

NOTICE OF ANNUAL GENERAL MEETING

Accompanied by an Explanatory Statement
& Proxy Form

Annual General Meeting to be held at the offices
of Pathways Corporate, Level 3, 101 St Georges
Terrace, Perth WA on Tuesday, 14 December
2021 at 4.00pm WST

Health House International Limited

ACN 149 197 651

This *notice of annual general meeting*
and *explanatory statement* should
be read in their entirety.

If you are in doubt as to how
you should vote, you should
seek advice from your
accountant, solicitor or other
professional advisor prior to
voting.

If you wish to discuss this *notice*
of annual general meeting or the
accompanying documents,
please do not hesitate to
contact the *company secretary* on
+61 8 6558 0886.

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Key dates

12 December 2021	snapshot date for eligibility to vote
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12 December 2021	last day for receipt of <i>proxy forms</i> *
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14 December 2021	<i>annual general meeting</i>
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* *proxy forms* received after 4.00pm WST will be disregarded.

Notice of annual general meeting

Notice is hereby given that the *annual general meeting* of Health House International Limited ACN 149 197 651 (**company**) will be held at the offices of Pathways Corporate, Level 3, 101 St Georges Terrace Perth WA on **Tuesday, 14 December 2021 at 4.00pm WST**.

The *explanatory statement*, which accompanies and forms part of this *notice*, describes the various matters to be considered.

Terms used in this *notice*, unless the context otherwise requires, have the meanings given to them in the *glossary* set out in the *explanatory statement*.

Agenda

resolution Adoption of remuneration report

1 To consider and, if thought fit, pass with or without amendment the following resolution as a **non-binding advisory resolution**:

“That the remuneration report be adopted by shareholders on the terms and conditions in the explanatory statement.”

Voting prohibition statement:

The *company* will disregard any votes cast on *resolution 1*:

- by, or on behalf of, a member of the *company's key management personnel* named in the *remuneration report* for the financial year ended 30 June 2021 or their *closely related parties* (regardless of the capacity in which the vote is cast); or
- as a proxy by a person who is a member of the *company's key management personnel* at the date of the meeting or their *closely related parties*,

unless the vote is cast as proxy for a person entitled to vote on *resolution 1*:

- in accordance with the directions on the *proxy form*; or
- by the *chair* pursuant to an express authorisation to exercise the proxy even though *resolution 1* relates to the remuneration of the *company's key management personnel*.

resolution Re-election of Chris Mews as a director

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

That Chris Mews, who retires by rotation, and being eligible, is re-elected as a director under and for the purpose of clause 14.2(b)(iv) of the constitution.

resolution Approval of appointment of auditor

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

That for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, HLB Mann Judd, having been duly nominated by a shareholder, being qualified, and having consented to act, be appointed as the auditor.

resolution Ratification of issue of options to Antony Samios

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

“That the issue of 5,000,000 options to Antony Samios is approved under and for the purposes of listing rule 7.4.”

Voting Exclusion:

The *company* will disregard any votes cast in favour of this *resolution* by or on behalf of:

- (a) Antony Samios; or
- (b) an associate of a Antony Samios.

However, this does not apply to a vote cast in favour of a *resolution* 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; or
- (b) the *chairman* as proxy or attorney for a person who is entitled to vote on the *resolution*, in accordance with a direction given to the *chairman* to vote on the *resolution* as the *chairman* 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 the directions given by the beneficiary to the *shareholder* to vote in that way.

resolution Approval of 10% placement capacity

5 To consider and, if thought fit, pass with or without amendment the following resolution as a **special resolution**:

“That the company have the additional capacity to issue equity securities provided for in listing rule 7.1A.”

Note: Resolution 5 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by *shareholders* entitled to vote on the *resolution*.

Voting Exclusion:

The *company* will disregard any votes cast in favour of this *resolution* by or on behalf of:

- (a) 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 Company); or
- (b) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of a *resolution* 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; or
 - (b) the *chairman* as proxy or attorney for a person who is entitled to vote on the *resolution*, in accordance with a direction given to the *chairman* to vote on the *resolution* as the *chairman* 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 the directions given by the beneficiary to the *shareholder* to vote in that way.
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***resolution* Approval of long term incentive plan**

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

That shareholders approve the company's long term incentive plan, and the issue of up to 17,732,462 equity securities pursuant to the long term incentive plan, for the purposes of Listing Rule 7.2 Exception 13."

Voting Exclusion:

The *company* will disregard any votes cast in favour of this *resolution* by or on behalf of a person who is eligible to participate in the Long Term Incentive Plan or an associate of any such person.

However, this does not apply to a vote cast in favour of a *resolution* 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; or
- (b) the *chairman* as proxy or attorney for a person who is entitled to vote on the *resolution*, in accordance with a direction given to the *chairman* to vote on the *resolution* as the *chairman* 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 the directions given by the beneficiary to the *shareholder* to vote in that way.

