.

7. Resolution 6: Issue of Options to 2020 Placement Investors

7.1 Background to the Resolution

On 7 April 2020 sophisticated investors (**April Investors**) subscribed for a total of 27.73 million Shares at \$0.15 per Share for an aggregate subscription amount of approximately \$4.16m. The Company is now proposing to issue the April Investors 13,865,143 Class B Options (**Investor Options**), subject to the Company first receiving shareholder approval to this option issue.

The Investor Options are subject to the Options Terms and Conditions (as annexed in Attachment C). None of the April Investors is a Related Party of the Company for the purposes of the Corporations Act.

If Shareholders approve this Resolution 6, the Company will, within the time periods prescribed in the ASX Listing Rules, apply for quotation of all Class B Options proposed to be issued pursuant to the Resolutions the subject of this Notice as a new and separate class of quoted securities of the Company, including these 13,865,143 Class

B Options. If the ASX does not approve the quotation of the Class B Options as a new separate class of quoted securities, all Class B Options will remain unlisted options and will not be tradeable on the ASX. There is no guarantee that the ASX will approve the Class B options as a new separate class of quoted securities on the ASX.

7.2 Listing Rule 7.1

The description of ASX Listing Rule 7.1 in section 4.2 of this Notice (with respect to Resolution 3) applies equally to this Resolution 6. The issue of 13,865,143 Class B Options will not fall within the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. Therefore, the Company is seeking to have shareholders approve the issue of these Investor Options.

7.3 Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

(1) The name of the person to whom the securities will be issued

Sophisticated investors participated in the placement sources by JB Advisory Pty Ltd (the April Investors).

(2) the maximum number of securities to be granted by the Company

13,865,143 Class B Options;

(3) The date by which the entity will issue the securities

As soon as practicable after the Meeting, but in any event no later than three (3) months after the date of the Meeting.

(4) The price at which the securities will be issued

The Class B Options will be issued for nil cash consideration.

(5) The terms of the securities

The Investor Options will be issued on the terms and conditions set out in as described in section 7.1 above and Annexure C to this Notice

(6) The use of the funds raised

No funds will be raised from the issue of the Options. However, if all the options are exercised the Company would receive additional funds of approximately \$2.773m, which it expects to apply towards its general working capital requirements

(7) Summary of the Agreement under which the Options are to be issued

The Company seeks shareholder approval that the Investors receive a 1:2 option on the number of shares subscribed in the April 2020 placement. There have not been separate written agreements entered for these arrangements.

7.4 Board recommendations and undirected proxies.

The Directors recommend that the Shareholders vote in favour of Resolution 6.

The Chair intends to vote all undirected proxies in favour of Resolution 6.

8. Resolution 7: Approval to amend the Constitution

8.1 Background

Resolution 7 proposes the amendment of the Company's Constitution by amending the existing clauses 23 and 27 (dealing with restricted securities) in the form annexed to this Explanatory Memorandum as Annexure A.

Pursuant to section 136(2) of the Corporations Act, the Company may only modify its Constitution by special resolution.

Resolution 8 proposes the amendment of the Company's Constitution by amending the existing clause 23 (dealing with service of Notices) in the form annexed to this Explanatory Memorandum as Annexure A. In summary, these changes effectively allow the Company to send notices (including a URL reference in a notice) to Shareholders using any one of the addresses provided by the Shareholder to the Company. The use of URL references is the same as the means for communication adopted under the changes to the Corporations Regulations during the recent Covid-19 restrictions period, and the Board believes it is prudent that this means of communication is specified in its Constitution.

In summary, the amendments to clause 27 of the Constitution allow the Company to comply with ASX Listing Rule 15.12 should the ASX impose mandatory escrow on any of the Company's issued securities. In particular, Listing Rule 15.12 expressly requires the constitution of a Listed entity which has any restricted securities on issue to provide for each of the following:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (b) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the Company's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and

- (e) if a holder of restricted securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues.

8.2 Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 7.

9. Resolution 8: Approval for a change to the scale / nature of activities arising from the acquisition of Brand Solutions Australia

9.1 Transaction Summary

As announced to the ASX on 13 April 2021, the Company and its newly incorporated wholly owned subsidiary (**WHA Subsidiary**) have entered into an asset sale agreement (**ASA or Asset Sale Agreement**) for the acquisition of the Brand Solutions Australia and Pharma Solutions Australia businesses from Siebelco Pty Ltd and Ecopure Health Pty Ltd (collectively, the **Sellers**) (**Brand Solutions Australia Transaction**).

