



## NOTICE OF GENERAL MEETING

THE HYDRATION PHARMACEUTICALS COMPANY LIMITED ACN 620 385 677

**TIME:** 11:00am (AEST)

**DATE:** Tuesday, 26 September 2023

**PLACE:** Online via Automic's Investor Portal

### **Important notice**

This Notice of General Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the General Meeting of The Hydration Pharmaceuticals Company Limited and to assist shareholders to determine how to vote on the Resolutions set out in this Notice.

Should you wish to discuss any of the matters detailed in this Notice, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or [hydralytecosec@cdplus.com.au](mailto:hydralytecosec@cdplus.com.au).

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## Notice of General Meeting of Shareholders of The Hydration Pharmaceuticals Company Limited

Notice is given that the general meeting of Shareholders of The Hydration Pharmaceuticals Company Limited ACN 620 385 677 (**HPC** or the **Company**) will be held on **Tuesday, 26 September 2023 at 11:00am (AEST)**.

The Meeting will be streamed live virtually for Shareholders to view and participate.

Please see Important Information section below for details.

## Important Information

### Your vote is important

The business of the Meeting affects your shareholding and your vote is important. Voting on all Resolutions will be determined by a poll.

### Voting eligibility

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (AEST) on Sunday, 24 September 2023.

### Voting in person at the Meeting

The Meeting will be streamed live via webcast for Shareholders to view the Meeting.

The Company urges all Shareholders to please utilise the online facilities offered. Shareholders will be able to view the live webcast of the Meeting, vote online in real time and ask Directors questions online.

For further information, please see the section below titled 'Voting during the Meeting'. **Voting by proxy or online prior to Meeting**

To vote by proxy prior to the Meeting, you will need to appoint a proxy and either direct the proxy how to vote on each Resolution, or allow the proxy to exercise their discretion in voting your shares.

To appoint a proxy online, please go to <https://investor.automic.com.au/#/loginsah> and follow the instructions on your Voting Form.

You may also appoint a proxy by completing and signing the enclosed Voting Form and returning it by the time and in accordance with the instructions set out on the Voting Form.

Proxies will be able to view the live webcast of the Meeting, vote online in real time in accordance with their proxy instructions and ask Directors questions online.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy; and
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints 2 proxies and the appointment

does not specify the proportion or number of the Shareholders' votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

#### Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair, the proxy must vote on a poll, and must vote that way (ie. as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie. as directed).

#### Transfer of non-chair proxy to Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at the Meeting; and
- the appointed proxy is not the Chair; and
- at the Meeting, a poll is duly demanded on the Resolution, or is otherwise required under section 250JA, on the question that the Resolution be passed; and
- either of the following applies:
  - the proxy is not recorded as attending the Meeting; or
  - the proxy does not vote on the Resolution,

the Chair is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution at the Meeting.

#### **Direct voting**

In accordance with clause 7.10 of the Constitution, the Directors may:

- decide that, at any general meeting or class meeting, a member who is entitled to attend and vote on a resolution at the meeting is entitled to a direct vote in respect of that resolution. A 'direct vote' includes a vote delivered to the company by post or other electronic means approved by the directors; and
- prescribe regulations, rules and procedures in relation to direct voting, including specifying the form, method and timing of giving a director vote at a meeting in order for the vote to be valid.

#### Direct voting prior to the Meeting

A Shareholder may deliver a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the Shareholder's shares will be voted in accordance with such direction, unless the Shareholder indicates that their direction is:

- to vote only a portion of their votes on any item; or
- to cast their votes in different ways on any item, by inserting the number of shares in the appropriate box or boxes.

If a Shareholder indicates that they are lodging their votes directly and then does not mark any of the boxes on a given item, no direct vote will be recorded on that item.

If a Shareholder indicates that they are delivering their votes directly and then marks more than one box on an item, their vote on that item will be invalid. If a Shareholder inserts a number of shares in boxes on any item that in total exceeds the number of shares that the Shareholder holds as at the voting entitlement time, the Shareholder's vote on that item will be invalid, unless the Shareholder inserted the number of shares in one box only, in which case it will be taken to be valid for the total number of shares held at that time.

#### Direct voting during the Meeting

In accordance with clause 7.10 of the Constitution, the Chair has determined that a Shareholder who is entitled to attend and vote at the Meeting may submit a vote during the Meeting via the online meeting platform provided by the Share Registry.

To attend the Meeting virtually please follow the instructions below on your computer, tablet or smartphone. Online registration will open 30 minutes before the meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready.

Proxyholders will need to contact Automic prior to the meeting to obtain their login details.

Shareholders who wish to participate in and vote at the Meeting online can access the Meeting as follows:

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)

2. Login with your username and password or click “**register**” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting.**
3. After logging in, a banner will display at the bottom of your screen to indicate that the meeting is open for registration, click on “**Register**” when this appears. Alternatively, click on “**Meetings**” on the left-hand menu bar to access registration.
4. Click on “**Register**” and follow the steps.
5. Click on the URL to join the webcast where you can view and listen to the virtual meeting.
6. Once the Chair of the Meeting has declared the poll open for voting click on “**Refresh**” to be taken to the voting screen.
7. Select your voting direction and click “**confirm**” to submit your vote. **Note that you cannot amend your vote after it has been submitted.**

Attending the Meeting online enables Shareholders to view the Meeting live and to also ask questions and cast votes at the appropriate times whilst the Meeting is in progress.