Voting prohibition:

The *company* will disregard any votes cast on this *resolution*:

- (a) by or on behalf of a member of the *KMP* named in the *remuneration report*, or that *KMP's closely related party*, regardless of the capacity in which that vote is cast; or
 - (b) as a proxy by a member of the *KMP* at the date of the *meeting*, or that *KMP's closely related party*, unless the vote is cast as a proxy for a person who is entitled to vote on this *resolution*;
 - (c) in accordance with their directions on how to vote as set out in the proxy appointment; or
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- (d) by the *chairman* pursuant to an express authorisation to exercise the proxy as the *chairman* thinks fit.
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By order of the board of directors

Tim Slate
Company Secretary
12 November 2021

Proxy appointment, voting and meeting instructions

Lodgement of a proxy form

The *proxy form* (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the *proxy form* (and the power of attorney or other authority) must be lodged with the *company* no later than **4.00pm WST on Sunday, 12 December 2021** being not later than 48 hours before the commencement of the *annual general meeting*. Any *proxy form* received after that time will not be valid. *Proxy forms* may be lodged:

online

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).

by hand (during business hours)

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

by mail

Health House International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

by fax

+61 2 9287 0309

Appointment of a proxy

A member of the *company* entitled to attend and vote at the *annual general meeting* is entitled to appoint a proxy. The proxy may, but need not be, a *shareholder* of the *company*.

If you wish to appoint the *chairman* as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the *chairman*, please write the name of that person. If you leave this section blank, or your named proxy does not attend the *meeting*, the *chairman* will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the *meeting* and vote on a poll. If you wish to appoint a second proxy, an additional *proxy form* may be obtained by telephoning the company secretary on +61 8 6558 0886 or you may photocopy the *proxy form*.

To appoint a second proxy, you must on each *proxy form* state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both *proxy forms* do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate shareholders

Corporate *shareholders* should comply with the execution requirements set out on the *proxy form* or otherwise with the provisions of section 127 of the *Corporations Act*. Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:

- (a) two directors of the company;
- (b) a director and a company secretary of the company; or
- (c) for a proprietary company that has a sole director who is also the sole company secretary – that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act*, in which case the *company* will require a certificate of appointment of the corporate representative executed in accordance with the *Corporations Act*. The certificate of appointment must be lodged with the *company* before the *annual general meeting* or at the registration desk on the day of the *annual general meeting*.

Votes on resolutions

You may direct your proxy how to vote on a *resolution* by placing a mark in one of the boxes opposite the *resolution*. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the *resolutions* by inserting the 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 *resolutions*, your proxy may vote as he or she chooses. If you mark more than one box on a *resolution* your vote on the *resolution* will be invalid.

Voting entitlement (snapshot date)

For the purposes of determining voting and attendance entitlements at the *annual general meeting*, *shares* will be taken to be held by the persons who are registered as holding the *shares* at **4.00pm WST on Sunday, 12 December 2021**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the *annual general meeting*.

Explanatory statement

This *explanatory statement* has been prepared for the information of *shareholders* in relation to the business to be conducted at the *annual general meeting*.

The purpose of this *explanatory statement* is to provide *shareholders* with all information known to the *company* which is material to a decision on how to vote on the *resolutions* in the accompanying *notice of annual general meeting*.

This *explanatory statement* should be read in conjunction with the *notice of annual general meeting*.

Italicised terms in this *explanatory statement* and in the *notice* are defined in the *glossary* in *Schedule 1*.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the *Corporations Act*, the business of the *meeting* will include receipt and consideration of the annual financial report of the *company* for the financial year ended 30 June 2021 together with the declaration of the *directors*, the *directors'* report, the *remuneration report* and the auditor's report.

The *company* will not provide a hard copy of the *company's* annual report to *shareholders* unless requested to do so. The *company's* annual report is available on its website at www.healthhouse.com.au.

2. ADOPTION OF REMUNERATION REPORT

2.1. Background

- 2.1.1. The *Corporations Act* requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.
- 2.1.2. The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.
- 2.1.3. The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2. Voting consequences

- 2.2.1. Under the *Corporations Act*, if, at consecutive annual general meetings:
 - (a) at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report; and
 - (b) at the first of those annual general meetings a *spill resolution* was not put to vote,

a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (*spill resolution*). If required, the *spill resolution* must be put to vote at the second of those annual general meetings.

- 2.2.2. If more than 50% of votes cast are in favour of the *spill resolution*, the company must convene a shareholder meeting (*spill meeting*) within 90 days of the second annual general meeting.
- 2.2.3. All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the *spill meeting* but may stand for re-election at the *spill meeting*.
- 2.2.4. Following the *spill meeting*, those persons whose election or re-election as directors of the company is approved will be the directors of the company.

2.3. Previous voting results

At the *company's* annual general meeting for the year ended 30 June 2020, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the *spill resolution* is not relevant for this *annual general meeting*.

2.4. Proxy voting restrictions

Shareholders appointing a proxy for this *resolution 1* should note the following:

- (a) If you appoint a member of the *key management personnel* (other than the *chair*) whose remuneration details are included in the *remuneration report*, or a *closely related party* of such a member as your proxy, you must direct your proxy how to vote on this *resolution*. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this *resolution*.
- (b) If you appoint the *chair* as your proxy (where the *chair* is also a member of the *key management personnel* whose remuneration details are included in the *remuneration report*, or a *closely related party* of such a member): you do not need to direct your proxy how to vote on this *resolution*. However, if you do not direct the *chair* how to vote, you must mark the acknowledgement on the *proxy form* to expressly authorise the *chair* to exercise his or her discretion in exercising your proxy even though this *resolution* is connected directly or indirectly with the remuneration of *key management personnel*.
- (c) If you appoint any other person as your proxy, you do not need to direct your proxy how to vote on this *resolution*, and you do not need to mark any further acknowledgement on the *proxy form*.

2.5. Directors' recommendation

The *directors* unanimously recommend that *shareholders* vote in favour of *resolution 1*.