The terms of the Asset Sale Agreement are described in section 9.5 below.

9.2 Funding of the Brand Solutions Australia Transaction

WHA will fund the upfront cash consideration component of the purchase price through its existing cash reserves.

9.3 Rationale of the Brand Solutions Australia Transaction

WHA's Board considers the Brand Solutions Australia Transaction is complementary to its current operations and in line with its strategy of developing and promoting high quality products for the "health and wellness" market.

9.4 Why the Company is seeking Shareholder approval

Completion under the Asset Sale Agreement is subject to the satisfaction of a number of conditions which are set out in the Asset Sale Agreement (summarised in section 9.5 below).

These conditions include WHA shareholder approval where required by the ASX. As announced on 13 April 2021, ASX requires shareholder approval under ASX Listing Rule 11.1.2 of this acquisition under the Asset Sale Agreement.

ASX Listing Rule 11.1 provides that if an entity proposes to make a significant change, either directly or indirectly, to the nature or scale of its activities, it must provide full details to the ASX as soon as practicable. ASX Listing Rule 11.1.2 confers on the ASX the discretion to require a significant change to the nature or scale of a listed entity's activities to be approved by the holders of its ordinary securities.

ASX Listing Rule 11.1.2 specifically applies where an entity is proposing to acquire a business, or to make a series of business acquisitions of businesses, that will result in a major change to the nature or scale of its business.

In response to a submission made by the Company to the ASX, the ASX has advised that, based on the information provided by the Company, it will not exercise its discretion under Listing Rule 11.1.3 to require the Company to re-comply with Chapters 1 and 2 of the Listing Rules in relation to the Brand Solutions Australia Transaction.

9.5 Summary of the Asset Sale Agreement

Term of ASA	Details
Assets being acquired	<p>The WHA Subsidiary will acquire the businesses and assets of the Brand Solutions Australia business and the Pharma Solutions Australia business (Business) from the Sellers.</p> <p>The Company will guarantee the performance of WHA Subsidiary's obligations under the ASA.</p>
Conditions Precedent	<p>Completion of the Brand Solutions Australia Transaction under the Asset Sale Agreement (Completion) is subject to a number of conditions precedent being satisfied or waived (Conditions Precedent), being:</p> <ul style="list-style-type: none"> • the Company obtaining all shareholder approvals required under the ASX Listing Rules and Corporations Act for the Brand Solutions Australia Transaction and the issue of the Consideration Shares and Consideration Options (as described in further detail below); • the Company's shares being reinstated to quotation on the ASX; • the Sellers obtaining novation or assignment of certain material contracts of the Business; • the Company lodging a prospectus which includes an offer of the Consideration Shares (which are to be issued at Completion) to the Sellers; and • Key employees (including Business founder Zack Bozinovski) entering into employment agreements with the Company on agreed terms.
Consideration	<p>General</p> <p>The consideration payable:</p> <ul style="list-style-type: none"> • will be a combination of cash and the issue of new Shares (Consideration Shares); and • comprises an upfront consideration component (cash and Consideration Shares) and a deferred earn-out consideration component (cash and Consideration Shares), which will be payable progressively upon achievement of prescribed Business performance targets. <p>Upfront consideration payable at Completion</p>

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	<p>The upfront consideration payable at Completion will be:</p> <ul style="list-style-type: none"> • the “Completion Amount”, being: <ul style="list-style-type: none"> ○ \$2.75 million in cash (plus or minus Completion adjustments); ○ \$2 million to be satisfied through the issue of 13,331,667 Consideration Shares at a deemed issue price of \$0.15 per share; and • up to \$500,000 in cash to repay existing debt of the Business. <p>Deferred consideration payable after Completion</p> <ul style="list-style-type: none"> • Subsequent to Completion, and subject to the continuous employment of founder Zack Bozinovski, Earn Out Amounts (described below) will be payable to the Sellers in respect of the “Earn Out Periods” (being the FY22, FY23 and FY24 periods), if certain EBITDA targets are met by the Business during those Earn Out Periods. • Earn Out Amounts will be paid in cash and through the issue of new Consideration Shares (which will be issued upon automatic conversion of the Consideration Options, as described below).
<p>Earn Out and Consideration Options</p>	<p>Consideration Options</p> <ul style="list-style-type: none"> • At Completion, the Company will be required to issue the FY22, FY23 and FY24 Consideration Options, which will each be convertible into Consideration Shares as part of the deferred earn out consideration payable to the Sellers during those FY22, FY23 and FY24 Earn Out Periods. <p>Earn Out Amounts</p> <ul style="list-style-type: none"> • The Earn Out Amounts are calculated for each Earn Out Period by comparison of the actual EBITDA performance of the Business for that financial year against a target EBITDA of \$791,667 (EBITDA Hurdle). • If the actual EBITDA (as determined by the Company's auditor) for an Earn Out Period is less than or equal to the EBITDA Hurdle, no Earn Out Amount is payable and no Consideration Shares can be issued pursuant to the corresponding Consideration Option. • If the actual EBITDA for an Earn Out Period is greater than the EBITDA Hurdle, an Earn Out Amount equal to: (6.0 x EBITDA for the relevant Earn Out Period less the Completion Amount) x 50%, is payable for that Earn Out Period. <p>The Earn Out Amounts will be payable in a combination of cash and Consideration Shares, as follows:</p> <ul style="list-style-type: none"> • in respect of each Earn Out Amount, 25% must be paid in cash, and 75% must be paid to the Sellers in Consideration Shares (via the automatic conversion of the Consideration