Shareholders who submit direct votes prior to the Meeting will be deemed to have appointed the Chair as their proxy and representative for the purposes of determination of quorum.

#### Creating an Account with the Share Registry

To create an account with the Share Registry, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on ‘register’ and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**)) to create an account with Automic.

- Further information and support on how to use the platform is available on the Share Registry website – [www.automic.com.au](http://www.automic.com.au). It is recommended that you register to use the registry website well in advance of the Meeting to save time on the day of the Meeting. Should you have any difficulties, you can contact the registry by telephone on 1300 288 664 (within Australia) and +61 2 9698 5414 (overseas).

A complete guide to registering your attendance and voting at the virtual meeting is also available to view and download from <https://www.automicgroup.com.au/virtual-agms/>.

#### **Corporate representatives**

A Shareholder that is a body corporate may appoint an individual to act as its representative at the Meeting by providing a duly executed certificate of appointment of corporate representative (**Certificate**). Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. A Certificate is available upon request from the Share Registry.

Appointments must be lodged in advance of the Meeting with the Company’s Share Registry.

# BUSINESS OF THE GENERAL MEETING

## Ordinary business

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### 1. Resolution 1 – Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 16,901,525 Placement Shares under ASX Listing Rule 7.1 on 11 August 2023 on the terms and conditions as set out in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the securities the subject of this Resolution or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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### 2. Resolution 2 – Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1A

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue and allotment of 16,431,812 Placement Shares under ASX Listing Rule 7.1A on 11 August 2023 on the terms and conditions as set out in the Explanatory Memorandum.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue of the securities the subject of this Resolution or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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### 3. Resolution 3 – Approval of issue of Placement Options

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to 16,666,669 Placement Options on the terms and conditions as set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who may obtain a material benefit as a result of, the proposed issue, except a benefit solely in the capacity of a security holder, or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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**4. Resolution 4 – Approval to amend terms of Pure Warrants**

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **ordinary resolution**:

*“THAT, for the purposes of ASX Listing Rule 6.23.4 and for all other purposes, Shareholders approve the amendments to the terms of issue of the Pure Warrants, on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the holder(s) of the Pure Warrants or any Associates of those persons.

However, this does not apply to a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the direction given to the Chair as specified in the Voting Form; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

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**5. Other Business**

To transact any other business which may legally be brought before the Meeting.

**Dated: 24 August 2023**  
**By order of the Board**

**Victoria Nadalin**  
**Company Secretary**  
**The Hydration Pharmaceuticals Company Limited**

# EXPLANATORY MEMORANDUM

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## 1. Capital Raising - background

On 3 August 2023, the Company announced that it was undertaking a capital raising comprising:

- a 1 for 2.27, partially underwritten, pro rata non-renounceable entitlement offer of new, fully paid ordinary shares (**New Shares**) to raise up to \$3.26 million (**Entitlement Offer**); and
- a placement of approximately 33,333,333 New Shares (**Placement Shares**) to institutional and sophisticated investors (**Placement**) to raise \$1.5 million.

The Entitlement Offer and Placement (together, the **Capital Raising**) is being undertaken at an offer price of \$0.045 (4.5 cents) per New Share (**Offer Price**). The Entitlement Offer is being partially underwritten (up to a maximum of \$2.5 million worth of shortfall shares) by BW Equities Pty Ltd.

Participants in the Placement and Entitlement Offer are being offered one free attaching option for every two new Shares issued. Each option will be exercisable at \$0.07, on or before 31 December 2025 (**Options**).

The Entitlement Offer (including the offer of Options to Entitlement Offer participants) and the offer of Options to Placement subscribers is being made pursuant to a transaction-specific prospectus issued by the Company on 4 August 2023 (**Prospectus**).

The Entitlement Offer is being undertaken in reliance on ASX Listing Rules 7.2, Exceptions 1 and 2. The Placement was undertaken utilising the Company's available capacity under ASX Listing Rules 7.1 and 7.1A.

The conditional offer of Options to Placement participants is made in reliance on ASX Listing Rule 7.2, Exception 17, given the Company did not have sufficient capacity to issue or agree to issue the Options to Placement participants at the time. Accordingly, the issue of Options to Placement participants is conditional on shareholder approval of Resolution 3.

Further details of the Capital Raising can be found in the Prospectus, which is available at [www.hydralyte.com](http://www.hydralyte.com) and [www.asx.com](http://www.asx.com).

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## 2. Resolution 1 and Resolution 2 – Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

An overview of the Entitlement Offer and Placement is provided in section 1.

The Placement completed on 11 August 2023 and raised a total of \$1.5 million (before costs) at the Offer Price, comprising the issue of 33,333,337 Shares as follows:

- 16,901,525 Placement Shares issued under the Company's 15% Placement Capacity (as defined below) (being the subject of Resolution 1); and
- 16,431,812 Placement Shares issued under the Company's 10% Placement Capacity (as defined below) (being the subject of Resolution 2).