3. RE-ELECTION OF DIRECTOR – CHRIS MEWS

3.1. Introduction

- 3.1.1. *Listing rule 14.5* provides that an entity which has directors must hold an election of directors at each annual general meeting.
- 3.1.2. The *constitution* sets out the requirements for determining which *directors* are to retire by rotation at an annual general meeting.

3.1.3. Mr Mews retires by rotation and seeks re-election.

3.2. Qualifications and other material directorships

3.2.1. Mr Christopher Mews is an experienced non-executive director with over 20 years in the financial services sector, having held senior positions in finance, corporate secretarial and compliance in listed and unlisted companies. Chris is currently the Chief Financial Officer and Company Secretary of Merchant Group Pty Ltd, a Perth based financial services firm that provides funds management and corporate finance services, with investment experience both in Australia and internationally. Prior to Merchant Group, he was the Chief Financial Officer and Company Secretary of listed biotech Company Polynovo Limited (ASX:PNV), and is currently Non-Executive Director of Cycliq Group Limited (ASX:CYQ) and Non-Executive Director of Auscann Group Holdings Limited (ASX:AC8).

3.2.2. Mr Mews holds a Bachelor of Business majoring in Accounting and is a Certified Practising Accountant, a Chartered Company Secretary and member of the Governance Institute of Australia.

3.2.3. Mr Mews has also held directorships with the following listed companies in the past 3 years:

Company	Appointment	Status
Auscann Group Holdings Ltd	December 2019	Current
Cycliq Group Limited	June 2021	Current

3.3. Independence

Mr Mews is considered to be independent.

3.4. Directors' recommendation

The *directors* support the re-election of Mr Mews as a director and unanimously recommend *shareholders* vote in favour of *resolution 2*.

4. APPROVAL OF APPOINTMENT OF AUDITOR

4.1. Background

4.1.1. *Resolution 3* is an ordinary resolution seeking *shareholder* approval for the appointment of HLB Mann Judd as the *company's* auditor.

4.1.2. HLB Mann Judd was appointed as auditor by the *board* on 5 August 2021 and continues to act in that capacity. HLB Mann Judd was appointed as a consequence of the resignation of the *company's* former auditor, BDO Audit Pty Ltd (**BDO**), formal notification of which was received on 21 August 2021 following BDO's receipt of the required ASIC consent to its resignation.

4.2. Corporations Act requirements

- 4.2.1. In accordance with section 327C(2) of the *Corporations Act*, HLB Mann Judd's term as auditor will end on the date of the *meeting*, being the first annual general meeting of the *company* since the appointment of HLB Mann Judd in accordance with section 327C(1) of the *Corporations Act*.
- 4.2.2. In accordance with section 328B of the *Corporations Act*, *shareholder* has given the *company* written notice of the nomination of HLB Mann Judd as auditor prior to the convening of the *meeting*. A copy of the nomination is annexed to this *notice*.
- 4.2.3. HLB Mann Judd has provided the *company* with its written consent to act as auditor if appointed at the *meeting*.

4.3. Directors' recommendation

If *resolution 3* is not passed, HLB Mann Judd will not continue as auditor. The *board* will appoint an appropriately qualified interim auditor within 1 month of the *meeting* who will hold office until the next annual general meeting of the *company*.

The *directors* support the appointment of HLB Mann Judd as the *company's* auditor and recommend that *shareholders* vote in favour of *resolution 3*.

5. RATIFICATION OF ISSUE OF OPTIONS TO ANTONY SAMIOS

5.1. Background

- 5.1.1. On 2 November 2021, the *company* issued 5,000,000 *options*, exercisable at various prices as set out in Schedule 2 and expiring on 24 June 2024, to Antony Samios (**Samios**) as remuneration for the provision of executive services. The *options* are *equity securities* for the purposes of the *listing rules*.
- 5.1.2. Samios is not a related party of the *company*. The *company* had sufficient placement capacity under *listing rule 7.1* for the issue of the *options*.

5.2. Corporations Act

Samios, in conjunction with his associates, does not hold, either before, during, or after the issue the subject of *resolution 4*, more than 20% of the issued capital of the *company*.

5.3. Requirement for shareholder approval

- 5.3.1. Resolution 4 seeks *shareholder* ratification of the issue of the *options* pursuant to *listing rule 7.4*.
- 5.3.2. Broadly speaking, and subject to a number of exceptions, *listing rule 7.1* limits the amount of *equity securities* that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary *securities* it had on issue at the start of that period.

- 5.3.3. The issue of the *options* to *Samios* referred to above does not fit within any of these exceptions and, as the issue has not yet been approved by *shareholders*, it effectively uses up part of the 15% limit in *listing rule 7.1*, reducing the *company's* capacity to issue further *equity securities* without shareholder approval under *listing rule 7.1* for the 12-month period following the date of issue of the *options*.
- 5.3.4. *Listing rule 7.4* allows the shareholders of a listed company to approve an issue of *equity securities* after it has been made or agreed to be made. If they do, the issue is taken to have been approved under *listing rule 7.1* and so does not reduce the company's capacity to issue further *equity securities* without shareholder approval under that rule.
- 5.3.5. The *company* wishes to retain as much flexibility as possible to issue additional *equity securities* into the future without having to obtain *shareholder* approval for such issues under *listing rule 7.1*. To this end, *resolution 4* seeks *shareholder* approval for the issue of the *options* to *Samios* under and for the purposes of *listing rule 7.4*.
- 5.3.6. If *resolution 4* is passed, the issue of the *options* to *Samios* will be excluded in calculating the *company's* 15% limit in *listing rule 7.1*, effectively increasing the number of *equity securities* it can issue without *shareholder* approval over the 12-month period following the issue of the *options* to *Samios*.
- 5.3.7. If *resolution 4* is not passed, the *options* issued in respect of *resolution 4* will be included in calculating the *company's* 15% limit in *listing rule 7.1*, effectively decreasing the number of *equity securities* it can issue without *shareholder* approval over the 12-month period following the date of issue of the *options*.

