

Company Announcement
ASX: HPC

DATE: 22 July 2022

Issue of Securities

Functional hydration solutions provider, The Hydration Pharmaceuticals Company Limited (ASX: HPC) ("**Hydralyte North America**" or "**the Company**"), wishes to advise that it has issued a total of 232,142 unlisted options ("**Options**") as follows:

- 53,571 Options to each of Adem Karafili, Gretta van Riel and Margaret Hardin (each a non-executive Director of the Company) under the Company's Equity Incentive Plan ("**Plan**"); and
- 71,429 Options under the Plan to George Livery in his capacity as the Chair of the Board,

pursuant to shareholder approval at the Company's Annual General Meeting ("**AGM**") on 27 May 2022.

The key terms of the Options are set out in **Annexure A** below. For further information, please see the Company's Addendum to the Notice of AGM lodged with ASX on 20 May 2022.

Appendices 3Y regarding the changes to directors' interests are attached. An Appendix 3G in relation to the issue of Options will also follow this announcement.

ENDS

This announcement was authorised for release by the Board of Hydralyte North America.

For further information:
Investors/Media
Henry Jordan
Six Degrees Investor Relations
0431 271 538
henry.jordan@sdir.com.au

Annexure A – Terms of Options

Nature of Options

Each Option constitutes a right to receive one (1) Share in the capital of the Company, subject to the terms and conditions of the Plan Rules.

Quotation

Options will not be quoted on the ASX however application will be made to ASX for official quotation of any Shares issued under the Plan to the extent required by the ASX Listing Rules.

Vesting Conditions

The Options will vest and be able to be immediately exercised on the three-year anniversary of the date of issue of the Options (**Vesting Date**), subject to the directors continued provision of services to the Company as a director (and no notice of resignation being given) as at the Vesting Date.

Exercise of Options

The exercise of any Option granted under the Plan will be effected in the form and manner determined by the Board, and must be accompanied by payment of the relevant exercise price (if any).

Exercise Price

Each Option is exercisable for one Share at an Exercise Price of A\$0.476.

Expiry Date

Any unexercised Options will lapse and automatically expire on the date that is five years after the date of issue of the Options, being 22 July 2027.

Allocation following exercise

Subject to any express rules to the contrary, as soon as practicable following the exercise of an Option, the Board must issue to, procure the transfer to, or procure the setting aside for, the director the number of Shares in respect of which Options have been exercised.

Vested Options must be satisfied by Shares that been purchased on market, unless:

- (a) No shareholder approval is required under the ASX Listing Rules in respect of the director's participation in the Plan; or
- (b) Shareholders have approved the director's participation in the Plan to the extent required under the ASX Listing Rules.

Prohibited Dealings

Subject to the Securities Dealing Policy, any dealing in respect of an Option is prohibited unless the Board determined otherwise or the dealing is required by law and the director has provided satisfactory evidence to the Company of that fact. Where, in the opinion of the Board, a director deals with an Option in contravention of the Plan Rules, the Option will immediately lapse.

Change of Control Events

Subject to any express rules to the contrary, where there is a Takeover Bid for Shares or another transaction, event or state of affairs, that, in the Board's opinion, is likely to result in a change in the Control of the Company or should otherwise be treated in accordance with the Plan Rules, the Board may, in its absolute discretion, determine that all or a specified number of a Participant's Options vest or cease to be subject to restrictions (as applicable).

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	The Hydration Pharmaceuticals Company Limited
ABN	620 385 677

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Adem Karafili
Date of last notice	15 December 2021

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Ankara Holdings Pty Ltd ATF A&N Karafili Family Trust (Adem Karafili has the power to exercise, or control the exercise of, a right to vote attached to the securities and to dispose of, or control the exercise of a power to dispose of, the securities.)
Date of change	22 July 2022
No. of securities held prior to change Ankara Holdings Pty Ltd <The Ankara Family Trust>*	458,852 fully paid ordinary shares 448,437 fully paid ordinary shares subject to escrow until 13/06/2023 653,128 fully paid ordinary shares subject to escrow until 13/12/2023 74,739 unlisted options with an exercise price of \$0.45 expiring on 13 January 2029 subject to escrow until 13/12/23

+ See chapter 19 for defined terms.

