

4 October 2024

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Seventeenth Annual General Meeting of Heritage Brands Ltd (**Company**) is to be held at 30 Bando Road, Springvale VIC 3171 on Thursday, 7 November 2024 at 10am AEDT.

Pursuant to rule 15.5 (a) of the constitution of the Company (**Constitution**), the meeting will also be held by a Microsoft Teams teleconference for shareholders unable or unwilling to attend in person.

Shareholders wishing to attend the meeting by Microsoft Teams teleconference should register in advance for this meeting at:

<https://heritagebrands.com.au/agm-registration/>.

After registering, you will receive a confirmation email containing information about joining the meeting.

The Microsoft Teams Teleconference will be open from 9:30 am on Thursday 7 November 2024 but the meeting will not commence until 10:00 am.

The business to be considered at the meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum, which contains information in relation to each of the following items of business. A Proxy Form also accompanies this Notice of Meeting.

ORDINARY BUSINESS

1. ANNUAL REPORT

To receive and consider the annual financial report and the reports of the directors and of the auditor for the financial year ended 31 July 2024.

2. REMUNERATION REPORT

To adopt the remuneration report for the financial year ended 31 July 2024.

Notes:

- (a) Pursuant to section 250R(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**) the vote on this resolution is advisory only and does not bind the directors or the Company.
- (b) If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting

of the shareholders be held within 90 days at which all of the directors, other than the Managing Director, if any, must stand for re-election.

Voting exclusion: A voting exclusion applies to this item. Please see the voting exclusion statement in the Important Information below.

SPECIAL BUSINESS

3. ELECTION OF DIRECTORS

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

To re-elect as a director, Mr Maxim Krok, who ceases to hold office in accordance with Rule 20.2 of the Constitution and, being eligible, offers himself for re-election.

4. SHARE CONSOLIDATION

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

That, pursuant to Section 254(H) of the Corporations Act and for all other purposes, the Company's shares be consolidated through the conversion of every fifty (50) shares held by a shareholder into one (1) share (**Consolidation**) and, where this Consolidation results in a fraction of a share being held, the Company be authorised to round that fraction down to the nearest whole share, with Consolidation to take effect in accordance with the timetable set out in the Explanatory Memorandum.

5. ISSUE OF SHARES TO RELATED PARTY

To consider and, if thought fit, pass the following resolution as a **special resolution**:

That, for the purposes of NSX Listing Rule 6.44, and for all other purposes, the shareholders approve the issue to Mr Filis Dimitrios (**Mr Dimitrios**), the Managing Director of the Company, on the terms and conditions set out in the Explanatory Memorandum in consideration for \$250,000 to be paid by Mr Dimitrios to the Company, either (a) on the assumption that the shareholders vote in favour of the Consolidation, 1,250,000 shares at an issue price of \$0.20 per share or (b) on the assumption that shareholders do not vote in favour of the Consolidation, 62,500,000 shares at \$0.004 per share.

Voting exclusion: A voting exclusion applies to this item. Please see the voting exclusion statement in the Important Information below.

6. APPOINTMENT OF AUDITOR

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

That, for purposes of section 327B of the Corporations Act, and for all other purposes, In.Corp Audit & Assurance Pty Ltd, having consented in writing and being duly nominated by a shareholder in accordance with section 328B (1) of the Corporations Act, be appointed as the Company's auditor effective from the close of the Annual General Meeting.

IMPORTANT INFORMATION

Entitlement to vote

Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting, all Shares will be taken to be held by the persons who held them as registered shareholders at 7.00pm (AEDT) on Tuesday 5 November 2024. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A shareholder entitled to attend and vote is entitled to appoint a proxy. A proxy need not be a shareholder. 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.