5.4. Information required by listing rule 7.5 for the ratification of issues of equity securities

Relevant information for the purposes of the *listing rules* is provided below.

- (a) The *options* the subject of *resolution 4* were issued to *Samios*.
- (b) The *options* issued to *Samios* comprise 5,000,000 options to subscribe for *shares*.
- (c) A summary of the terms of issue of the *options* is set out in Schedule 2.
- (d) The *options* were issued on 2 November 2021.
- (e) The *options* were issued as remuneration for services provided by *Samios* in accordance with his executive services agreement with the *company*, the material terms of which are consistent with those commonly found in agreements of that nature.
- (f) No funds were raised by the issue of *options* to *Samios*. However, if all the *options* are exercised, the *company* will receive \$4,000,000.
- (g) A voting exclusion statement is included in the *notice*.

5.5. Directors' recommendation

The *directors* support the ratification of the issue of *options* to Mr Samios and recommend that *shareholders* vote in favour of *resolution 4*.

6. APPROVAL OF 10% PLACEMENT CAPACITY

6.1. General

- 6.1.1. *Listing rule 7.1A* provides that an *eligible entity* may seek shareholder approval at its annual general meeting to allow it to issue *equity securities* up to 10% of its issued capital (**10% placement capacity**). An approval under *listing rule 7.1A* remains valid until the earlier of:
- (a) the date falling 12 months after the date of the annual general meeting at which the approval is granted;
 - (b) the time and date of the *eligible entity's* next annual general meeting; and
 - (c) the time and date shareholders approve a transaction under *listing rule 11.1.2* (for a significant change to the nature or scale of the *company's* activities) or 11.2 (for a disposal of the *company's* main undertaking).
- 6.1.2. An *eligible entity* is one that, as at the date of the relevant annual general meeting:
- (a) is not included in the S&P/ASX 300 Index; and
 - (b) has a maximum market capitalisation (excluding restricted *securities* and *securities* quoted on a deferred settlement basis) of \$300 million.
- 6.1.3. The *company* is an *eligible entity* as it is not included in the S&P/ASX 300 Index and has a market capitalisation as at 4 November 2021 of \$16,491,190.
- 6.1.4. If *shareholders* approve *resolution 5*, the number of *equity securities* the *company* may issue under the 10% *placement capacity* will be determined in accordance with the formula prescribed in *listing rule 7.1A.2* (as set out below).
- 6.1.5. The effect of *resolution 5* will be to allow the *directors* to issue *equity securities* up to 10% of the *company's* fully paid ordinary *securities* on issue under the 10% *placement capacity* during the period up to 12 months after the *meeting*, without subsequent *shareholder* approval and without using the *company's* 15% annual placement capacity granted under *listing rule 7.1*.
- 6.1.6. *Resolution 5* is a special resolution. Accordingly, at least 75% of votes cast by *shareholders* present and eligible to vote at the *meeting* must be in favour of *resolution 5* for it to be passed.

6.2. Listing rule 7.1A

- 6.2.1. *Listing rule 7.1A* enables an *eligible entity* to seek shareholder approval at its annual general meeting to issue *equity securities* in addition to those under the *eligible entity's* 15% annual placement capacity.

- 6.2.2. Any *equity securities* issued must be in the same class as an existing class of quoted *equity securities*. The *company* currently has one class of quoted *equity securities* on issue, being the *shares* (ASX Code: HHI).
- 6.2.3. The exact number of *equity securities* that the *company* may issue under an approval under *listing rule 7.1A* will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** has the same meaning as in *listing rule 7.1*;
- D** is 10%;
- E** is the number of *equity securities* issued or agreed to be issued under *listing rule 7.1A.2* in the relevant period where the issue or agreement has not been subsequently approved by *shareholders* under *listing rule 7.4*; and

“relevant period” has the same meaning as in *listing rule 7.1*.

6.3. Technical information required by listing rule 7.1A

Pursuant to and in accordance with *listing rule 7.3A*, the information below is provided in relation to *resolution 5*:

6.3.1. Minimum price

The minimum price at which the *equity securities* may be issued is 75% of the volume weighted average price of *equity securities* in that class, calculated over the 15 *ASX* trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the *equity securities* are to be issued is agreed; or
- (b) if the *equity securities* are not issued within 10 *ASX* trading days of the date in paragraph 6.3.1(a) above, the date on which the *equity securities* are issued.

6.3.2. Date of issue

The *equity securities* may be issued under the *10% placement capacity* commencing on the date of the *meeting* and expiring on the first to occur of the following:

- (a) 12 months after the date of the *meeting*;
- (b) the time and date of the *company's* next annual general meeting and
- (c) the time and date of approval by *shareholders* of any transaction under *listing rules 11.1.2* (for a significant change to the nature or scale of the *company's* activities) or *11.2* (for the disposal of the *company's* main undertaking), after which an approval under *listing rule 7.1A* ceases to be valid,

(*10% placement capacity period*).

