



# Notice of Annual General Meeting and explanatory memorandum

**Wellnex Life Limited**

ACN 150 759 363

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**Date:** Monday 24 January 2022

**Time:** 11.00am (Melbourne time)

**Place:** Level 8, 555 Bourke Street, Melbourne VIC 3000

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## Important Information

### QUESTIONS FROM SHAREHOLDERS

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In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, William Buck, in relation to the conduct of the external audit for the year ended 30 June 2021, or the content of its audit report. Please send your questions via email to:

Company Secretary  
Wellnex Life Limited  
[kobe.l@wellnexlife.com.au](mailto:kobe.l@wellnexlife.com.au)

Written questions must be received by no later than **5.00pm (Melbourne time) on Monday 17 January 2022**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Company's Remuneration Report for the year ended 30 June 2021.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

### VOTING INFORMATION

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#### Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.00am (Melbourne time) on Saturday 22 January 2022**:

1. **Online:** All shareholders can appoint a proxy to vote on their behalf online at [www.investorvote.com.au](http://www.investorvote.com.au) by following the instructions set out on the website.

Shareholders who elected to receive their Notice of Meeting electronically will have received an email with a link to the InvestorVote site.

For all other shareholders, you will receive a letter by mail with instructions on how to vote online.

2. **By mail:** If shareholders are unable to complete an online proxy appointment, a proxy form can be requested by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas). Completed proxy forms (together with any authority under which the proxy form was signed or a certified copy of the authority) must be returned to Computershare

**By post** to: GPO Box 242, Melbourne, Victoria 3001; or

**By facsimile:** Australia – 1800 783 447, overseas - +61 3 9473 2555.

3. **Custodian voting:** For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

### **Voting and other entitlements at the Meeting**

A determination has been made by the Board under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00pm (Melbourne time) on Saturday 22 January 2022** will be taken to be held by the persons who held them at that time for the purposes of the Annual General Meeting (including determining voting entitlements at the meeting).

### **Proxy voting by the Chairman**

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel.

If you complete a Proxy Form that authorises the Chairman of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chairman to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1. If you wish to appoint the Chairman of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the Proxy Form.

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

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1.

## NOTICE OF 2021 ANNUAL GENERAL MEETING

Notice is given that the 2021 Annual General Meeting of Wellnex Life Limited ACN 150 759 363 (the **Company**) will be held at Level 8, 555 Bourke Street, Melbourne VIC 3000 on Monday 24 January 2021 at 11.00am (Melbourne time)

### BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting.

#### Financial and related reports

<b>Item 1</b>	<b>Financial and related reports</b>
<b>Description</b>	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2021.

#### Adoption of Remuneration Report (non-binding resolution)

<b>Resolution 1</b>	<b>Adoption of Remuneration Report (non-binding resolution)</b>
<b>Description</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2021 Annual Report and is available from the Company's website (<a href="https://wellnexlife.investorportal.com.au/">https://wellnexlife.investorportal.com.au/</a>).</p> <p>In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.</p>
<b>Resolution (Ordinary)</b>	<p>To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b>:</p> <p><i><b>“THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2021 be adopted.”</b></i></p>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast on this Resolution 1:</p> <ul style="list-style-type: none"><li>(a) by or on behalf of a member of Key Management Personnel (<b>KMP</b>) named in the Remuneration Report for the year ended 30 June 2021, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast; and</li><li>(b) as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party.</li></ul> <p>However, the Company will not disregard a vote if it is cast as a proxy for a person who is entitled to vote on this Resolution 1:</p> <ul style="list-style-type: none"><li>(c) in accordance with the directions of how to vote on the Proxy Form; or</li><li>(d) by the Chair of the Meeting pursuant to an express authorisation on the Proxy Form.</li></ul>

## Re-election of Director

Resolution 2	Re-election of Mr Zack Bozinovski as Director
<b>Description</b>	Mr Zack Bozinovski, who was appointed as a Director on 13 July 2021, retires as a Director in accordance with clause 13.1(d) of the Company's Constitution and, being eligible, offers himself for re-election.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT Mr Zack Bozinovski, who retires as a Director in accordance with ASX Listing Rule 14.5 and clause 13.1(d) of the Company's Constitution and, being eligible, offers himself for re-election under clause 13.1(d) of the Constitution, be re-elected as a Director of the Company."</i>