	<p>Option corresponding to that relevant Earn Out Period, at the Conversion Price).</p> <ul style="list-style-type: none"> • The Conversion Price for each Consideration Option will be the lower of: <ul style="list-style-type: none"> ○ the VWAP of Shares over the 5 day period ending the due date of payment of the relevant Earn Out Amount; or ○ if any capital raisings are undertaken by the Company in the 6 month period prior to the due date of payment of the relevant Earn Out Amount, the lowest price paid for Shares under those capital raisings, <p>provided that the Conversion Price will be no less than \$0.15 per Share.</p>
Other terms regarding Consideration Shares and Options	<ul style="list-style-type: none"> • Pursuant to Resolution 9, the Company is seeking shareholder approval under ASX Listing Rule 7.1 for the issue of the new Consideration Shares and Consideration Options. • All Consideration Shares will be subject to 12 month voluntary escrow restrictions from their date of issue. • Despite any other provision of the ASA, the number of Consideration Shares to be issued to the Sellers (together with the Shares already held by the Sellers) must not exceed a combined holding of 19.9% of the Company's issued Share capital.
Warranties	<p>The ASA contains warranties and indemnities from the Sellers and Buyer which are considered standard for an agreement of this nature. The period within which a warranty claim can be made by the Company is 18 months from Completion.</p>
Sellers' costs	<p>The Company agrees to pay the Sellers' reasonable costs of the Proposed Transaction, capped at a maximum of \$100,000.</p>
Termination and break fee	<p>Either the Sellers on one hand, or the Buyer on the other hand, has the right to terminate the ASA if:</p> <ul style="list-style-type: none"> • the Conditions Precedent are not satisfied by 30 June 2021 (or such later date agreed by the parties); or • the Sellers or the Buyer (as applicable) fails to comply with their obligations to complete the Proposed Transaction (after it becomes unconditional). <p>The Company will pay the Sellers a break fee of \$250,000, if the Proposed Transaction is terminated other than as a result of the Sellers failing to comply with their obligations to complete the Proposed Transaction (after it becomes unconditional).</p>
Non-Competition	<p>The Sellers and Zack Bozinovski, have each agreed not to compete and to use all reasonable efforts to procure that its associates do not compete with the Business from Completion up</p>

	until payment of the FY24 Earn Out Amount (unless terminated earlier).
Appointment to Board	Subject to Completion, the Company has agreed to appoint Zack Bozinovski as a director of the Company.

9.6 Impact on the management of the Company

The WHA Board is expected to appoint Zack Bozinovski to the Board of the Company, who will take on the role of the Chief Strategy Officer on completion of the Brand Solutions Australia.

9.7 Management of WHA Subsidiary

On Completion under the Asset Sale Agreement, the board of directors of WHA Subsidiary will comprise Zack Bozinovski and a nominee of WHA. The directors of WHA Subsidiary will have to at all times comply with the delegation of authority policies of its 100% shareholder, WHA.

9.8 Effect of the Proposed Transaction on the Company's Financial Position

Set out in the **Table** in **Annexure D**, for illustrative purposes, are pro forma consolidated statements of financial position of the WHA Group, which outlines the effect of the Brand Solutions Australia Transaction.