6.3.3. Risk of voting dilution

- (a) Any issue of *equity securities* under the *10% placement capacity* will dilute the interests of *shareholders* who do not receive any *shares* under the issue.
- (b) If *resolution 5* is approved by *shareholders* and the *company* issues the maximum number of *equity securities* available under the *10% placement capacity*, the economic and voting dilution of existing *shares* would be as shown in the table below.
- (c) The table below shows the dilution of existing *shareholders* calculated in accordance with the formula outlined in *listing rule 7.1A(2)*, on the basis of the current market price of *shares* and the current number of *equity securities* on issue as at the date of this *notice*.
- (d) The table also shows the voting dilution impact where the number of *shares* on issue (variable 'A' in the formula set out above) changes and the economic dilution where there are changes in the issue price of *shares* issued under the *10% placement capacity*.

Number of Shares on Issue (Variable 'A' in Listing Rule 7.1A.2)	Dilution				
	Number of Shares issued under 10% Placement Capacity	Dilutionary effect of issue of Shares under 10% Placement Capacity	Funds raised based on issue price of \$0.047 (50% decrease in current issue price)	Funds raised based on issue price of \$0.093 (issue price based on current market price)	Funds raised based on issue price of \$0.140 (50% increase in current issue price)
177,324,622 (Current)	17,732,462	10%	824,559	1,649,119	2,473,678
265,986,933 (50% increase)*	26,598,693	10%	1,236,839	2,473,678	3,710,518
354,649,244 (100% increase)*	35,464,924	10%	1,649,119	3,298,238	4,947,357

*The number of *shares* on issue (variable A in the formula) could increase as a result of the issue of *shares* that do not require *shareholder* approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with *shareholder* approval under *listing rule 7.1*.

The table above uses the following assumptions:

1. The current *shares* on issue are the *shares* on issue as at 177,324,622 November 2021.
2. The issue price set out above \$0.093 is the closing price of the *shares* on *ASX* on at 4 November 2021.
3. The *company* issues the maximum possible number of *equity securities* under the *10% placement capacity*.
4. The *company* has issued 5,000,000 options for nil consideration in the 12 months prior to the *meeting* that were not issued under an exception in *listing rule 7.2* or with approval under *listing rule 7.1*.
5. The issue of *equity securities* under the *10% placement capacity* consists only of *shares*. It is assumed that no options are exercised into *shares* before the date of issue of the *equity securities*.

6. The calculations above do not show the dilution that any one particular *shareholder* will be subject to. All *shareholders* should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
8. The table does not show an example of dilution that may be caused to a particular *shareholder* by reason of placements under the 10% *placement capacity*, based on that *shareholder's* holding at the date of the *meeting*.
9. *Shareholders* should note that there is a risk that:
 - (a) the market price for *shares* may be significantly lower on the issue date than on the date of the *meeting*; and
 - (b) the *shares* may be issued at a price that is at a discount to the market price for those *shares* on the date of issue.

6.3.4. Purpose of issue under 10% placement capacity

The *company* may only issue *equity securities* under the 10% *placement capacity* as cash consideration, in which case the *company* intends to use funds raised for its ongoing expenditure requirements in respect of its existing assets and the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital.

6.3.5. Allocation under the 10% placement capacity

- (a) The allottees of the *equity securities* to be issued under the 10% *placement capacity* have not yet been determined. However, the allottees of *equity securities* could consist of current *shareholders* or new investors (or both), none of whom will be related parties of the *company*.
- (b) The *company* will determine the allottees at the time of the issue under the 10% *placement capacity*, having regard to the following factors:
 - (i) the purpose of the issue;
 - (ii) alternative methods for raising funds available to the *company* at that time, including, but not limited to, an entitlement issue or other offer where *shareholders* may participate;
 - (iii) the effect of the issue of the *equity securities* on the control of the *company*;
 - (iv) the *company's* circumstances, including, but not limited to, its financial position and solvency;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).

6.3.6. Previous approval under listing rule 7.1A

The *company* not previously obtained *shareholder* approval under *listing rule 7.1A*.

6.3.7. Compliance with listing rules 7.1A.4 and 3.10.5A

When the *company* issues *equity securities* pursuant to the 10% *placement capacity*, it will give to ASX:

- (a) a list of the allottees of the *equity securities* and the number of *equity securities* allotted to each (not for release to the market), in accordance with *listing rule 7.1A*; and
- (b) the information required by *listing rule 3.10.5A* for release to the market.

6.4. Voting exclusion

A voting exclusion statement is included in this *notice*. As at the date of this *notice*, the *company* has not invited any *shareholder* to participate in an issue of *equity securities* under *listing rule 7.1A*. Therefore, no *shareholders* will be excluded from voting on *resolution 5*.

6.5. Directors recommendation

The *directors* unanimously recommend that *shareholders* vote in favour of *resolution 5*.