The proceeds of the Placement will be deployed towards marketing across the US, Canada and the United Kingdom to further increase sales, as well as for general working capital purposes and costs associated with the Capital Raising.

The issue of the Placement Shares did not breach ASX Listing Rules 7.1 and ASX Listing Rule 7.1A, respectively.

The Company is seeking Shareholder ratification of the issue of the Placement Shares pursuant to ASX Listing Rule 7.4. Such approval will refresh the Company's ability to issue that number of securities under its 15% Placement Capacity and 10% Placement Capacity in the future.

### 2.1 ASX Listing Rules 7.1, 7.1A and 7.4

Broadly speaking, subject to certain exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval over any 12-month period to 15% of the total of the number of shares the company had on issue at the start of the 12 month period (**15% Placement Capacity**).

Similarly, where a company has obtained shareholder approval under ASX Listing Rule 7.1A, the company may issue, without shareholder approval, an additional number of shares over any 12 month period up to 10% of the total of the number of shares the company had on issue at the start of the 12 month period in accordance with the formula set out in ASX Listing Rule 7.1A (**10% Placement Capacity**). The Company previously received Shareholder approval for the 10% Placement Capacity at the annual general meeting held on 5 May 2023.

The issue of the Placement Shares did not fall within any exception in ASX Listing Rule 7.2 and, as the issue has not yet been approved by Shareholders, the Placement Shares are using up a part of the Company's 15% Placement Capacity and 10% Placement Capacity, reducing the Company's capacity to issue further equity securities without shareholder approval under ASX Listing Rule 7.1 for the 12 month period following the issue of the Placement Shares.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of, or agreement to issue, securities, provided the issue did not breach ASX Listing Rule 7.1 or ASX Listing Rule 7.1A at the time of issue. If they do, the issue is taken to have been approved under ASX Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without shareholder approval under that Rule.

The Directors consider it prudent to retain the flexibility and capacity to issue additional securities in accordance with ASX Listing Rules 7.1 and 7.1A if circumstances require and, accordingly, seek Shareholders' ratification of the issue of the Placement Shares as set out in Resolution 1 and Resolution 2.

## 2.2 Summary of issue of Placement Shares under Resolution 1

Under Resolution 1, Shareholders are being asked to ratify the prior issue of 16,901,525 Placement Shares issued under the Company's 15% Placement Capacity in accordance with ASX Listing Rule 7.4.

If Resolution 1 is passed, the 16,901,525 Placement Shares will be excluded in calculating the Company's 15% Placement Capacity and 10% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

If Resolution 1 is not passed, the 16,901,525 Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

For the purpose of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) the Placement Shares were issued to various institutional and sophisticated investors without disclosure under Chapter 6D of the Corporations Act. No related parties or their Associates were allotted Placement Shares. The Placement Shares were issued to new and existing professional and sophisticated investors who are clients of BW Equities Pty Ltd (**Lead Manager**). The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) the number of Placement Shares for which Shareholder ratification is being sought is 16,901,525 Placement Shares issued under the Company's 15% Placement Capacity;
- (c) the Placement Shares are Shares, rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue (other than the fact that the Placement Shares were offered with the right to subscribe for free attaching Options);
- (d) the Placement Shares were issued on 11 August 2023;
- (e) the Placement Shares were issued at the Offer Price of \$0.045 per Placement Share;
- (f) the Placement Shares were issued under the Placement to raise an aggregate total of \$1.5 million (before costs). These funds will be deployed towards marketing across the US, Canada and the United Kingdom to further increase sales, as well as for general working capital purposes and costs associated with the Capital Raising; and
- (g) a voting exclusion statement is included in this Notice.

## 2.3 Summary of issue of Placement Shares under Resolution 2

Under Resolution 2, Shareholders are being asked to ratify the prior issue of 16,431,812 Placement Shares issued under the Company's 10% Placement Capacity in accordance with ASX Listing Rule 7.4.

If Resolution 2 is passed, the 16,431,812 Placement Shares will be excluded in calculating the Company's 10% Placement Capacity and 15% Placement Capacity, effectively increasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date. If Resolution 2 is not passed, the 16,431,812 Placement Shares will be included in calculating the Company's 10% Placement Capacity, effectively decreasing the number of equity securities it can issue without obtaining Shareholder approval over the 12-month period following the issue date.

For the purpose of ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) the Placement Shares were issued to various institutional and sophisticated investors without disclosure under Chapter 6D of the Corporations Act. No related parties or their Associates were allotted Placement Shares. The Placement Shares were issued to new and existing professional and sophisticated investors who are clients of the Lead Manager. The recipients were identified through a bookbuild process, which involved the Lead Manager seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (b) the number of Placement Shares for which Shareholder ratification is being sought is 16,431,812 Placement Shares issued under the Company's 10% Placement Capacity;
- (c) the Placement Shares are Shares, rank pari passu with the other Shares on issue and are on the same terms as the other Shares on issue (other than the fact that the Placement Shares were offered with the right to subscribe for free attaching Options);



- (d) the Placement Shares were issued on 11 August 2023;
- (e) the Placement Shares were issued at the Offer Price of \$0.045 per Placement Share;
- (f) the Placement Shares were issued under the Placement to raise an aggregate total of \$1.5 million (before costs). These funds will be deployed towards marketing across the US, Canada and the United Kingdom to further increase sales, as well as for general working capital purposes and costs associated with the capital raising; and
- (g) a voting exclusion statement is included in this Notice.