Also set out in Annexure E, for illustrative purposes is an unaudited, notional pro-forma statement of financial performance for the 6 months of this financial year ended 30 June 2021 for the combined existing WHA Group and BSA & PSA Businesses (on a 100% consolidation basis).

The accounting policies upon which the unaudited pro-forma financial statements in the Table in Annexure D are the same as those contained in the audited financial report for the year ended 30 June 2020.

9.9 Advantages of the Brand Solutions Australia Transaction

The Directors of the Company believe that the following non-exhaustive list of advantages may be relevant to a Shareholder's decision on how to vote on this Resolution 8:

- (a) the Brand Solutions Australia Transaction is intended to strengthen the Company's strategy of producing high quality products for the health and wellness market and will provide a distinct advantage for the Company compared to its peers;
- (b) the Brand Solutions Australia Transaction will positively impact the Group's financial position with the addition of a substantial and growing revenue base;
- (c) the Brand Solutions Australia Transaction will allow WHA to diversify its range of offerings reducing the dependence on the challenging infant formula market;
- (d) the Brand Solutions Australia Transaction will add an experienced sales and marketing team that will benefit the existing WHA's product portfolio; and

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- (e) the Brand Solutions Australia Transaction will further raise the profile of WHA.

9.10 Disadvantages of the Brand Solutions Australia Transaction

The Directors of the Company are of the view that the following non-exhaustive list of disadvantages may be relevant to a Shareholder's decision on how to vote on this Resolution 8:

- (a) the Company will be changing the scale of its activities through the Brand Solutions Australia Transaction which may not be consistent with the objectives of all Shareholders;
- (b) significant dilution of the relevant interests of existing Shareholders by the Company's proposed issue of the Consideration Shares and Consideration Options to the Sellers (as contemplated by Resolution 9 of this Meeting);
- (c) there is a break fee of \$250,000 payable by WHA if the Completion does not occur by 30 June 2021;
- (d) there is no guarantee with regard to the future financial performance of the Business;
- (e) WHA will increase its exposure to a wider array of risks associated with the Brand Solutions Australia Transaction.
- (f) there is no guarantee of the value of WHA's Shares upon closing of the purchase of the Business or at any later date.

9.11 Recommendation

The Directors of the Company believe that Resolution 8 is in the best interest of the Company and unanimously recommend that Shareholders vote in favour of this Resolution 8.

10. Resolution 9: Issue of Shares and Options to Siebelco Pty Ltd and Ecopure Health Pty Ltd

10.1 Share and Option Issue to the Sellers

Subject to the passing of Resolution 8, Resolution 9 is an ordinary resolution which seeks the approval for the issue to the Sellers of the Consideration Shares and Consideration Options as part consideration of the Brand Solutions Australia Transaction (as summarised in section 9) for the purposes of ASX Listing Rule 7.1.

This proposed issue of the Consideration Shares and Consideration Options is subject to the approval by Shareholders of this Resolution 9. If Resolution 9 is not approved by Shareholders, none of the Consideration Shares and Consideration Options will be issued and WHA will not be able to proceed with Completion of the Brand Solutions Australia Transaction.

10.2 Consideration Shares and Consideration Options

The Company is seeking Shareholder approval to issue the following securities to the Sellers:

- (a) 13,331,667 Shares at a deemed issue price of \$0.15 per Share (comprising part of the Completion Amount payable at Completion);

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- (b) the FY22 Consideration Option, which is convertible into Shares as part of the deferred earn out consideration payable to the Sellers for the FY22 Earn Out Period;
 - (c) the FY23 Consideration Option, which is convertible into Shares as part of the deferred earn out consideration payable to the Sellers for the FY23 Earn Out Period; and
 - (d) the FY24 Consideration Option, which is convertible into Shares as part of the deferred earn out consideration payable to the Sellers for the FY24 Earn Out Period;

10.3 Terms of Consideration Options

- (e) After the end of each Earn Out Period, the relevant Consideration Option will automatically convert, at the Conversion Price, into a number of Shares to the value of 75% of the Earn Out Amount for that Earn Out Period.
- (f) The Conversion Price for each Consideration Option will be the lower of:
 - (i) the VWAP of Shares over the 5 day period ending the due date of payment of the relevant Earn Out Amount; or
 - (ii) if any capital raisings are undertaken by the Company in the 6 month period prior to the due date of payment of the relevant Earn Out Amount, the lowest price paid for Shares under those capital raisings,

provided that the Conversion Price will be no less than \$0.15 per Share.

