



Announcement Summary

Entity name

THE HYDRATION PHARMACEUTICALS COMPANY LIMITED

Announcement Type

New announcement

Date of this announcement

28/3/2024

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
New class-code to be confirmed	Warrants	85,000,000
HPC	ORDINARY FULLY PAID	30,000,000

Proposed +issue date

30/4/2024

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

28/3/2024

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?

Yes

7A.1a Conditions

Approval/Condition	Date for determination	Is the date estimated or actual?	** Approval received/condition met?
Other (please specify in comment section)	17/4/2024	Estimated	

Comments

As set out in the ASX announcement lodged on 27 March 2024, a condition precedent to the Amended Pure Facility and issue of the warrants, is the requirement of a waiver of ASX Listing Rule 10.1 in order to vary the Original PURE Facility. The Company cautions that there is no certainty that this requirement will be met.

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)?

New class

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

No

Details of +securities proposed to be issued

ISIN Code (if Issuer is a foreign company and +securities do not have +CDIs issued over them)

Have you received confirmation from ASX that the terms of the proposed +securities are appropriate and equitable under listing rule 6.1?

No

Will the entity be seeking quotation of the 'new' class of +securities on ASX?

No

ASX +security code

New class-code to be confirmed

+Security description

Warrants

+Security type

Other

**Number of +securities proposed to be issued**

85,000,000

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

In connection with the Amended PURE Facility, a 'Second Warrant Deed' has been entered into between the Company and PURE. The Amended PURE Facility requires a waiver of ASX Listing Rule 10.1 in order to take effect. Therefore, subject to a grant of a waiver of ASX Listing Rule 10.1, the Company will issue 85,000,000 Warrants in connection with the Third Loan. Refer to the ASX announcement released today, 27 March 2024, for further details.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities**Will all the +securities issued in this class rank equally in all respects from their issue date?**

Yes

Please provide a URL link for a document lodged with ASX setting out the material terms of the +securities proposed to be issued or provide the information by separate announcement.

<https://announcements.asx.com.au/asxpdf/20240327/pdf/061xyc0gsw7bj4.pdf>

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

30,000,000

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

Under the terms of the Amended PURE Facility, the company is required to prepay PURE an amount of interest equal to \$742,500 (Interest Prepayment Amount). Subject to ASX Listing Rules (including Listing Rule 7.1) and the Corporations Act, the Company must satisfy the Interest Prepayment Amount via the issue of Shares to PURE at the 10 day day trailing VWAP. Refer to ASX announcement dated 27 March 2024 for further details.



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

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

30/4/2024

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?

Yes

7D.1a Date of meeting or proposed meeting to approve the issue under listing rule 7.1

24/5/2024

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?

No

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

Subject to the Amended PURE Facility taking effect, the Company will issue the securities in consideration for, and subject to, the Company drawing down the Third Loan of the Amended PURE Facility.

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

Subject to the Amended PURE Facility taking effect, the Company will issue 85,000,000 Warrants in connection with the Third Loan under the Amended PURE Facility (Third Tranche Warrants). If drawn down, additional warrants will be issued in connection with the Fourth and Fifth Loans as set out in the ASX announcement dated 27 March 2024. The Third Tranche Warrants is conditional on shareholder approval for the purposes of Listing Rule 7.1.

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)

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