Details for completion and lodgement of proxies are on the reverse side of the proxy form. A proxy form must be received by the Company's share registry, Boardroom Pty Limited by 10am AEDT on Tuesday 5 November 2024. Proxies may be lodged online at <https://www.votingonline.com.au/hbaagm2024>, mailed to Boardroom Pty Ltd GPO Box 3993 Sydney NSW 2001, hand delivered to Boardroom Pty Ltd Level 8, 210 George Street Sydney NSW 2000 or sent by facsimile to +61 2 9290 9655.

Voting Exclusion Statements

Resolution 2 (Remuneration Report): The Company will disregard any votes cast on the proposed resolution in Resolution 2:

- by or on behalf of a member of the Company's key management personnel (including the directors) named in the Remuneration Report for the financial year ended 31 July 2024 or their 'closely related parties' as defined in the Corporations Act (which includes spouses, dependants and companies they control), regardless of the capacity in which the vote is cast; or
- as a proxy by 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 a proxy on behalf of a person entitled to vote on Resolution 2:
 - in accordance with a voting direction specified on the proxy form; or
 - where there is no specified voting direction, by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides, even though Resolution 2 is connected with the remuneration of the key management personnel.

Resolution 5 (Issue of shares to related party): The Company will disregard any votes cast on the proposed resolution in Resolution 5:

- by or on behalf of Mr Dimitrios or any person who will obtain a material benefit as a result of the proposed issue of shares to Mr Dimitrios (except a benefit solely by reason of being a holder of shares in the Company) or an associate of that person, or those persons, regardless of the capacity in which the vote is cast; or

- as a proxy by Mr Dimitrios, unless the vote is cast as a proxy on behalf of a person entitled to vote on Resolution 5:
 - in accordance with a voting direction specified on the proxy form; or
 - where there is no specified voting direction, by the Chairman of the meeting pursuant to an express authorisation to vote as the proxy decides.

BY ORDER OF THE BOARD

Mr Stephen Mason
Company Secretary

Dated: 4 October 2024

EXPLANATORY MEMORANDUM

Financial Statements and Reports

The Corporations Act requires that the financial report (which includes the financial statements and directors' declaration), the Directors' Report and the Auditor's Report be laid before the Annual General Meeting. There is no requirement however for shareholders to approve the reports.

Remuneration Report

a) Background

The Remuneration Report is contained in the annual financial report and the reports of the directors and of the auditor for the financial year ended 31 July 2024 which is available on the website at www.heritagebrands.com.au.

The Remuneration Report sets out the policy for the remuneration of the directors and specified executives of the Company.

b) Corporations Act

The Corporations Act requires that the Company put the Remuneration Report to a vote by shareholders at the Annual General Meeting. Prior to the vote the Chairman will give shareholders the opportunity to ask questions about or make comments on the Remuneration Report.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, shareholders will be required to vote at the second of those annual general meetings on a resolution (a 'spill resolution') that another meeting of the shareholders be held within 90 days at which all of the directors, other than the Managing Director, if any, must stand for re-election.

The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

c) Recommendation

The board of directors recommends that the shareholders vote in favour of the resolution to adopt the Remuneration Report.

Election of Director

a) Background

As required by the Constitution, Mr Maxim Krok retires by rotation, and offers himself for re-election. The experience and qualifications Mr Krok is briefly summarised below.

Mr Maxim Krok - Non-Executive Chairman – BProc LLB

Mr Krok is an entrepreneur and investor with over 40 years' experience across a wide range of business sectors, including pharmaceuticals, cosmetics, fast moving consumer goods and medical devices, both as an executive and non-executive director.

b) Recommendation

The board of directors, with Mr Krok abstaining, recommends that shareholders vote in favour of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

Consolidation

a) Background

Resolution 4 seeks shareholder approval for the consolidation of the Company's shares on issue on a 1:50 basis (**Consolidation**). The basis for the Consolidation is to ensure a more appropriate capital structure for the Company going forward and a resultant trading price of the Company's shares that is suitable for a wider range of investors.

