



Announcement Summary

Entity name

THE HYDRATION PHARMACEUTICALS COMPANY LIMITED

Announcement Type

New announcement

Date of this announcement

29/3/2022

The Proposed issue is:

☒ A placement or other type of issue

Total number of +securities proposed to be issued for a placement or other type of issue

ASX +security code	+Security description	Maximum Number of +securities to be issued
HPC	ORDINARY FULLY PAID	2,361,666

Proposed +issue date

31/5/2023

Refer to next page for full details of the announcement



Part 1 - Entity and announcement details

1.1 Name of +Entity

THE HYDRATION PHARMACEUTICALS COMPANY LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ACN

Registration Number

620385677

1.3 ASX issuer code

HPC

1.4 The announcement is

☒ New announcement

1.5 Date of this announcement

29/3/2022

1.6 The Proposed issue is:

☒ A placement or other type of issue



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

☒ No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

HPC : ORDINARY FULLY PAID

Number of +securities proposed to be issued

1,180,833

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Issue of Tranche 1 ordinary shares to Shay Mitchell (or nominee) as part consideration for the provision of brand ambassador services. Number of shares is calculated as USD\$250,000 converted to AUD using the exchange rate immediately prior to the date of the agreement, divided by the 10-day VWAP immediately before the date of the agreement.

For more information, refer to the ASX announcement lodged today.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

332,995.000000



Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

☒ Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

☒ No

Details of +securities proposed to be issued

ASX +security code and description

HPC : ORDINARY FULLY PAID

Number of +securities proposed to be issued

1,180,833

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

☒ No

Please describe the consideration being provided for the +securities

Issue of Tranche 2 ordinary shares to Shay Mitchell (or nominee) as part consideration for the provision of brand ambassador services to be issued one (1) year after the first public usage of the content created under the Agreement. Number of shares is calculated as USD\$250,000 converted to AUD using the exchange rate immediately prior to the calculation date, divided by the 10-day VWAP immediately before the calculation date. Note: the number of shares included in this Appendix is an estimate only and has been calculated on the basis of the current exchange rate and current 10-day VWAP. Accordingly, the number of Tranche 2 shares is expected to change. For more information, refer to the ASX announcement lodged today.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

332,995.000000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

☒ Yes



Part 7C - Timetable

7C.1 Proposed +issue date

31/5/2023

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

☒ No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

☒ Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Approx 1,180,833 Tranche 1 shares on or before 5 April 2022.

Approx 1,180,833 Tranche 2 shares on or before 31 May 2023. In the event that the Company does not have sufficient placement capacity at the time of issue, the Company will issue the maximum number of shares possible and seek shareholder approval for the remainder of the Tranche 2 shares.

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

☒ No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

☒ No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

☒ No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

☒ Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

75% of Tranche 1 shares and Tranche 2 shares will be subject to voluntary escrow until 14 December 2023. 25% of Tranche 1 shares and Tranche 2 shares will be subject to voluntary escrow until 14 June 2023.

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

☒ No

7E.2 Is the proposed issue to be underwritten?

☒ No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Issue of shares to Shay Mitchell (or nominee) as part consideration for the provision of brand ambassador services.

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

☒ No

7F.2 Any other information the entity wishes to provide about the proposed issue

Refer to the ASX announcement released today.

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

☒ The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)