## Ratification of previous issue of securities

Resolution 3	Ratification of issue of Convertible Note
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 7.4 for the prior issue of the Convertible Note.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <i>"THAT for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of the Convertible Note, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
<b>Voting Exclusion</b>	<p>The Company will disregard any votes cast in favour of this resolution by or on behalf of:</p> <ul style="list-style-type: none"> <li>(a) any person who participated in the Convertible Note issue; and</li> <li>(b) any associates of the persons named in sub-paragraph (a).</li> </ul> <p>However, this does not apply to a vote cast in favour of the resolution by:</p> <ul style="list-style-type: none"> <li>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</li> <li>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</li> <li>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

## Approval for issue of Options

<b>Resolution 4</b>	<b>Approval for issue of Options to Reach Corporate Pty Ltd</b>
<b>Description</b>	The Company seeks Shareholder approval under ASX Listing Rule 7.1 for the issue of 2,500,000 Class C Options and 7,500,000 Class D Options to Reach Corporate.
<b>Resolution (Ordinary)</b>	To consider and, if thought fit, pass the following resolution as an <b>ordinary resolution</b> :  <p><i>“THAT for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the issue of 2,500,000 Class C Options and 7,500,000 Class D Options to Reach Corporate Pty Ltd, and the issue of underlying Shares in respect of those Options, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”</i></p>
<b>Voting Exclusion</b>	The Company will disregard any votes cast in favour of this resolution by or on behalf of: <ul style="list-style-type: none"> <li>(a) any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of Options to Reach Corporate Pty Ltd (except a benefit solely by reason of being a holder of Shares in the Company); and</li> <li>(b) any associates of the persons named in sub-paragraph (a).</li> </ul> <p>However, this does not apply to a vote cast in favour of a resolution by:</p> <ul style="list-style-type: none"> <li>(c) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or</li> <li>(d) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or</li> <li>(e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met: <ul style="list-style-type: none"> <li>(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and</li> <li>(ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.</li> </ul> </li> </ul>

## Amendment of Company constitution

<b>Resolution 5</b>	<b>Amendment of Company Constitution</b>
<b>Description</b>	The Company seeks to amend its current Constitution to facilitate the holding of virtual general meetings.
<b>Resolution (Special)</b>	To consider and, if thought fit, pass the following resolution as a special resolution:  <p><i>“THAT, for the purposes of section 136(2) of the Corporations Act 2001 (Cth), and for all other purposes, the amendments to the Company constitution as set out in the Explanatory Memorandum accompanying this Notice be approved and adopted.”</i></p>

Dated: 23 December 2021

**By order of the Board of Wellnex Life Limited**



**Kobe Li**  
**Company Secretary**

# EXPLANATORY MEMORANDUM TO NOTICE OF 2021 ANNUAL GENERAL MEETING

## Financial and related reports

Item 1	Financial and related reports
<b>Explanation</b>	<p>Section 317 of the Corporations Act requires the Company's financial report, Directors' report and auditor's report for the financial year ended 30 June 2021 to be laid before the Company's 2021 Annual General Meeting. There is no requirement for a formal resolution on this item. The financial report contains the financial statements of the consolidated entity consisting of Wellnex Life Limited and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2021 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2021 Annual Report is available from the Company's website (<a href="https://wellnexlife.investorportal.com.au/">https://wellnexlife.investorportal.com.au/</a>).</p> <p>The Chairman of the Meeting will allow a reasonable opportunity at the Meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the Meeting to ask the Company's auditor questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2021, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of William Buck in relation to the conduct of the audit.</p>

## Adoption of Remuneration Report (non-binding resolution)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
<b>Explanation</b>	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2021 Annual Report and is available from the Company's website (<a href="https://wellnexlife.investorportal.com.au/">https://wellnexlife.investorportal.com.au/</a>). The Remuneration Report:</p> <ul style="list-style-type: none"> <li>▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance;</li> <li>▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and</li> <li>▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the CEO.</li> </ul> <p>The vote on this item is advisory only and does not bind the Directors. However, the Board will take into account any discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>
<b>Voting Exclusion</b>	A voting exclusion statement applies to this resolution, as set out in the Notice.
<b>Board Recommendation</b>	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.



