

PRE-QUOTATION DISCLOSURE NOTICE

The following information is provided to ASX Limited (**ASX**) for release to the market in connection with the official quotation of 158,874,622 fully paid ordinary shares in Health House International Limited (formerly VPCL Limited) ACN 149 197 651 (ASX:HHI) (**Company**).

Unless otherwise defined, capitalised terms used in this notice have the same meaning as given in the Company's prospectus dated 21 January 2021 (**Prospectus**).

1. Completion of Acquisition

The Company confirms satisfaction of the conditions precedent (without waiver), and completion of the Acquisition Agreement between the Company and Health House Holdings Limited (**Health House**) dated 24 November 2020, pursuant to which the Company has acquired 100% of the issued capital of HHH and has issued 115,298,743 Consideration Shares to the Health House Vendors.

2. Issue of further securities

The Company also confirms the issue of 3,458,961 Shares to the Company's and Health House's corporate advisors.

3. Updated statement of commitments

Set out below is an updated statement of commitments based on the actual amount of funds raised under the Prospectus:

Sources of funds	subscription amount \$3,500,000	%
Cash on hand of the Company and Health House	3,600,000	50.7%
Funds raised under the Public Offer	3,500,000	49.3%
Total funds available	7,100,000	100.0%
Use of funds		
Business development – UK/Europe	2,000,000	28.2%
Business development – Asia/Pacific	1,450,000	20.4%
Online platform development	800,000	11.3%
Acquisitions of complementary businesses	1,600,000	22.5%
Working capital	850,000	12.0%
Expenses associated with the <i>acquisition</i> (including expenses of the <i>offers</i>)	400,000	5.6%
Total use of funds	7,100,000	100.0%

4. Restricted securities

Set out below is a statement setting out the number of securities subject to ASX restrictions and the restriction period applied to those securities.

Period of escrow	Number and type of security
Expiring 24 months from quotation	24,007,838 shares
Expiring 19 March 2022	69,967,855 shares
Expiring 9 October 2021	5,740,255 shares

In addition to the securities subject to ASX restrictions set out above, 10,108,085 shares subject to ASX escrow expiring on 19 March 2022 will be subject to a further voluntary escrow period expiring on 19 March 2023.

5. Capital structure

A statement setting out the Company's capital structure as of Friday, 19 March 2021 is set out below:

Securities	Number
Fully paid ordinary shares	158,874,622

6. Waivers granted

Listing rule 10.13.5

In connection with the completion of the acquisition of 100% of the issued capital of Health House and the Public Offer at \$0.20 per Share to raise up to \$3,500,000, the Company was granted a waiver from listing rule 10.13.5 to the extent necessary to permit the Company's notice of meeting (**Meeting**) dated 30 December 2020 (**Notice**) seeking shareholder approval for, amongst other things, the issue of up to 100,000 to the Company's directors (the **Related Party Securities**) not to state that the Related Party Securities would be issued no later than one (1) month after the date of the Meeting on the following conditions:

- (a) the Related Party Securities are issued by no later than the date that the Public Offer shares are issued which must be no later than 3 months after the date of the Meeting;
- (b) the Related Party Securities are issued pursuant to the relevant terms and conditions set out in the Notice;
- (c) the circumstances of the Company, as determined by the ASX, have not materially changed since the Company's shareholders approved the issue of the Related Party Securities; and
- (d) the terms of the waiver are clearly disclosed in the Notice and in the Prospectus.

Listing rule 9.1(b)

The Company has been granted a waiver from listing rule 9.1(b) to the extent necessary to permit the Company to apply the restrictions in paragraphs 1 and 2 of Appendix 9B (as applicable) to the ordinary shares to be issued to the Health House Vendors, as follows:

- (a) The shares issued to the Health House Vendors who subscribed with cash for their shares in Health House are treated as being held by a related party, promoter or unrelated seed capitalists (as appropriate) of the Company;
- (b) Cash formula relief is applicable to those shares that are issued to persons who subscribed for their Health House shares for cash consideration, provided ASX is satisfied with evidence submitted to substantiate the cash amounts paid to Health House;
- (c) For the purpose of determining the length of the escrow period for the shares held by seed capitalists who are related parties or promoters of Health House which are subject to 24 months escrow, the 24 month escrow period will begin on the date of the official quotation of the Company's securities; and
- (d) For the purpose of determining the length of the escrow period for the shares held by unrelated seed capitalists of Health House which are subject to 12 months escrow under item 2 of Appendix 9B, the 12 month escrow period will be back dated to the date cash was paid to subscribe for the shares in Health House.

7. Additional information for release to the market

The Company has separately provided ASX with copies of the following documents for release to the market:

- (a) the Company's Appendix 1A and Information Form and Checklist;
- (b) the Prospectus;
- (c) the Company's constitution;
- (d) audited accounts for the Company and Health House for the full years ended 30 June 2019 and 30 June 2020 and reviewed accounts for the half year ended 31 December 2020;
- (e) an updated pro-forma statement of financial position based on the actual amount of funds raised under the Prospectus;
- (f) the Securities Trading Policy;
- (g) a shareholder distribution schedule; and
- (h) a list of the Top 20 shareholders.

Tim Slate
Company Secretary
Health House International Limited