7. APPROVAL OF LONG TERM INCENTIVE PLAN

7.1. General

- 7.1.1. *Resolution 6* seeks *shareholder* approval of the adoption of the Long Term Incentive Plan (**LTIP**) in accordance with *listing rule 7.2 (exception 13(b))*.
- 7.1.2. *Listing rule 7.1* provides that a company must not, subject to specified exceptions, issue or agree to issue more *equity securities* during a 12-month period than that amount which represents 15% of the number of fully paid ordinary *securities* on issue at the commencement of that 12-month period.
- 7.1.3. *Listing rule 7.2 (exception 13(b))* sets out an exception to *listing rule 7.1* which provide that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which *shareholders* approve the issue of *securities* under the scheme as an exception to *listing rule 7.1*.
- 7.1.4. *Resolution 6* is an ordinary resolution.
- 7.1.5. If *resolution 6* is passed, the *company* will be able to issue a limited number of *securities* under the *LTIP* to eligible participants over a period of 3 years without impacting on the *company's* 15% *placement capacity* under *listing rule 7.1*.
- 7.1.6. If *resolution 6* is not passed, the *company* will not be able to rely on *listing rule 7.2 (exception 13(b))* and the issue of *securities* under the *LTIP* to eligible participants will remain subject to the 15% *placement capacity* on issuing *securities* without *shareholder* approval set out in *listing rule 7.1*.
- 7.1.7. The objective of the *LTIP* is to attract, motivate and retain key employees and it is considered by the *company* that the adoption of the *LTIP* and the future issues of *securities* under the *LTIP* will provide selected employees with the opportunity to participate in the future growth of the *company*. Any future issues of *securities* under the *LTIP* to a *related party* or a person whose

relationship with the *company* or the *related party* is, in *ASX's* opinion, such that approval should be obtained will require additional *shareholder* approval under *listing rule 10.14* at the relevant time.

7.2. Information required by listing rule 7.2, exception 13(b)

A summary of the key terms and conditions of the *LTIP* is set out in Schedule 2. In addition, a copy of the *LTIP* is available for review by *shareholders* at the registered office of the *company* until the date of the Meeting.

A copy of the *LTIP* can also be sent to *shareholders* upon request to the Company Secretary. *Shareholders* are invited to contact the *company* if they have any queries or concerns.

The maximum number of *securities* proposed to be issued by the *company* under the *LTIP* over the next 3 years (excluding any *equity securities* issued with *shareholder* approval under *listing rule 10.14*) is 17,732,462 *securities* (being 10% of the *company's* current issued capital of 177,324,622 *shares*).

Resolution 7 represents the first proposed approval of the *LTIP*. Accordingly, no *securities* have been issued previously under the *LTIP*.

7.3. Directors recommendation

For good corporate governance reasons, the *board* does not make a recommendation for *resolution 6*.

Schedule 1 – Glossary

<i>annual general meeting or meeting</i>	the annual general meeting of <i>shareholders</i> convened by the <i>notice of annual general meeting</i> , or any meeting adjourned thereof.
<i>associate</i>	has the meaning given in Part 1.2, Division 2 of the <i>Corporations Act</i> , and shall be applied: (a) in accordance with the note to <i>listing rule 14.11</i> ; and (b) in respect of the disclosure required by <i>ASIC</i> regulatory guide 74.
<i>ASIC</i>	the Australian Securities and Investments Commission.
<i>ASX</i>	ASX Limited ACN 008 624 691, or where the context requires, the Australian Securities Exchange which it runs.
<i>board</i>	the board of <i>directors</i> .
<i>business day</i>	a day (other than a Saturday or a Sunday) on which banks in Perth, Western Australia are open for normal business.
<i>chairman or chair</i>	the chairman of the <i>meeting</i> .
<i>closely related party</i>	has the meaning given to that term in section 9 the <i>Corporations Act</i> .
<i>company</i>	Health House International Limited ACN 149 197 651, a public company incorporated in Australia and listed on the <i>ASX</i> .
<i>company secretary</i>	the company secretary of the <i>company</i> .
<i>constitution</i>	the constitution of the <i>company</i> from time to time.
<i>Corporations Act</i>	the <i>Corporations Act 2001</i> (Cth).
<i>director</i>	a director of the <i>company</i> .
<i>dollar, \$, A\$ or AUD</i>	the lawful currency for the time being of the Commonwealth of Australia.
<i>equity securities</i>	has the meaning given to that term in the <i>listing rules</i> .
<i>existing shares</i>	<i>shares</i> on issue as at the date of issue of <i>options</i> .
<i>explanatory statement</i>	this explanatory statement which accompanies and forms part of the <i>notice of annual general meeting</i> .
<i>glossary</i>	this glossary of terms.
<i>HLB Mann Judd</i>	HLB Mann Judd WA Partnership
<i>holder</i>	the holder of an <i>option</i> .

<i>key management personnel or KMP</i>	those persons having authority and responsibility for planning, directing and controlling the activities of the <i>company</i> , directly or indirectly, including any <i>director</i> (whether executive or non-executive).
<i>listing rules</i>	the official listing rules of <i>ASX</i> from time to time.
<i>LTIP</i>	has the meaning given in Section 7.1.1.
<i>notice of annual general meeting</i> or <i>notice</i>	this notice of annual general meeting.
<i>option</i>	an option to subscribe for a <i>share</i> on the terms and conditions set out in Schedule 2.
<i>performance right</i>	a right to be issued a <i>share</i> , subject to satisfaction of performance conditions.
<i>proxy form</i>	the proxy form accompanying this <i>notice of annual general meeting</i>
<i>quotation</i>	official quotation as defined in Chapter 19 of the <i>listing rules</i> .
<i>related body corporate</i>	has the meaning given to that term in sections 9 and 50 of the <i>Corporations Act</i> .
<i>related party</i>	has the meaning given to that term in sections 9 and 228 of the <i>Corporations Act</i> .
<i>remuneration report</i>	that section of the <i>company's</i> 2021 annual report that deals with the remuneration of <i>key management personnel</i> .
<i>resolution</i>	a resolution set out in the <i>notice</i> .
<i>schedule</i>	a schedule of the <i>explanatory statement</i> .
<i>section</i>	a section of the <i>explanatory statement</i> .
<i>securities</i>	has the meaning given to that term in section 92 of the <i>Corporations Act</i> .
<i>share</i>	a fully paid ordinary share in the capital of the <i>company</i> .
<i>shareholders</i>	the holders of <i>shares</i> in the <i>company</i> from time to time.
<i>WST</i>	Western Standard Time, being the time in Perth, Western Australia.