<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.
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## Re-election of Director

<b>Resolution 2</b>	<b>Re-election of Mr Zack Bozinovski as Director</b>
<b>Explanation</b>	<p>Mr Bozinovski was appointed as an Executive Director by the Board on 13 July 2021, pursuant to clause 13.1(c) of the Constitution, which provides that the Company's Directors may at any time appoint a person to be Director.</p> <p>Under clause 13.1(d) of the Constitution, any person appointed as Director under clause 13.1(c) (other than the managing director) holds office until the next annual general meeting following their appointment, and is eligible for election at that meeting.</p> <p>As such, in accordance with clause 13.1(d) of the Constitution, Mr Zack Bozinovski retires as a Director at the Meeting, and being eligible, offers himself for re-election as a Director.</p>
<b>About Mr Bozinovski</b>	Mr Bozinovski is a highly successful and seasoned executive in the Australian retail industry, with over 35 years' experience within FMGC and pharmaceuticals companies in Australia and internationally. Mr Bozinovski co-founded Voost, and has previously held senior positions at Uncle Toby's/Goodman Fielder, Pepsi Co and Sigma Pharmaceuticals.
<b>Board Recommendation</b>	The Board, with Mr Bozinovski abstaining on making a recommendation, recommends that shareholders vote in favour of Resolution 2.
<b>Chairman's available proxies</b>	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

## Ratification of previous issue of securities

<b>Resolution 3</b>	<b>Ratification of issue of Convertible Note</b>
<b>Explanation</b>	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for a previous issue of securities made by the Company during the last 12 months under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Equity Securities during any 12 month period in excess of 15% of the number of ordinary shares on issue at the commencement of that 12 month period without shareholder approval (<b>15% Placement Capacity</b>).</p> <p>ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue Equity Securities pursuant to its 15% Placement Capacity, by permitting the ratification of previous issues of Equity Securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval.</p> <p>If shareholders of a company approve the ratification of such previous issues of Equity Securities at a general meeting, those Equity Securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the previous issue of Equity Securities made by the Company by way of approving Resolution 3, those Equity Securities will be deemed</p>