Change of Director's Interest Notice

<p>*Adem Karafili has the power to exercise, or control the exercise of, a right to vote attached to the securities and to dispose of, or control the exercise of a power to dispose of, the securities.</p>	<p>The following unlisted options to acquire ordinary shares, all of which are subject to ASX escrow until 9 December 2023:</p> <ul style="list-style-type: none"> • 100,000 unlisted options with an exercise price of \$0.29 expiring on 31 August 2024; • 800,000 unlisted options with an exercise price of \$0.20 expiring on 31 August 2024; and • 1,000,000 unlisted options with an exercise price of \$0.29 expiring on 1 December 2026.
<p>Class</p>	<p>Unlisted options</p>
<p>Number acquired</p>	<p>53,571 unlisted options issued under the Company's Equity Incentive Plan (EIP) Exercisable at \$0.476 and expiring on 22 July 2027.</p>
<p>Number disposed</p>	<p>Nil</p>
<p>Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation</p>	<p>Nil</p>
<p>No. of securities held after change</p> <p>Ankara Holdings Pty Ltd <The Ankara Family Trust>*</p> <p>Ankara Holdings Pty Ltd ATF A&N Karafili Family Trust*</p>	<p>458,852 fully paid ordinary shares</p> <p>448,437 fully paid ordinary shares subject to escrow until 13/06/2023</p> <p>653,128 fully paid ordinary shares subject to escrow until 13/12/2023</p> <p>74,739 unlisted options with an exercise price of \$0.45 expiring on 13 January 2029 subject to escrow until 13/12/23</p> <p>The following unlisted options to acquire ordinary shares, all of which are subject to ASX escrow until 9 December 2023:</p> <ul style="list-style-type: none"> • 100,000 unlisted options with an exercise price of \$0.29 expiring on 31 August 2024; • 800,000 unlisted options with an exercise price of \$0.20 expiring on 31 August 2024; and • 1,000,000 unlisted options with an exercise price of \$0.29 expiring on 1 December 2026. <p>53,571 unlisted options issued under the EIP exercisable at \$0.476 per option and expiring on 22 July 2027</p>

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

*Adem Karafili has the power to exercise, or control the exercise of, a right to vote attached to the securities and to dispose of, or control the exercise of a power to dispose of, the securities.	
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of unlisted options issued under the EIP, upon receiving shareholder approval at the Company's annual general meeting held on 27 May 2022.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	The Hydration Pharmaceuticals Company Limited
ABN	620 385 677

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	George Livery
Date of last notice	29 June 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	22 July 2022
No. of securities held prior to change Mr George Livery and Mrs Lynne Maree Livery Mrs Lynne Maree Livery* (*George Livery has the power to exercise, or control the exercise of, a right to vote attached to the securities and to dispose of, or control the exercise of a power to dispose of, Mrs Livery's securities.)	107,000 Fully Paid Ordinary Shares 50,000 Fully Paid Ordinary Shares
Class	Unlisted options
Number acquired	71,429 unlisted options issued under the Company's Equity Incentive Plan (EIP) Exercisable at \$0.476 and expiring on 22 July 2027

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Number disposed	Nil
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change Mr George Livery and Mrs Lynne Maree Livery Mrs Lynne Maree Livery* Mr George Livery (*George Livery has the power to exercise, or control the exercise of, a right to vote attached to the securities and to dispose of, or control the exercise of a power to dispose of, Mrs Livery's securities.)	107,000 Fully Paid Ordinary Shares 50,000 Fully Paid Ordinary Shares 71,429 unlisted options issued under the EIP exercisable at \$0.476 per option and expiring on 22 July 2027
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of unlisted options issued under the EIP, upon receiving shareholder approval at the Company's annual general meeting held on 27 May 2022.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	

+ See chapter 19 for defined terms.

Interest after change	
-----------------------	--

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺ closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	The Hydration Pharmaceuticals Company Limited
ABN	620 385 677

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gretta van Riel
Date of last notice	22 April 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Van Riel Holdings Pty Ltd ATF Van Riel Family Trust (Gretta van Riel has the power to exercise, or control the exercise of, a right to vote attached to the securities and to dispose of, or control the exercise of a power to dispose of, the securities.)
Date of change	22 July 2022
No. of securities held prior to change Gretta van Riel* *Securities held by Superhero Securities Limited <Client A/C> as nominee for Gretta van Riel	40,000 Fully Paid Ordinary Shares
Class	Unlisted options

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

[illegible]

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of “notifiable interest of a director” should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	

+ See chapter 19 for defined terms.

Appendix 3Y
Change of Director's Interest Notice

No. and class of securities to which interest related prior to change <small>Note: Details are only required for a contract in relation to which the interest has changed</small>	
Interest acquired	
Interest disposed	
Value/Consideration <small>Note: If consideration is non-cash, provide details and an estimated valuation</small>	
Interest after change	

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/09/01 Amended 01/01/11

Name of entity	The Hydration Pharmaceuticals Company Limited
ABN	620 385 677

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Margaret Hardin
Date of last notice	8 February 2022

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	N/A
Date of change	22 July 2022
No. of securities held prior to change	Nil
Class	Unlisted options
Number acquired	53,571 unlisted options issued under the Company's Equity Incentive Plan (EIP) Exercisable at \$0.476 and expiring on 22 July 2027.
Number disposed	Nil

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	Nil
No. of securities held after change Margaret L Hardin	53,571 unlisted options issued under the EIP exercisable at \$0.476 per option and expiring on 22 July 2027
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Issue of unlisted options issued under the EIP, upon receiving shareholder approval at the Company's annual general meeting held on 27 May 2022.

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	
Name of registered holder (if issued securities)	
Date of change	
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	
Interest acquired	
Interest disposed	
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	
Interest after change	

+ See chapter 19 for defined terms.

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	
If prior written clearance was provided, on what date was this provided?	

⁺ See chapter 19 for defined terms.