Schedule 2 – terms and conditions of options

entitlement	(a) Each <i>option</i> will entitle the <i>holder</i> to subscribe for one <i>share</i> upon exercise of the <i>option</i> . (b) <i>Shares</i> issued on exercise of <i>options</i> rank equally with the then issued <i>shares</i> of the <i>company</i> .
exercise price	The amount payable upon exercise of each Option will be: <ul style="list-style-type: none">• 1,250,000 <i>options</i> with an exercise price of \$0.20;• 1,250,000 <i>options</i> with an exercise price of \$0.67;• 1,250,000 <i>options</i> with an exercise price of \$1.00; and• 1,250,000 <i>options</i> with an exercise price of \$1.33, (exercise price).
expiry date	The <i>options</i> will expire at 5.00pm WST on the date which is 18 months after their issue (expiry date). An <i>option</i> not exercised before the <i>expiry date</i> will automatically lapse on the <i>expiry date</i> .
exercise period	The <i>options</i> are exercisable at any time on or prior to the <i>expiry date</i> (exercise period).
notice of exercise	The <i>options</i> may be exercised during the <i>exercise period</i> by notice in writing to the <i>company</i> in the manner specified on the option certificate (notice of exercise) and payment of the <i>exercise price</i> for each <i>option</i> being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the <i>company</i> .
exercise date	A <i>notice of exercise</i> is only effective on and from the later of the date of receipt of the <i>notice of exercise</i> and the date of receipt of the payment of the <i>exercise price</i> for each <i>option</i> being exercised in cleared funds (exercise date).
issue of shares on exercise	Within 15 <i>business days</i> after the <i>exercise date</i> , the <i>company</i> will: <ul style="list-style-type: none">(a) issue the number of <i>shares</i> required under these terms and conditions in respect of the number of <i>options</i> specified in the <i>notice of exercise</i> and for which cleared funds have been received by the <i>company</i>;(b) if required, give <i>ASX</i> a notice that complies with section 708A(5)(e) of the <i>Corporations Act</i>, or, if the <i>company</i> is unable to issue such a notice, lodge with <i>ASIC</i> a prospectus prepared in accordance with the <i>Corporations Act</i> and do all such things necessary to satisfy section 708A(11) of the <i>Corporations Act</i> to ensure that an offer for sale of the <i>shares</i> does not require disclosure to investors; and(c) if admitted to the official list of <i>ASX</i> at the time, apply for official quotation on <i>ASX</i> of <i>shares</i> issued pursuant to the exercise of the <i>options</i>.
quotation	<ul style="list-style-type: none">(a) Application will not be made to <i>ASX</i> for quotation of the <i>options</i>.(b) Provided the <i>company</i> is listed on <i>ASX</i> at the time, application will be made for quotation of the <i>shares</i> issued upon exercise of <i>options</i> not later than 15 <i>business days</i> after the date of allotment.(c) If required, the <i>company</i> will give <i>ASX</i> a notice that complies with section 708A(5)(e) of the <i>Corporations Act</i>, or, if such a notice delivered is for any reason not effective to

ensure that an offer for sale of the *shares* does not require disclosure to investors, the *company* must, no later than 20 *business days* after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the *Corporations Act* and do all such things necessary to satisfy section 708A(11) of the *Corporations Act* to ensure that an offer for sale of the *shares* does not require disclosure to investors.

transfer The *options* are transferable subject to any restriction or escrow arrangements imposed by *ASX* or under applicable Australian securities laws.

***participation
and
entitlements*** (a) There are no participating rights or entitlements inherent in the *options* and the *holder* will not be entitled to participate in new issues of *securities* offered to shareholders during the currency of the *options*.

(b) However, the *company* must give notice to the *holder* of any new issue before the record date for determining entitlements to the issue in accordance with the *listing rules* so as to give the *holder* the opportunity to exercise their *options* before the date for determining entitlements to participate in any issue.

***reconstruction
of capital*** If at any time the issued capital of the *company* is reconstructed, all rights of a *holder* are to be changed in a manner consistent with the *Corporations Act* and the *listing rules* at the time of the reconstruction.

Schedule 3 - summary of the LTIP

1. OBJECTIVES OF THE LTIP

The objectives of the *LTIP* are to:

- (a) establish a method by which eligible participants can participate in the future growth and profitability of the *company*;
- (b) provide an incentive and reward for eligible participants for their contributions to the *company*;
- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the *company*; and
- (d) align the interests of eligible participants more closely with the interests of *shareholders*, by providing an opportunity for eligible participants to hold an equity interest in the *company*.

2. ELIGIBLE PARTICIPANTS

2.1. The eligible participants under the *LTIP* are:

- (a) full time permanent part-time employees of the *company* and its subsidiaries
- (b) directors of the *company* and its subsidiaries
- (c) contractors and casual employees who work a pro-rata equivalent of 40% or more of a comparable full-time position

2.2. In accordance with the *listing rules*, prior *shareholder* approval will be required before any *director* or related party of the *company* can participate in the *LTIP* and be granted *performance rights*.