	to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.																
<b>Background</b>	<p>As announced to the market on 30 September 2021, the Company has entered into a convertible note deed under which it has issued a Convertible Note to a related entity of Reach, Wholesale Holdings Pty Ltd (ACN 644 053 798) ATF Wholesale Holdings WNX Trust (<b>Noteholder</b>) (<b>Convertible Note Deed</b>). The Convertible Note has a face value of \$2.4 million, with a conversion price of \$0.20 per Share (<b>Conversion Price</b>) and a coupon rate of 9%, expiring 13 months from issue. The detailed terms of the Convertible Note are set out below.</p> <p>The Company issued the Convertible Note to the Noteholder on 30 September 2021 using its 15% Placement Capacity. Given the Convertible Note is convertible into a maximum of 12,000,000 Shares (<b>Conversion Shares</b>) and 6,000,000 Class B Options (<b>Conversion Options</b>) (assuming full conversion), a total of 18,000,000 securities (the <b>Underlying Securities</b>) have been deducted from the Company's 15% Placement Capacity.</p> <p>Accordingly, the Company seeks shareholder ratification under ASX Listing Rule 7.4 for the Convertible Note issue, so that the Convertible Note will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1, and the Underlying Securities will no longer be deducted from the Company's 15% Placement Capacity.</p>																
<b>Convertible Note Terms Summary</b>	<p>The key terms of the Convertible Note, as set out in the Convertible Note Deed, are as follows:</p> <table border="1"> <thead> <tr> <th>Term</th> <th>Description</th> </tr> </thead> <tbody> <tr> <td><b>Noteholder</b></td> <td>Wholesale Holdings Pty Ltd (ACN 644 053 798) ATF Wholesale Holdings WNX Trust</td> </tr> <tr> <td><b>Principal Amount</b></td> <td>\$2,400,000</td> </tr> <tr> <td><b>Interest</b></td> <td>Coupon rate of 9% per annum, payable every 90 days during the term of the Convertible Note.</td> </tr> <tr> <td><b>Penalty Interest</b></td> <td>Where the Company defaults under the Convertible Note Deed, the interest rate will be 18% per annum for the period whilst the default is subsisting, until it has been remedied.</td> </tr> <tr> <td><b>Maturity Date</b></td> <td>The Maturity Date is 13 months from the "Completion Date", being 30 September 2021.</td> </tr> <tr> <td><b>Security</b></td> <td>The Convertible note is secured over all present and after-acquired property of the Company as at the Completion Date.</td> </tr> <tr> <td><b>Conversion</b></td> <td> <p>The Convertible Note converts into that number of Shares calculated by dividing:</p> <p>(a) the sum of the Principal Amount paid by the Noteholder, <b>plus</b> the higher of;</p> <p style="padding-left: 40px;">(i) any accrued but unpaid interest on the Convertible Note up until the conversion date; or</p> <p style="padding-left: 40px;">(ii) an amount equal to 6 months accrued interest, less the total of all interest paid on that part of the Convertible Note; <b>by</b></p> <p>(b) the Conversion Price (\$0.20).</p> <p>The Noteholder may at any time prior to the Maturity Date elect</p> </td> </tr> </tbody> </table>	Term	Description	<b>Noteholder</b>	Wholesale Holdings Pty Ltd (ACN 644 053 798) ATF Wholesale Holdings WNX Trust	<b>Principal Amount</b>	\$2,400,000	<b>Interest</b>	Coupon rate of 9% per annum, payable every 90 days during the term of the Convertible Note.	<b>Penalty Interest</b>	Where the Company defaults under the Convertible Note Deed, the interest rate will be 18% per annum for the period whilst the default is subsisting, until it has been remedied.	<b>Maturity Date</b>	The Maturity Date is 13 months from the "Completion Date", being 30 September 2021.	<b>Security</b>	The Convertible note is secured over all present and after-acquired property of the Company as at the Completion Date.	<b>Conversion</b>	<p>The Convertible Note converts into that number of Shares calculated by dividing:</p> <p>(a) the sum of the Principal Amount paid by the Noteholder, <b>plus</b> the higher of;</p> <p style="padding-left: 40px;">(i) any accrued but unpaid interest on the Convertible Note up until the conversion date; or</p> <p style="padding-left: 40px;">(ii) an amount equal to 6 months accrued interest, less the total of all interest paid on that part of the Convertible Note; <b>by</b></p> <p>(b) the Conversion Price (\$0.20).</p> <p>The Noteholder may at any time prior to the Maturity Date elect</p>
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<b>Repayment</b>	<p>If the Convertible Note is not converted, repayment of the Principal Amount (or part thereof) is due on 30 September 2022 or otherwise earlier upon the occurrence of an Event of Default.</p>												
<b>Events of Default</b>	<p>The Convertible Note Deed specifies number of customary events of default, including:</p> <ul style="list-style-type: none"> <li>▪ The Company fails to comply with any obligation of the Convertible Note Deed or ancillary document (together, <b>Finance Documents</b>);</li> <li>▪ The Company makes a misleading or incorrect statement, representation or warranty in a Finance document;</li> <li>▪ Debt of the Company in an amount exceeding \$25,000 becomes due and payable, or is not paid when due;</li> <li>▪ The Company stops or substantially changes the nature of its business without the Noteholder's consent; and</li> <li>▪ The Company's security interest under the Finance Documents ceases to have the priority contemplated.</li> </ul>												
<b>Arrangement fee</b>	<p>Under the terms of the Convertible Note Deed, the Company has paid an arrangement fee of 6% of the Principal Amount (\$144,000) plus GST (<b>Arrangement Fee</b>) to its corporate advisor Reach. Reach is a related entity of the Noteholder.</p> <p>As further consideration for its services in respect of the Convertible Note, the Company is required to issue Reach with the Reach Options (the subject of Resolution 4).</p>												
<p><b>Specific information for Resolution 3</b></p>	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table border="0"> <tr> <td data-bbox="443 1400 762 1467"><b>Recipients of issue</b></td> <td data-bbox="762 1400 1468 1467"> <p>Wholesale Holdings Pty Ltd (ACN 644 053 798) ATF Wholesale Holdings WNX Trust.</p> </td> </tr> <tr> <td data-bbox="443 1489 762 1601"><b>Number and class of securities to be issued</b></td> <td data-bbox="762 1489 1468 1601"> <p>1 secured Convertible Note, convertible into Shares at the Conversion Price of \$0.20 (with 1 Conversion Option to be issued for every 2 Conversion Shares received by the Noteholder).</p> </td> </tr> <tr> <td data-bbox="443 1646 762 1736"></td> <td data-bbox="762 1646 1468 1736"> <p>The number of Conversion Shares and Conversion Options to be issued depends on the extent to which the Convertible Note is converted.</p> </td> </tr> <tr> <td data-bbox="443 1769 762 1859"></td> <td data-bbox="762 1769 1468 1859"> <p>Assuming full conversion, the Company will issue a maximum of 12,000,000 Shares and 6,000,000 Class B Options.</p> </td> </tr> <tr> <td data-bbox="443 1892 762 1960"><b>Issue price</b></td> <td data-bbox="762 1892 1468 1960"> <p>The subscription price paid by the Noteholder for the Convertible Note was \$2,400,000.</p> </td> </tr> <tr> <td data-bbox="443 1982 762 2038"></td> <td data-bbox="762 1982 1468 2038"> <p>The Conversion Shares will be issued for nil cash consideration, as they will be issued in conversion of</p> </td> </tr> </table>	<b>Recipients of issue</b>	<p>Wholesale Holdings Pty Ltd (ACN 644 053 798) ATF Wholesale Holdings WNX Trust.</p>	<b>Number and class of securities to be issued</b>	<p>1 secured Convertible Note, convertible into Shares at the Conversion Price of \$0.20 (with 1 Conversion Option to be issued for every 2 Conversion Shares received by the Noteholder).</p>		<p>The number of Conversion Shares and Conversion Options to be issued depends on the extent to which the Convertible Note is converted.</p>		<p>Assuming full conversion, the Company will issue a maximum of 12,000,000 Shares and 6,000,000 Class B Options.</p>	<b>Issue price</b>	<p>The subscription price paid by the Noteholder for the Convertible Note was \$2,400,000.</p>		<p>The Conversion Shares will be issued for nil cash consideration, as they will be issued in conversion of</p>
<b>Recipients of issue</b>	<p>Wholesale Holdings Pty Ltd (ACN 644 053 798) ATF Wholesale Holdings WNX Trust.</p>												
<b>Number and class of securities to be issued</b>	<p>1 secured Convertible Note, convertible into Shares at the Conversion Price of \$0.20 (with 1 Conversion Option to be issued for every 2 Conversion Shares received by the Noteholder).</p>												
	<p>The number of Conversion Shares and Conversion Options to be issued depends on the extent to which the Convertible Note is converted.</p>												
	<p>Assuming full conversion, the Company will issue a maximum of 12,000,000 Shares and 6,000,000 Class B Options.</p>												
<b>Issue price</b>	<p>The subscription price paid by the Noteholder for the Convertible Note was \$2,400,000.</p>												
	<p>The Conversion Shares will be issued for nil cash consideration, as they will be issued in conversion of</p>												