The directors intend to implement the Consolidation immediately after the Meeting, such that all shares to be issued in accordance with Resolution 5 (*Issue of shares to related party*) will be issued on a 'post-Consolidation basis'.

b) Corporations Act

Section 254H(1) of the Corporations Act provides that a company may, by resolution passed at a general meeting, convert all or any of its shares into a larger or smaller number.

c) Fractional entitlements

Not all shareholders will hold a number of shares that can be evenly divided by 50. Any fractional entitlements of shareholders as a consequence of the Consolidation will be rounded down to the nearest whole number.

d) Capital structure and taxation implications

The effect on the capital structure of the Company of the Consolidation is shown in the table below. The table shows the number of shares on issue as at the last practicable date before the date of this notice of meeting and the number of shares on issue assuming the maximum number of shares are issued under Company's rights issue as announced on 23 September 2024.

Securities	Pre-Consolidation	Post Consolidation¹
<i>Pre-rights issue</i>		
Ordinary fully paid shares	2,326,423,723	46,528,474
<i>Post rights issue</i>		
Ordinary fully paid shares	3,489,635,584	69,792,712

Subject to rounding, shareholders' proportional holding of shares will not be affected by the Consolidation.

It is not considered that the Consolidation should have any taxation consequences for shareholders. However, shareholders are encouraged to seek their own tax advice on the effect of the Consolidation.

Neither the Company nor the directors accept any responsibility for the individual taxation implications arising from the Consolidation or other Resolutions the subject of this notice of meeting.

¹ Subject to rounding and fractional entitlements

e) Holding statements and certificates

From the date of the Consolidation, all existing holding statements in respect of shares will cease to have any effect, except as evidence of entitlement to a certain number of shares on a pre-Consolidation basis. New holding statements will be despatched to holders not more than 10 business days after the Effective Date as noted in the indicative timetable below.

f) Indicative timetable

Subject to shareholder approval of the Consolidation, the proposed timetable for the Consolidation is set out below².

Event	Date
Annual General Meeting	Thursday, 7 November 2024
Ex Date	Thursday, 21 November 2024
Record Date	Friday, 22 November 2024
Completion Date	Friday, 6 December 2024

g) Recommendation

The board of directors recommends that shareholders vote in favour of Resolution 4. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

Issue of shares to related party

a) Background

Resolution 5 seeks shareholder approval for the issue of shares to Mr Filis Dimitrios (**Mr Dimitrios**), the Managing Director of the Company, and a related party of the Company, on the terms and conditions set out in the Explanatory Memorandum.

The shares will be issued in consideration for \$250,000 to be paid by Mr Dimitrios to the Company.

If shareholders vote in favour of the Consolidation, 1,250,000 shares will be issued at an issue price of \$0.20 per share. If shareholders do not vote in favour of the Consolidation, 62,500,000 shares at \$0.004 per share. This is the same price for the Company's shares in its rights issue as announced on 23 September 2024.

b) Chapter 2E of the Corporations Act

For a public company to give a financial benefit to a related party, the public company must:

- (i) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (ii) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

² The dates are indicative only and are subject to possible change.

Section 210 of the Corporations Act provides that shareholder approval is not needed under the Corporations Act to give a financial benefit of on terms that:

- (i) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (ii) are less favourable to the related party than the terms referred to in the preceding paragraph.

The directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the price at which Mr Dimitrios will subscribe for the shares is the same price as offered to shareholders in the Company's rights issues as announced on 23 September 2024 and is therefore on arm's length terms.

c) NSX Listing Rule 6.44

NSX Listing Rule 6.44 also requires shareholder approval by special resolution to be obtained where an entity issues, or agrees to issue, securities to a related party unless an exception in NSX Listing Rule 6.44 applies.

The proposed issue of shares to Mr Dimitrios requires the Company to obtain shareholder approval under NSX Listing Rule 6.44 because Mr Dimitrios is a related party of the Company.