10.4 Acceleration of Earn Out Payments

If the Company is the subject of a takeover or a scheme of arrangement (each an **Exit Event**) prior to 30 June 2024, and if neither Zack Bozinovski nor Lenca Bozinovski (a key employee of the Business) has been classified as a “bad leaver” before the occurrence of the Exit Event, the Asset Sale Agreement provides for the acceleration of payment of the Earn Out Amounts, with additional cash payments, as follows:

- (a) if the Exit Event occurs prior to **30 June 2022**, the Sellers will not be entitled to payment of the actual FY22 Earn Out Amount, FY23 Earn Out Amount or the FY24 Earn Out Amount, but will be issued Consideration Shares equal to the Consideration Share Cap plus a cash amount of \$3 million. All Consideration Options shall be deemed exercised and satisfied; or
- (b) if the Exit Event occurs after **30 June 2022** and prior to **30 June 2023**, the Sellers will not be entitled to payment of the actual FY23 Earn Out Amount or the FY24 Earn Out Amount, but will
 - (i) be entitled to payment of the actual FY22 Earn Out Amount plus such number of Consideration Shares equal to 2/3 of the Consideration Share Cap; plus
 - (ii) be paid an amount equal to \$3 million minus the cash component of the FY22 Earn Out Amount received by the Sellers prior to the relevant Exit Event; and
 - (iii) The FY23 Consideration Option and FY24 Consideration Option shall be deemed exercised and satisfied in full; or

- (c) if the Exit Event occurs after **30 June 2023** and prior to **30 June 2024**, the Sellers will not be entitled to payment of the actual FY24 Earn Out Amount but will ;
- (i) be entitled to payment of the actual FY22 Earn Out Amount and the FY23 Earn Out Amount;
 - (ii) be issued such number of Consideration Shares equal to 1/3 of the Consideration Share Cap; plus
 - (iii) be paid an amount equal to \$3 million minus the aggregate of the cash components of the FY22 Earn Out Amount and the FY23 Earn Out Amount received by the Sellers prior to the relevant Exit Event; and
 - (iv) The FY24 Consideration Option shall be deemed exercised and satisfied in full.

10.5 Listing Rule 7.1

The description of ASX Listing Rule 7.1 in section 4.2 of this Notice (with respect to Resolution 3) applies equally to this Resolution 9. The issue of the Consideration Shares and the 3 Consideration Options will not fall within the Company's 15% placement capacity pursuant to ASX Listing Rule 7.1. Therefore, the Company is seeking to have shareholders approve the issue of these securities.

10.6 Listing Rule 7.3

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 7.1:

(1) The name of the person to whom the securities will be issued

Siebelco Pty Ltd (as to 99%) and Ecopure Health Pty Ltd (as to 1%)

(2) the maximum number of securities to be granted by the Company

- (a) 13,331,667 Shares (comprising part of the Completion Amount payable at Completion);
- (b) the FY22 Consideration Option, which is convertible into Shares as part of the deferred earn out consideration payable to the Sellers for the FY22 Earn Out Period;
- (c) the FY23 Consideration Option, which is convertible into Shares as part of the deferred earn out consideration payable to the Sellers for the FY23 Earn Out Period; and
- (d) the FY24 Consideration Option, which is convertible into Shares as part of the deferred earn out consideration payable to the Sellers for the FY24 Earn Out Period.

The number of Shares that may be issued upon conversion of the Conversion Options is not currently known, and will depend on the Earn Out Amounts (if any)

which become payable in respect of each Earn Out Period, and the VWAP of the Company's Shares at the relevant time of conversion.

However, the maximum number of Shares that may be issued to the Sellers in total is capped at "**Consideration Share Cap**", being the number of Shares which may be issued to the Sellers such that the Sellers' combined holding of Shares (including any Shares already held by the Sellers) at the respective dates of issue of the Shares does not exceed 19.9% of the issued Share capital of the Company.

As at the date of this Notice the Consideration Share Cap is 46,129,887 Shares.

(3) The date by which the entity will issue the securities

The Company will issue the 13,331,667 Consideration Shares and Consideration Options on the date of Completion of the Brands Solutions Australia Transaction, but in any event no later than three (3) months after the date of the Meeting (subject to Completion occurring).

(4) The price at which the securities will be issued

The Consideration Shares and Consideration Options will be issued for nil cash consideration, as part consideration of the Brand Solutions Australia Transaction (as summarised in section 9).

13,331,667 Shares will be issued at a deemed issue price of \$0.15 per Share.