	<p>part or all (as applicable) of the Convertible Note, at a conversion price of \$0.20. The Conversion Options will be issued as free attaching options, on the basis of 1 free attaching Conversion Option for every 2 Conversion Shares issued.</p> <p>If the Convertible Note is fully converted by the Noteholder, and all of the Conversion Options are exercised, the Company will raise an additional \$1,200,000.</p> <p><b>Date of issue</b> The Convertible Note was issued to the Noteholder on 30 September 2021.</p> <p><b>Terms of securities</b> The terms of the Convertible Note are summarised above under “<b>Convertible Note Terms Summary</b>”.</p> <p><b>Purpose of issue and use of funds raised</b> The purpose of the Convertible Note issue was to replace the debt financing obtained through the Company’s previous debt note, which was repaid by the Company immediately prior to the issue of the Convertible Note.</p> <p>The funds raised from the Convertible Note (\$2.4 million) will be applied towards the Company’s working capital requirements.</p> <p><b>Summary of agreement terms</b> The terms of the Convertible Note Deed are summarised above under “<b>Convertible Note Terms Summary</b>”.</p> <p><b>Voting exclusion statement</b> A voting exclusion statement applies to this item of business, as set out in the Notice.</p>
<b>Board Recommendation</b>	<p>The Directors unanimously recommend that shareholders vote in favour of Resolution 3.</p> <p>As explained above, the effect of shareholder approval for Resolution 3 is the reinstatement of the Company’s 15% Placement Capacity.</p> <p>The Directors believe that it is in the best interests of the Company to maintain its ability to issue securities under its 15% Placement Capacity, as this will enhance the Company’s flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if shareholder approval for Resolution 3 is not obtained at the Meeting, the Company may be required to incur additional costs and delay of convening an extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p>
<b>Chairman’s available proxies</b>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