## 2.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 1 and Resolution 2. Each of the Directors intend to vote their respective shareholdings in favour of these Resolutions.

## 3. Resolution 3 – Approval of Issue of Placement Options

### 3.1 General

As described in section 1 above, each participant in the Placement (**Placement Participants**) is being offered one Option for every two Placement Shares the participant subscribed for (**Placement Option**), subject to Shareholder approval of Resolution 3.

The Placement Options are being offered pursuant to the Prospectus.

Accordingly, subject to Shareholder approval of Resolution 3, the Company will issue to the Placement Participants up to approximately 16,666,669 Placement Options in aggregate (subject to rounding).

The effect of Resolution 3 will be to allow the Company to issue the Placement Options.

### 3.2 ASX Listing Rule 7.1

Please refer to section 2.1 of this Explanatory Memorandum for a discussion of ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Placement Options and the Placement Options will not use up the Company's 15% Placement Capacity.

If Resolution 3 is not passed, the Company cannot issue the Placement Options as contemplated by the Prospectus and this Notice.

### 3.3 Summary of the issue of Options under Resolution 3

For the purposes of ASX Listing Rule 7.3, the following information is provided:

- (a) the Placement Options will only be issued to the Placement Participants. No related parties of the Company or their Associates will be allotted the Placement Options;
- (b) the maximum number of Placement Options that may be issued in accordance with this Resolution is 16,666,669 Placement Options (subject to rounding);
- (c) the material terms of the Placement Options are as follows:
  - (i) the exercise price per Placement Option will be \$0.07;
  - (ii) the Placement Options will expire on 31 December 2025;
  - (iii) each Placement Option is exercisable into one Share; and
  - (iv) the Placement Options will not be quoted on ASX,
 and the full terms of issue of the Placement Options are set out in Annexure A;
- (d) each Placement Participant is entitled to subscribe for one Placement Option for every two Placement Shares issued to it;
- (e) shares issued on exercise of the Placement Options will be fully paid ordinary shares ranking equally in all respects with the Company's other ordinary shares on issue at the time;
- (f) the Placement Options are expected to be issued on or around 3 October 2023 and in any event no later than 3 months after the date of the Meeting;
- (g) the Placement Options will be issued for nil consideration and no loan will be provided in respect of the Placement Options. No proceeds will be realised from the issue of the Placement Options. If all of the Placement Options are issued and exercised by the Placement Participants paying the exercise price in cash to the Company, the Company will receive \$0.07 per Placement Option exercised, being a total of approximately \$1,116,666. The Company intends to use such funds for sales and marketing initiatives and working capital; and
- (h) a voting exclusion statement is included in this Notice.

### 3.4 Board Recommendation

The Board recommends that you vote in favour of Resolution 3. Each Director intends to vote their respective shareholdings in favour of this Resolution.

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## 4. Resolution 4 – Approval to amend terms of Pure Warrants

### 4.1 General

On 17 October 2022, the Company announced that it had entered into a \$12 million two-tranche secured loan facility (**Facility**) with Pure Asset Management Pty Ltd as trustee for The Income and Growth Fund (the **Facility Agreement**) (**Pure**). In connection with the Facility Agreement, the Company and Pure entered into a warrant deed (**Warrant Deed**), pursuant to which the Company agreed to issue 22,413,794 unlisted warrants (**Warrants**) to Pure (or its nominee) on drawdown of the first tranche of funding (**Pure Warrants**).

On 10 November 2022, the Company announced that it had completed the drawdown of the first tranche of funding and issued 22,314,794 Pure Warrants to Pure utilising its 15% Placement Capacity.

Subsequently, at the 2023 annual general meeting of the Company, Shareholders ratified the issue of the Tranche 1 Warrants under ASX Listing Rule 7.4. Further details relating to the Facility Agreement and terms of issue of the Pure Warrants is set out in the explanatory statement accompanying the 2023 notice of annual general meeting.

The Pure Warrants expire on 3 November 2026.

As announced on 31 July 2023, Pure has agreed to exercise 7,471,261 Pure Warrants on completion of the issue of Shares under the Capital Raising at the exercise price adjusted in accordance with the anti-dilution price adjustment mechanism in the Warrant Deed (see below for further details).

In respect of the remaining 14,942,533 Pure Warrants (**Remaining Pure Warrants**), the Company and Pure have agreed, subject to obtaining Shareholder approval, to vary the Warrant Deed and the terms of issue of the Pure Warrants such that the exercise price of the Remaining Pure Warrants will have a 'floor price' of the 'Adjusted Tranche A Floor Price' for the purposes of the anti dilution adjustment mechanism (in circumstances where the exercise price of the Pure Warrants could otherwise decrease in the future in the event of a subsequent dilutive capital raising in accordance with their terms of issue).