The Shares issued upon conversion of the Consideration Options will be issued at a deemed issue price equivalent to the relevant Conversion Price.

(5) The terms of the securities

The 13,331,667 Shares, and any Shares issued upon conversion of the Conversion Options, will be fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company.

A summary of the terms and conditions of the Conversion Options is provided above.

(6) The use of the funds raised

No funds will be raised from the issue of the Consideration Shares and Consideration Options (or the issue of Shares underlying the Conversion Options). These securities will be issued for nil cash consideration, as part consideration of the Brand Solutions Australia Transaction (as summarised in section 9).

(7) Summary of the Agreement under which the Consideration Shares and the Consideration Options are to be issued

A summary of the Asset Sale Agreement is contained in Section 9.5 above.

10.7 Board recommendations and undirected proxies.

The Directors recommend that the Shareholders vote in favour of Resolution 9.

The Chair intends to vote all undirected proxies in favour of Resolution 9.

11. Resolution 10: Approval of Change of Company Name to "Wellnex Life Limited"

It is proposed that Shareholders approve the Company's name being changed from "Wattle Health Australia Limited" to "Wellnex Life Limited".

In accordance with section 157 of the Corporations Act, if a company wishes to change its name it must pass a special resolution of shareholders to adopt the new name.

The name "Wellnex Life Limited" was chosen by the Company because:

- it boldly conveys our focus on better health and wellness outcomes and the company's ability to take authentic Australian innovation to the world;
- it reflects our deep commitment to develop sustainable products to enrich people's lives at every stage – from infants to seniors;
- it strongly and succinctly embodies a fresh sense of innovation, progressive thinking and a category challenger, and
- Wellnex Life enables us to clearly communicate our positive future intent to our key stakeholders.

If the name change proposed in this Resolution 10 is successful, the Company will request that ASX change the Company's ASX listing code from "WHA" to "WNX".

The change of name will take effect when ASIC alters the details of the Company's registration in its records. This is expected to occur within 28 days of the Meeting.

11.1 Recommendation

The Directors recommend that the Shareholders vote in favour of Resolution 10.

The Chair intends to vote all undirected proxies in favour of Resolution 10.

12. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed resolutions.

Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Class A Option means an option to purchase a Share issued with approval of Shareholders at this Meeting and subject to the Class A Option Terms;

Class A Option Terms means those terms and conditions applicable to the Class A Options, as described in Annexure B to this Notice.

Class B Option means an option to purchase a Share issued with approval of Shareholders at this Meeting, which option is subject to the Class B Option Terms;

Class B Option Terms means those terms and conditions applicable to the Class B Options, as described in Annexure C to this Notice.

Annual General Meeting / AGM means the annual general meeting of the Company to be held at Holding Redlich, Level 8, 555 Bourke Street Melbourne VIC 3000 at 10.00am (Melbourne time) on Friday 21 May 2021 pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Company means Wattle Health Australia Limited ACN 150 759 363.

Corporations Act or **Act** means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Key Management Personnel or **KMP** means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

Meeting means the annual general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Annual General Meeting.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2020 as set out in the Company's Annual Report for the year ended 30 June 2020.

Resolution means the resolutions referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of a Share.

Annexure A – Constitution

Clause 23 Amendments

Clause 23.1(b)(ii) is removed and replaced with the following:

"(ii) post, either by

- (A) properly addressing, prepaying and posting the notice to the Member or leaving it at the Member's address as shown in the Register or the address supplied by the Member to the Company for the giving of notices; or
- (B) subject to the Act, properly addressing, prepaying and posting to the Member, or leaving at the Member's address as shown in the Register or the address supplied by the Member to the Company for the giving of notices, a letter, postcard or other document setting out a URL from which the notice can be viewed or downloaded (**Notification**);"

Clause 23.2 is extended by the addition of the following new clauses (e) and (f)

- (e) if given in accordance with clause 23.1(b)(ii)(B), on the day after the date of posting the Notification to the Member, whether delivered or not;
- (f) subject to the Act, if it is made available for viewing and downloading on the Company's website and/or the ASX Market Announcements Platform, on the day the notice becomes available for viewing and downloading by the Member,"

Clause 27 Amendments

Clause 27 is deleted in its entirety and is replaced with the following clause 27:

"27. Restricted Securities

27.1 Definitions

In this clause 27, "**dispose**" (and any other grammatical forms of it) and "**restriction deed**" have the meaning given by the Listing Rules.