### Approval for issue of Options to Reach Corporate Pty Ltd

<b>Resolution 4</b>	<b>Approval for issue of Options to Reach Corporate Pty Ltd</b>
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<p><b>Explanation</b></p>	<p>As outlined in Resolution 3 above, on 30 September 2021 the Company raised \$2.4 million (before costs), through the issue of a Convertible Note to the Noteholder. The Company's corporate advisor, Reach Corporate Pty Ltd (<b>Reach</b>) facilitated this capital raising.</p> <p>As part consideration for Reach's services in facilitating the capital raise, the Company has agreed to issue the following securities to Reach (or its nominees):</p> <ul style="list-style-type: none"> <li>▪ 2,500,000 Options with an exercise price of \$0.18 and expiring on 20 August 2024 (<b>Class C Options</b>);</li> <li>▪ 7,500,000 Options with an exercise price of \$0.20 and expiring on 20 August 2021 (<b>Class D Options</b>),</li> </ul> <p>(together, the <b>Reach Options</b>).</p> <p>Resolution 4 seeks shareholder approval under ASX Listing Rule 7.1 for the issue of the Reach Options, without using the Company's 15% Placement Capacity.</p>												
<p><b>Specific Information for Resolution 4</b></p>	<p>In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to shareholders:</p> <table border="0"> <tr> <td data-bbox="470 974 710 1041"><b>Number and class of securities</b></td> <td data-bbox="758 974 1364 1041">2,500,000 Class C Options and 7,500,000 Class D Options.</td> </tr> <tr> <td data-bbox="470 1086 694 1176"><b>Date by which securities will be issued</b></td> <td data-bbox="758 1086 1444 1209">Subject to shareholder approval being obtained, the Company will issue the Reach Options as soon as practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.</td> </tr> <tr> <td data-bbox="470 1243 662 1310"><b>Issue price per security</b></td> <td data-bbox="758 1243 1380 1422"> <p>The Reach Options are being issued for nil cash consideration, as part payment for Reach's advisory services in relation to the Convertible Note issue.</p> <p>If all Reach Options are exercised prior to their expiry, the Company will raise approximately \$1,950,000.</p> </td> </tr> <tr> <td data-bbox="470 1456 710 1489"><b>Recipient of issue</b></td> <td data-bbox="758 1456 1045 1489">Reach or its nominee(s).</td> </tr> <tr> <td data-bbox="470 1523 726 1556"><b>Terms of securities</b></td> <td data-bbox="758 1523 1444 1825"> <p>The Class C Options are Options to acquire fully paid ordinary shares in the Company, exercisable at \$0.18 and expiring on 20 August 2024.</p> <p>The Class D Options are Options to acquire fully paid ordinary shares in the Company, exercisable at \$0.20 and expiring on 20 August 2024.</p> <p>The Class C and Class D Options will not be quoted on ASX.</p> </td> </tr> <tr> <td data-bbox="470 1859 694 1948"><b>Purpose of issue and use of funds raised</b></td> <td data-bbox="758 1859 1444 2027"> <p>The Reach Options are being issued to Reach as part consideration for their provision of advisory services in relation to the Convertible Note issue.</p> <p>No funds will be raised from the issue of the Reach Options as they are being issued for nil cash</p> </td> </tr> </table>	<b>Number and class of securities</b>	2,500,000 Class C Options and 7,500,000 Class D Options.	<b>Date by which securities will be issued</b>	Subject to shareholder approval being obtained, the Company will issue the Reach Options as soon as practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.	<b>Issue price per security</b>	<p>The Reach Options are being issued for nil cash consideration, as part payment for Reach's advisory services in relation to the Convertible Note issue.</p> <p>If all Reach Options are exercised prior to their expiry, the Company will raise approximately \$1,950,000.</p>	<b>Recipient of issue</b>	Reach or its nominee(s).	<b>Terms of securities</b>	<p>The Class C Options are Options to acquire fully paid ordinary shares in the Company, exercisable at \$0.18 and expiring on 20 August 2024.</p> <p>The Class D Options are Options to acquire fully paid ordinary shares in the Company, exercisable at \$0.20 and expiring on 20 August 2024.</p> <p>The Class C and Class D Options will not be quoted on ASX.</p>	<b>Purpose of issue and use of funds raised</b>	<p>The Reach Options are being issued to Reach as part consideration for their provision of advisory services in relation to the Convertible Note issue.</p> <p>No funds will be raised from the issue of the Reach Options as they are being issued for nil cash</p>
<b>Number and class of securities</b>	2,500,000 Class C Options and 7,500,000 Class D Options.												
<b>Date by which securities will be issued</b>	Subject to shareholder approval being obtained, the Company will issue the Reach Options as soon as practicable after the Meeting, or in any event no later than 3 months after the date of the Meeting.												
<b>Issue price per security</b>	<p>The Reach Options are being issued for nil cash consideration, as part payment for Reach's advisory services in relation to the Convertible Note issue.</p> <p>If all Reach Options are exercised prior to their expiry, the Company will raise approximately \$1,950,000.</p>												
<b>Recipient of issue</b>	Reach or its nominee(s).												
<b>Terms of securities</b>	<p>The Class C Options are Options to acquire fully paid ordinary shares in the Company, exercisable at \$0.18 and expiring on 20 August 2024.</p> <p>The Class D Options are Options to acquire fully paid ordinary shares in the Company, exercisable at \$0.20 and expiring on 20 August 2024.</p> <p>The Class C and Class D Options will not be quoted on ASX.</p>												
<b>Purpose of issue and use of funds raised</b>	<p>The Reach Options are being issued to Reach as part consideration for their provision of advisory services in relation to the Convertible Note issue.</p> <p>No funds will be raised from the issue of the Reach Options as they are being issued for nil cash</p>												