3. LIMITS ON ENTITLEMENT

3.1. An offer of *performance rights* may only be made under the *LTIP* if the number of *shares* that maybe issued on exercise of those *performance rights*, when aggregated with:

- (a) the number of *shares* which would be issued if each outstanding *performance right* converts into *shares* (as the case may be); and
- (b) the number of *shares* issued during the previous three years pursuant to the *LTIP*,

does not exceed 10% of the total number of issued *shares* as at the time of the offer.

4. NO CONSIDERATION PAYABLE

Performance rights will be issued for no consideration and no amount will be payable on vesting and conversion to *shares*.

5. OFFER AND VESTING CONDITIONS

The *performance rights* issued under the *LTIP* to eligible participants will be subject to vesting conditions, determined by the *board* from time to time and expressed in a written offer letter (*offer*) made by the *company* to the eligible participant which is subject to acceptance by the eligible participant within a specified period. The vesting conditions may include one or more of:

- (a) a condition that the eligible participant remain as an employee or director (as the case may be) of the *company* or its related body corporate for a stipulated minimum period;
- (b) a condition that any stipulated performance criterion be satisfied by the eligible participant;
- (c) a condition that certain specified milestones in connection with the business of the *company* or related body corporate be completed within a specified time or in a specified manner; and
- (d) a condition that the market price of the *company's* shares attain a specified price or value (or remain at a specified price or value for a specified number of days) within a specified period.

The *board* in its absolute discretion determines whether vesting conditions have been met and may waive any of the vesting conditions attaching to a *performance right*.

6. EXPIRY DATE AND LAPSE

- (a) *Performance rights* will have an expiry date as the *board* may determine in its absolute discretion and specify in the *offer*. The *board* is not permitted to extend an expiry date without shareholder approval.
- (b) If a vesting condition of a *performance right* is not achieved by the expiry date, then the *performance rights* will lapse. Unless an eligible participant acts fraudulently or dishonestly or is in breach of his or her obligations to the *company*, a *performance right* (including an unconverted vested *performance right*) will be retained (and not automatically lapse) if the eligible participant ceases to be an eligible participant under the *LTIP*, unless the *board* determines otherwise in its absolute discretion.

7. FORFEITURE

If a participant acts fraudulently or dishonestly or is in breach of his or her obligations to the *company*, the *board* will have the discretion to deem any *performance rights* to have lapsed.

8. ASSIGNMENT

Except upon death, *performance rights* may not be transferred, assigned or novated except with the prior approval of the *board*.

9. TAKEOVER BID OR CHANGE OF CONTROL

All *performance rights* automatically vest in the event of:

- (a) a Court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return) of the issued capital of the *company*;
- (b) a takeover bid (as defined in the *Corporations Act*) is announced, has become unconditional and the person making the takeover bid has a relevant interest in 50% or more of the shares in the *company*; or
- (c) a person, or a group of associated persons, becoming entitled to sufficient *shares* to give that person or persons the ability, in general meeting, to replace all or a majority of the *board*.

10. TAXATION

To the extent permitted under any applicable law or regulation, subdivision 83A-C of the *Income Tax Assessment Act 1997* (Cth) applies to *performance rights* granted under the *LTIP*.

11. ALTERATION IN SHARE CAPITAL

Appropriate adjustments will be made to the number of *performance rights* in accordance with the *listing rules* in the event of a reconstruction of the share capital of the *company*, such as a share consolidation, share split or other reduction of capital.

12. RIGHTS ISSUES

A holder of *performance rights* will only be able to participate in a pro rata offer of new securities in the *company* to existing shareholders, if, prior to the record date, the *performance rights* have been duly converted. In addition, no adjustment to the number of *shares* a *performance rights* holder is entitled to or adjustment to any performance condition which is based, in whole or in part, upon the *company's* share price, shall occur as a result of the *company* undertaking a rights issue.

13. BONUS ISSUES

If, during the term of any *performance rights*, the *company* completes a bonus issue, the number of *shares* each *performance rights* holder is then entitled to, shall be increased by that number of securities which the holder would have been issued if the *performance rights* then held by the holder were exercised immediately prior to the record date for the bonus issue.

14. PARTICIPATION IN OTHER OPPORTUNITIES

There are no participation rights or entitlements inherent in the *performance rights* though the *company* will use its reasonable endeavours to ensure that each holder is given an opportunity to participate on the same basis as if his or her *performance rights* had vested.

15. TERMINATION, SUSPENSION OR AMENDMENT

The *board* may terminate, suspend or amend the *LTIP* at any time subject to any resolution of the *company* required by the *listing rules*.



Health House International Limited
ACN 149 197 651

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Health House International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Health House International Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **4:00pm (WST) on Tuesday, 14 December 2021 at Pathways Corporate, Level 3, 101 St Georges Terrace Perth WA** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 & 6: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 & 6, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

1 Adoption of remuneration report

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

2 Re-election of Chris Mews as a director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

3 Approval of appointment of auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

4 Ratification of issue of options to Tony Samios

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

5 Approval of 10% placement capacity

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------

6 Approval of long term incentive plan

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
--------------------------	--------------------------	--------------------------



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)



Joint Shareholder 2 (Individual)



Joint Shareholder 3 (Individual)



Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

HHI PRX2102C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **4:00pm (WST) on Sunday, 12 December 2021**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

Health House International Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**