27.2 Compliance with Listing Rules

During the escrow period applicable to any Restricted Securities, the holder of those Restricted Securities must not dispose of, or agree or offer to dispose of, those Restricted Securities, except as permitted by the Listing Rules or by ASX.

27.3 Disposals during escrow period

The Company will refuse to acknowledge a disposal of Restricted Securities (including registering a transfer of any Restricted Securities) during the escrow period relating to the Restricted Securities except as permitted by the Listing Rules or by ASX.

27.4 Holding lock

If the Restricted Securities are in the same class as quoted securities, a holder of Restricted Securities will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's issuer-sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to the Restricted Securities.

27.5 Return of capital

A holder of Restricted Securities is not entitled to participate in any return of capital on any Restricted Securities during the escrow period applicable to those Restricted Securities except as permitted by the Listing Rules or by ASX.

27.6 Consequences in the event of breach

For the duration of a breach by a holder of Restricted Securities of a restriction deed or a provision of this Constitution restricting a disposal of those Restricted Securities, the holder will not be entitled to:

- (a) any Dividend or distribution; or*
- (b) exercise any voting rights,*

in respect of those Restricted Securities."

Annexure B - Class A Option Terms

Each Option entitles the **Option Holder** to subscribe for and be issued one fully paid ordinary share (**Share**) in Wattle Health Australia Limited ACN 150 759 363

(**Company**) on the below terms. These terms apply to the issue of all Options approved by Shareholders at the Company's Annual General Meeting to be held on 21 May 2021 (**AGM**) where Annexure B Option Terms are specified as applicable, as described in the Notice of Meeting for the AGM dated 21 May 2021 (**NOM**):

1. The expiry date of each Option is as specified in the NOM (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse on the Expiry Date.
2. The Options may only be exercised by the Option Holder giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date.
3. The exercise price for each Option will be the exercise price referable to those Options as specified in the NOM (**Exercise Price**).
4. On receipt by the Company of the Notice of Exercise and payment in full of the Exercise Price, the Company must within 2 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s;
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised, and
 - (d) where the Shares are listed on the ASX, will apply to the ASX in accordance with the Listing Rules for all Shares issued upon the exercise of an Option to be admitted to quotation.
5. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
6. The Options are non-transferable by an Option Holder except with the prior written consent of the Company.
7. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
8. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to

ensure that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 business days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.

9. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
10. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
11. The Options do not entitle the Option Holder to vote at any meeting of shareholders
12. To the extent (if any) that any of these Option Terms And Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.
13. These Terms and Conditions are governed by the laws of the State of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

Annexure C - Class B Option Terms

Each Option entitles the **Option Holder** to subscribe for and be issued one fully paid ordinary share (**Share**) in Wattle Health Australia Limited ACN 150 759 363 (**Company**) on the following terms:

1. The expiry date of each Option is 24 months from their date of issue (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse on the Expiry Date.
2. The exercise price of each Option is \$0.20 per Share (**Exercise Price**). The Options may only be exercised by the Option Holder giving written notice in the form set out below (**Notice of Exercise**) to the Company at its registered office prior to the Expiry Date.
3. The Company intends to apply for the Options to be listed on the ASX within the time prescribed by the ASX Listing Rules. If listed on the ASX the Options will be freely traded on the ASX.
4. On receipt by the Company of the Notice of Exercise and payment in full of the Exercise Price, the Company must within 2 Business Days (and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX) (**ASX Listing Rules**):
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s;
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised, and
 - (d) apply to the ASX in accordance with the Listing Rules for all Shares issued upon the exercise of an Option to be admitted to quotation.
5. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
6. The Options are freely transferable by an Option Holder.
7. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
8. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to ensure that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 business days written notice from the Company

of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.

9. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
10. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
11. The Options do not entitle the Option Holder to vote at any meeting of shareholders
12. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these option Terms And Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms.
13. These Terms and Conditions are governed by the laws of the State of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