As announced on 31 July 2023, in addition to the arrangements described above in respect of the Pure Warrants, the Company and Pure have also agreed that:

- the availability period of the second tranche of Pure debt under the Facility Agreement (A\$5.5 million) will be extended from 14 October 2023 to 31 December 2024;
- the second tranche will only be made available if Pure consents (at its discretion) to make it available at the time that the Company seeks to draw it down; and
- Pure will sub-underwrite approximately \$0.6 million worth of shortfall Shares under the Entitlement Offer (with Pure's sub-underwriting commitment being reduced by \$1 for every \$1 of participation by Pure in the Entitlement Offer).

As at the date of this Notice, Pure holds 6,635,442 Shares (representing approximately 3.35% of the total issued Shares of the Company after completion of the Placement but prior to the issue of Shares under the Entitlement Offer).

### 4.2 Warrant Deed and proposed amendment

As set out in the 2023 notice of annual general meeting, the exercise price of the Pure Warrants has an anti-dilution price adjustment mechanism whereby the exercise price may be adjusted to the **Adjusted Price** as a result of a qualifying equity raising.

The Adjusted Price is calculated in accordance with the formula and methodology in section 4.3 below.

The change to the exercise price of the Pure Warrants is proposed to be implemented by making the amendments to the Warrant Deed as set out in underlined text in the table below (conditional on Shareholder approval and completion of the issue of Shares under the Capital Raising).

For the purposes of the table below:

- the "Holder" is Pure;
- the "Tranche A Warrants" are the 22,413,794 Pure Warrants;
- the "Tranche A Warrant Shares" are the Shares to be issued on exercise of the Pure Warrants;
- the "Company" is Hydralyte North America;
- "Shareholders" mean shareholders of the Company;

- “Equity Securities” means a Share or Convertible Security, but does not include a Share or Convertible Security issued pursuant to an employee incentive plan;
- “Convertible Security” means an instrument convertible into a Share, but does not include an option;
- “Diluted Amount” means the maximum number of Shares that may be issued in respect of an issue of Shares and/or Convertible Securities.

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**Adjusted Tranche A Floor Price** means the price per share at which the Holder exercised 7,471,261 Tranche A Warrants in September 2023.

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**Tranche A Exercise Price** means the lower of the following per Tranche A Warrant Share:

- (a) \$0.29;
- (b) the proposed price or implied equity value (where the consideration is not cash) per Share of:
  - (i) any takeover bid:
    - (A) recommended for acceptance by the board of directors of the Company; or
    - (B) otherwise accepted by at least 50% of the Shareholders,
 resulting in the bidder obtaining a relevant interest in 50% or more of the voting securities of the issuer; or
  - (ii) any scheme of arrangement, shareholder-approved acquisition, synthetic merger or any other similar change of control event,
 multiplied by 80%, and
- (c) if the Company makes an issue of Equity Securities (or a series of consecutive issuances of Equity Securities in any period not exceeding 12 months) and the Diluted Amount of those Equity Securities (in aggregate) exceeds 15% of the number of Shares on issue immediately before the announcement of the issue or first issuances:
  - (i) the Adjusted Price; or
  - (ii) in the case of a series of issuances, the volume weighted Adjusted Price in relation to those issuances,
 or as otherwise adjusted in accordance with clause 5, subject at all times to the minimum Adjusted Price for the purposes of paragraph (c) being the **Adjusted Tranche A Floor Price** (notwithstanding that the calculation of the Adjusted Price may result in a lower price).

Paragraph (c) applies to all issuances of Equity Securities after that date of this document and may apply on more than one occasion and in respect of any set of consecutive issuances (in which case the applicable value for the purposes of paragraph (c) will be the lowest value determined in accordance with paragraph (c) on any of those occasions) other than (i) the issue of Shares as a result of the exercise of a Convertible Security or Option on issue as at, and disclosed in writing to Holder prior to, the date of this deed or (ii) as a result of the exercise of any Warrants.

For the purposes of paragraph (c), two or more issuances of Equity Securities will occur within a period not exceeding 12 months if they are both announced in a period not exceeding 12 months.

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The Equity Securities (as defined) to be issued under the Capital Raising constitutes more than 15% of the Shares on issue prior to the announcement of the Capital Raising and accordingly sub-paragraph (c) of the definition of Tranche A Exercise Price is triggered by the Capital Raising.

As amended, the Adjusted Price cannot be any lower than the Adjusted Tranche A Floor Price, which is the price at which Pure has irrevocably agreed to exercise the Pure Warrants at the conclusion of the Capital Raising. It cannot subsequently be decreased under sub-paragraph (c).

The proposed amendment therefore effectively creates a ‘floor price’ for the Adjusted Price of the Remaining Pure Warrants in circumstances where the Adjusted Price could otherwise decrease in the future in the event of a subsequent dilutive capital raising in accordance with their terms of issue. The floor price is the Adjusted Tranche A Floor Price.

### 4.3 Adjusted Tranche A Floor Price on completion of the Capital Raising

As described above, the Capital Raising will trigger an adjustment to the exercise price of the Pure Warrants.