NSX Listing Rule 6.8 states that the Company must provide shareholders with sufficient information to ensure shareholders are informed of all substantial matters relevant to Resolution 5 and in relation to the proposed issue of shares:

- (i) the maximum number of shares to be issued to Mr Dimitrios is either (a) 62,500,000 shares on the assumption that shareholders do not vote in favour of the Consolidation or (b) 1,250,000 on the assumption that shareholders do vote in favour of the Consolidation;
- (ii) the shares will be issued at an issue price of either (a) \$0.004 per share on the assumption that shareholders do not vote in favour of the Consolidation or (b) \$0.20 on the assumption that shareholders do vote in favour of the Consolidation;
- (iii) the shares will be issued to Mr Dimitrios no later than one month after the date of the Annual General Meeting;
- (iv) the shares issued will rank equally with existing shares on issue;
- (v) \$250,000 will be raised by the Company as a result of the proposed issue of shares and those funds raised by the issue of the shares to Mr Dimitrios will be used by the Company for its general working capital; and
- (vi) the Company does not consider that there are any significant opportunity costs to the Company or benefits foregone as a result of the proposed issue of the shares to Mr Dimitrios.

The Company is not aware of any other information that is reasonably required by shareholders to allow them to vote on Resolution 5.

d) Recommendation

The board of directors recommends that shareholders vote in favour of Resolution 5. Mr Dimitrios did not participate in the deliberations of the board of directors with respect to his recommendation for the issue of shares to Mr Dimitrios. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 5.

Resignation / Appointment of Auditor

a) Background

Mr Daniel Dalla of Rothsay Chartered Accountants was the Company's auditor. Following an internal reorganisation, Mr Dalla is now practising as an auditor and a director of In.Corp Audit & Assurance Pty Ltd (**In.Corp**).

With the consent of the Australian Securities and Investments Commission (**ASIC**) as received on 3 September 2024, Mr Dalla resigned as auditor of the Company with effect from 3 September 2024. On 5 September 2024, the Company appointed In.Corp to act as the Company's auditor in accordance with section 327C (1) of the Corporations Act.

b) Corporations Act – requirement for shareholder approval

Under section 327C (2) of the Corporations Act, an auditor appointed under section 327C (1) of the Corporations Act holds office until the next annual general meeting of the company, at which time the person, firm or authorised audit company must be appointed by shareholders.

c) Appointment of In.Corp as the Company's auditor

In.Corp has given, and has not withdrawn, its consent to act as the Company's external auditor.

The Company now seeks approval from shareholders for the appointment of In.Corp as the Company's auditor in accordance with section 327C of the Corporations Act.

In accordance with section 328B (1) of the Corporations Act, a written notice nominating In.Corp as the Company's auditor has been given to the Company. A copy of this notice is contained in ANNEXURE A.

If Resolution 6 is passed, the appointment of In.Corp as the Company's auditor will continue from the close of the Annual General Meeting. If Resolution 6 is not passed, the position of the Company's auditor will fall vacant and the board of directors will look to appoint another auditor on an interim basis for approval at the Company's next annual general meeting.

d) Recommendation

The board of directors recommends that shareholders vote in favour of Resolution 6. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 6.

ANNEXURE A - SHAREHOLDER NOMINATION LETTER

24 September 2024

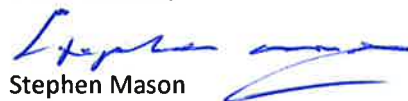
The Company Secretary
Heritage Brands Ltd
30 Bando Road
Springvale VIC 3171

Dear Sir

Notice of Nomination of Auditor

I am a shareholder of Heritage Brands Ltd. For purposes of section 328B (1) of the *Corporations Act 2001* (Cth), I give the Company notice of my nomination of In.Corp Audit & Assurance Pty Ltd to be appointed as auditor of the Company at the Annual General Meeting of the Company to be held on or about 7 November 2024.

Yours sincerely


Stephen Mason