Annexure D - Pro-Forma Financial Statement and Financial Performance

WHA Limited Proforma Statement of financial position

As at 31 December 2020

	WHA \$'000	BSA \$'000	Adjustments \$'000	Note	Consolidated \$'000
Assets					
Current assets					
Cash and cash equivalents	110	112	7,160	1	7,382
Trade and other receivables	12,456	2,000	(13,000)	2	1,456
Inventory	1,152	2,488	(2,488)	3	1,152
Investments	-	-	-		-
Prepayments and other	37	-	-		37
Total current assets	13,755	4,600	(8,328)		10,027
Non-current assets					
Other financial assets	1,100	-	-		1,100
Property, plant and equipment	-	6	-		6
Right-of-use assets	145	-	-		145
Intangibles	487	-	-		487
Other	-	-	-		-
Total non-current assets	1,732	6	-		1,738
Total assets	15,487	4,606	(8,328)		11,765
Liabilities					
Current liabilities					
Trade and other payables	1,881	3,898	(4,298)	4	1,481
Borrowings	8,042	600	(8,642)	5	-
Lease liabilities	36	-	-		36
Provisions	59	11	-		70
Total current liabilities	10,018	4,509	(12,940)		1,587
Non-current liabilities					
Borrowings	-	-	-		-
Lease liabilities	118	-	-		118
Provisions	16	-	-		16
Total non-current liabilities	134	-	-		134
Total liabilities	10,152	4,509	(12,940)		1,721
Net assets	5,335	97	4,612		10,044
Equity					

Issued capital	91,726	1	9,042	100,769
Reserves	-		-	
Accumulated losses	(86,309)	99	4,433)	(90,643)
Equity attributable to the owners of WHA	5,417	100	4,609	10,126
Non-controlling interest	(82)	-	-	(82)
Total equity	5,335	100	4,609	10,044

Notes

1. Cash	
Cash at end of period	222
CBDG Distribution	11,000
BSA Acquisition	(2,750)
BSA Adjustments	(590)
Debt Amount	(500)
Total	7,382

2. Trade and Other Receivables	
Opening Balance	14,456
CBDG Distribution	(11,000)
Adjustment of BSA Receivables	(2,000)
Balance	1,456

3. Inventory	
Opening Balance	3,640
BSA Adjustment	(2,488)
Balance	1,152

4. Trade and Other Payable	
Opening Balance	5,779
Conversion of Payables to equity	(400)
BSA Adjustment	(3,898)
Balance	1,481

5. Borrowings	
Opening Balance	8,642
Conversion of Borrowings to Equity	8,042
BSA Adjustment	600
Balance	-

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**WHA Pro-Forma Financial Performance
1 July 2020 – December 31 2021**

	WHA	BSA	Adjustments	Note	Consolidated
Revenue	714	6,750			7,464
Other income	-	435			435
Interest received	-	-			-
Expenses					
Raw materials and consumables used	(274)	(5,450)			(5,724)
(f) administration and corporate costs	(1,512)	(96)	550	1	(1,058)
Share based payments issued to third parties	-	-			
(e) Payments to employees & oncost	(878)	(1,041)			(1,919)
(c) advertising and marketing	(1,250)	(319)			(1,569)
Depreciation expense - RUO	(59)				(59)
Loss on Disposal of CBDG	(8,346)		8,346	2	-
Write off of Assets and other losses	(210)				(210)
Occupancy costs	-	(22)			(22)
Finance costs	(408)	-	408	3	
FX	-	(13)			(13)
Profit and Loss	(12,223)	244	9,304		(2,675)

Note 1

Adjustment of one off expense involved in the CBDG Administration of \$550,000

Note 2

Reversal of one off expense of loss on CBDG of \$8.3 million

Note 3

Adjustment off one expense in relation to Capital Raising Costs

WHA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (AEST) Wednesday, 19 May 2021.**

Wattle Health Australia Limited Annual General Meeting

We are relying on technology to facilitate shareholder engagement and participation in the meeting. Details of where you can access the notice of meeting, lodge a proxy and participate in the meeting are contained in this letter.

Meeting date and location:

The Annual General Meeting of Wattle Health Australia Limited will be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 on Friday, 21 May 2021 at 10.00am (AEST).

Access the meeting documents and lodge your proxy online:

Online:

Access the meeting documents and lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com




PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

WHA

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10.00am (AEST) on Wednesday, 19 May 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Wattle Health Australia Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wattle Health Australia Limited to be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 on Friday, 21 May 2021 at 10.00am (AEST) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of George Karafotias	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8			
Resolution 3	Approval of Conversion mechanism in existing Debt Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 4	Issue of Options to Reach Corporate	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9			
Resolution 5	Issue of Shares and Options to Shareholder Lenders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10			
Resolution 6	Issue Options to Investors of 2020 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 7	Approval to amend the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 Securityholder 2 Securityholder 3

Sole Director & Sole Company Secretary Director Director/Company Secretary

/ / Date

Update your communication details (Optional)

Mobile Number Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



WHARM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Wattle Health Australia Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Wattle Health Australia Limited