The Adjusted Price (which will also be the Adjusted Tranche A Floor Price) on completion of the Capital Raising (assuming the Entitlement Offer is fully subscribed) is calculated as \$0.05413 in accordance with the following formula:

$$\text{Adjusted Price} = (A + B) / C$$

Formula	Value
<i>A is the market capitalisation of the Company on the trading day prior to the announcement of the issue of Equity Securities</i>	<ul style="list-style-type: none"> <li>164,318,128 Shares were on issue prior to announcement of the Capital Raising</li> <li>The Closing Price prior to announcement of the Capital Raising (28 July 2023) was \$0.06</li> </ul> <p><b>Value for A: 164,318,128 * \$0.06 = \$9,859,088</b></p>
<i>B is the number of Equity Securities the subject of the issue multiplied by their issue price</i>	<p>The Capital Raising comprises a total of:</p> <ul style="list-style-type: none"> <li>33,333,337 Placement Shares; plus</li> <li>72,386,841 Entitlement Offer Shares</li> </ul> <p><b>Value for B: 105,720,178 Shares * 0.045 = \$4,757,408</b></p> <p><i>Note: this assumes no other issuances and that the Entitlement Offer is fully subscribed.</i></p>
<i>C is the number of Shares on issue immediately after the issue of Equity Securities (plus, if the issue of Equity Securities include Convertible Securities, the diluted amount of those Convertible Securities)</i>	<ul style="list-style-type: none"> <li>164,318,128 Shares were on issue prior to announcement of the Capital Raising</li> <li>105,720,178 Shares will be issued under the Capital Raising (assuming fully subscribed)</li> </ul> <p><b>Value for C: 270,038,306</b></p>
<b>Output</b>	<b>(A + B) / C = \$0.05413 per Share</b>

### 4.4 Implications of the arrangements on Pure's shareholding in the Company

Pure currently holds 6,635,442 Shares and will acquire 7,471,261 Shares on exercise of the Pure Warrants (subject to completion of the Capital Raising) for a total of 14,106,703 Shares (excluding any participation in the Entitlement Offer).

In the event that the Entitlement Offer is fully subscribed and:

- Pure is required to subscribe for 100% of its sub-underwriting commitment (ie approximately \$0.6 million worth of Shares), Pure will acquire an additional approximately 13,333,334 Shares in the Entitlement Offer for a total holding of 27,440,037 Shares on issue on completion of the Capital Raising, representing 10.16% of the issued Shares (being 270,038,306 Shares). In addition, Pure will hold 14,942,533 Remaining Pure Warrants and will receive approximately 6,666,667 Options under the Entitlement Offer.
- Pure is required to subscribe for 50% of its sub-underwriting commitment (ie approximately \$0.3 million worth of Shares), Pure will acquire an additional approximately 6,666,667 Shares in the Entitlement Offer for a total holding of 20,773,370 Shares on issue on completion of the Capital Raising, representing 7.69% of the issued Shares (being 270,038,306 Shares). In addition, Pure will hold 14,942,533 Remaining Pure Warrants and will receive approximately 3,333,334 Options under the Entitlement Offer.
- Pure is required to subscribe for 0% of its sub-underwriting commitment, Pure will not acquire any additional Shares in the Entitlement Offer and will have a total holding of 14,106,73 Shares on issue on completion of the Capital Raising, representing 5.22% of the issued Shares (being 270,038,306 Shares). In addition, Pure will hold 14,942,533 Remaining Pure Warrants (and will not receive any Options under the Entitlement Offer).

In the event that no subscriptions are received under the Entitlement Offer and the \$2.5 million worth of Shares reverts to the Lead Manager and sub-underwriters for subscription, then:

- there will be approximately 253,207,021 Shares on issue on completion of the Capital Raising (given 55,555,556 Shares will be issued under the Entitlement Offer);

- the Adjusted Price will be approximately \$0.05473;
- Pure will hold approximately 27,440,037 Shares on completion of the Capital Raising representing 10.84% of the issued Shares. In addition, Pure will hold 14,942,533 Remaining Pure Warrants and approximately 6,666,667 Options.

#### 4.5 ASX Listing Rule 6.23.4

ASX Listing Rule 6.23.4 provides that a company must obtain shareholder approval to make a change to the terms of options on issue which is not prohibited under ASX Listing Rule 6.23.3.

ASX Listing Rule 6.23.3 provides that a change which has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise cannot be made.

The proposed amendment to the terms of issue of the Pure Warrants is not prohibited under ASX Listing Rule 6.23.3 because it does not:

- reduce the exercise price of the Pure Warrants (rather, it prevents any future reduction of the Adjusted Price);
- increase the period for exercise of the Pure Warrants; or
- increase the number of Shares issued on exercise of the Pure Warrants.

**If Resolution 4 is not passed** and the Company undertakes another capital raising in the future which would otherwise have the effect of lowering the Adjusted Price, then the Remaining Pure Warrants would be exercisable at that lower Adjusted Price. This could theoretically occur on multiple occasions, lowering the exercise price of the Remaining Pure Warrants on each occasion. The effect would be that the Company would raise less proceeds from the exercise of the Pure Warrants (for the same amount of dilution), which is a detriment to the Company.

**If Resolution 4 is passed** and the Company undertakes another capital raising in the future which has the effect of lowering the Adjusted Price, then the Remaining Pure Warrants would be exercisable at the Adjusted Tranche A Floor Price and not the lower Adjusted Price. The effect would be that the Company would raise more proceeds from the exercise of the Pure Warrants than it would if the Adjusted Price was adjusted downwards in the future (for the same amount of dilution), which is a benefit to the Company.

On this basis, the Board considers that the proposed amendment to the Warrant Deed is for the benefit of Hydralyte North America and its Shareholders as a whole.

#### 4.6 Board Recommendation

The Board recommends that you vote in favour of Resolution 4. Each Director intends to vote their respective shareholdings in favour of this Resolution.

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## Glossary

**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in section 2.1 of the Explanatory Memorandum.

**15% Placement Capacity** has the meaning given in section 2.1 of the Explanatory Memorandum.

**Adjusted Price** has the meaning given in section 4.2 of the Explanatory Memorandum.

**Adjusted Tranche A Floor Price** has the meaning given in section 4.2 of the Explanatory Memorandum.

**AEST** means Australian Eastern Standard Time as observed in Melbourne, Victoria, Australia.

**Associate** has the meaning given to it in ASX Listing Rule 19.12.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors.

**Capital Raising** has the meaning given in section 1 of the Explanatory Memorandum.

**Chair** means the chairperson of the Meeting.

**Company** or **HPC** or **Hydralyte North America** means The Hydration Pharmaceuticals Company Limited ACN 620 385 677.

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Entitlement Offer** has the meaning given in section 1 of the Explanatory Memorandum.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Facility** has the meaning given in section 4.1 of the Explanatory Memorandum.

**Facility Agreement** has the meaning given in section 4.1 of the Explanatory Memorandum.

**Lead Manager** means BW Equities Pty Ltd ACN 146 642 462.

**Meeting** or **General Meeting** means the meeting convened by the Notice.

**New Shares** has the meaning given in section 1 of the Explanatory Memorandum.

**Notice** or **Notice of General Meeting** means this notice of General Meeting, including the Explanatory Memorandum and the Voting Form.

**Offer Price** has the meaning given in section 1 of the Explanatory Memorandum.

**Option** means an unlisted option exercisable into one Share in the Company, the terms of issue of which are set out in Annexure A.

**Placement** has the meaning given in section 1 of the Explanatory Memorandum.

**Placement Option** has the meaning given in section 3.1 of the Explanatory Memorandum.

**Placement Participants** has the meaning given in section 3.1 of the Explanatory Memorandum.

**Placement Shares** has the meaning given in section 1 of the Explanatory Memorandum.

**Prospectus** means the prospectus issued by the Company dated 4 August 2023 as described in section 1 of the Explanatory Memorandum.

**Pure** means Pure Asset Management Pty Ltd as trustee for The Income and Growth Fund.

**Pure Warrants** mean unlisted warrants exercisable into Shares as described in section 4.1 of the Explanatory Memorandum.

**Remaining Pure Warrants** has the meaning given in section 4.1 of the Explanatory Memorandum.

**Resolution** means a resolution set out in the Notice.

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

**Share Registry** means the share registry of the Company, being Automic Registry Services.

**Shareholder** means a holder of a Share.

**Voting Form** means the proxy form accompanying the Notice.

**Warrant Deed** has the meaning ascribed to it in section 4.1 of the Explanatory Memorandum.

## Annexure A – Terms of Issue of Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions.

- (a) Each Option is exercisable at a price of \$0.07 each at any time from the date of issue of the Options up to their expiry on 31 December 2025 (inclusive) ("**Option Exercise Period**"), but not thereafter.
- (b) Each Option entitles the holder to subscribe for one Share. Any Shares issued as a result of exercising an Option will be issued on the same terms and rank in all respects on equal terms, with existing Shares.
- (c) The Options will not be quoted on the Australian Securities Exchange.
- (d) The Company must give or cause to be given to each Option holder a holding statement or confirmation notice stating:
  - (i) the number of Options issued to the Option holder;
  - (ii) the exercise price of the Options; and
  - (iii) the date of issue of the Options and the Option Exercise Period.
- (e) The Company will maintain a register of holders of Options in accordance with section 168(1)(b) of the *Corporations Act 2001* (Cth).
- (f) The Options are freely transferable, subject to registration of the transfer by the Company.
- (g) For such time as the Company is listed, the official listing rules of ASX (Listing Rules) will apply to the Options.
- (h) Options do not carry any dividend entitlement until they are exercised. Subject to the Constitution, Shares issued on exercise of Options will rank equally with all other issued Shares from the date they are issued by the Company.
- (i) An Option holder is not entitled to participate in any new issue of securities to existing shareholders of the Company (**Shareholders**) unless the Option holder has exercised its Options before the record date for determining entitlements to the new issue of securities and participates as a result of holding Shares.
- (j) If the Company is listed on ASX, the Company must give the Option holder, if required to do so by the Listing Rules, notice of:
  - (i) the proposed terms of the issue or offer proposed under paragraph (i); and
  - (ii) the right to exercise the Option holder's Options under paragraph (i).
- (k) If the Company makes a bonus issue of Shares or other securities to Shareholders (except an issue in lieu of dividends or by way of dividend reinvestment) and no Share has been issued in respect of an Option before the record date for determining entitlements to the issue, then the number of underlying Shares over which the Option is exercisable is increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for determining entitlements to the issue, in accordance with the Listing Rules.
- (l) If the Company makes a pro rata issue of Shares (except a bonus issue) to existing Shareholders (except an issue in lieu of or in satisfaction of dividends or by way of dividend reinvestment) and no Share has been issued in respect of the Option before the record date for determining entitlements to the issue, the Company may elect to reduce the exercise price of each Option in accordance with the Listing Rules.
- (m) If there is a reorganisation (including consolidation, sub-division, reduction or return) of the share capital of the Company, then the rights of the Option holder (including the number of Options to which each Option holder is entitled and the exercise price) is changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
- (n) Any calculations or adjustments which are required to be made under these Option Terms of Issue will be made by the Board and will, in the absence of manifest error, be final and conclusive and binding on the Company and the Option holder.
- (o) The Company must within a reasonable period give to each Option holder notice of any change under paragraphs (k) to (m) (inclusive) to the exercise price of any Options held by an Option holder or the number of Shares for which the Option holder is entitled to subscribe on exercise of the Options.
- (p) When exercising Options, an Option holder must give the Company or its share registry a Notice of Exercise of Options Form (in a form approved by the Company, with the parties acknowledging that the Notice of Exercise of Options Form may be delivered by the Option holder to the Company by email), together with payment of the exercise monies payable to the Company in connection with the Options being exercised and, if one was issued, the Option holder certificate.
- (q) The Options are exercisable on any day other than a Saturday, Sunday public holiday or any other day that ASX declares is not a business day (Business Day) during the Option Exercise Period.
- (r) An Option holder must only exercise a minimum of 50,000 Options, and thereafter in multiples of 10,000, unless an Option holder exercises all of its Options.
- (s) If an Option holder exercises less than the total number of its Options, the Company must issue the Option holder a new holding statement for the remaining number of Options held by the Option holder.
- (t) Options will be deemed to be exercised on the date that the Notice of Exercise of Option Form is received by the Company in accordance with paragraph (p) and (q). The Company shall within 10 Business Days after the receipt of such Notice and cleared funds, issue Shares in respect of the Options exercised and dispatch a holding statement to the holder in respect of the Shares so issued.

- For personal use only
- (u) The Company will apply to ASX for official quotation of the Shares issued on exercise of the Options on the date of issue of such Shares.
  - (v) If required by the Listing Rules to do so, the Company will advise an Option holder at least 20 Business Days before the impending expiry of their Options and will advise the due date for payment, the amount of money payable on exercise, the consequences of non-payment and such other details as the Listing Rules then prescribe, so as to enable holders to determine whether or not to exercise their Options during the Option Exercise Period.
  - (w) The Option Terms of Issue and the rights and obligations of Option holders are governed by the laws of Victoria. Each Option holder irrevocably and unconditionally submits to the non-exclusive jurisdiction of the courts of Victoria and the Federal Court of Australia and any courts that may hear appeals from those courts about any proceedings in connection with these Options.



If you are attending the virtual Meeting  
please retain this Voting Form  
for online Securityholder registration.

Holder Number:

Your vote or proxy voting instruction must be received by **11:00am (AEST) on Sunday, 24 September 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any votes or proxy instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR VOTE OR APPOINT A PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – HOW YOU WISH TO VOTE – SELECT ONE OPTION ONLY

**Direct Vote** – If you mark the box to select a direct vote you should indicate your direct voting instruction in step 2 by marking either FOR, AGAINST or ABSTAIN for each item. If you do not mark a voting instruction for any or all resolutions your vote will be invalid.

**Appoint a proxy** - If you wish to appoint a proxy to attend the Meeting and vote on your behalf DO NOT tick the box for a direct vote. If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. Your proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### STEP 2 - VOTES ON ITEMS OF BUSINESS AND PROXY APPOINTMENT

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such direction unless you indicate only a portion of voting rights are to be voted on any item by indicating a percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Voting Forms together. If you require an additional Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders 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 Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Form and Annual Report via email.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Logging your Voting Form:

#### Online:

Use your computer or smartphone to vote online or appoint a proxy at <https://investor.automic.com.au/#/login>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)

## STEP 1 - How you wish to vote

**Direct Vote:**

Record my/our votes in accordance with the directions in step 2 below

**PLEASE NOTE:** You must mark FOR, AGAINST or ABSTAIN on each resolution for a valid direct vote to be recorded.

**APPOINT A PROXY:**

I/We being a Shareholder entitled to attend and vote at the General Meeting of The Hydration Pharmaceuticals Company Limited, to be held **virtually at 11:00am (AEST) on Tuesday, 26 September 2023** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**VIRTUAL PARTICIPATION AT THE AGM:**

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)
2. Login with your username and password or click "register" if you haven't already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

## STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of prior issue of Placement Shares issued under ASX Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of issue of Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval to amend terms of Pure Warrants	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3 – Signatures and contact details

Individual or Securityholder 1

Sole Director and Sole Company Secretary / Director

Securityholder 2

Securityholder 3

Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone

Date (DD/MM/YY)

/

/

**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**

HPC