	<p>consideration.</p> <p><b>Summary of agreement terms</b></p> <p>The Reach Options are being issued as part consideration for the corporate advisory services provided by Reach in relation to the Convertible Note issue. Under the terms and conditions of this arrangement:</p> <ul style="list-style-type: none"> <li>▪ Reach agreed to provide advisory services to the Company in relation to the Convertible Note capital raising.</li> <li>▪ As part consideration for Reach’s services, the Company agreed to pay the following fees (<b>Fees</b>): <ul style="list-style-type: none"> <li>○ An engagement fee of \$10,000 (plus GST);</li> <li>○ A placement management fee of 2% of the total amount raised under the Convertible Note offer (<b>Management Fee</b>); and</li> <li>○ A success fee of 4% of the total amount raised under the Convertible Note offer (<b>Success Fee</b>).</li> </ul> </li> </ul> <p>The 6% Arrangement Fee payable under the Convertible Note Deed (as set out in Resolution 3) encompasses the Management Fee and the Success Fee. The Arrangement Fee was not paid in addition to the Management Fee and the Success Fee.</p> <ul style="list-style-type: none"> <li>▪ In addition to the Fees, the Company also agreed to issue the Reach Options as part consideration for Reach’s advisory services.</li> </ul> <p><b>Voting Exclusion</b></p> <p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
<p><b>Board Recommendation</b></p>	<p>The Directors unanimously recommend that shareholders vote in favour of this resolution.</p>
<p><b>Chairman’s available proxies</b></p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 4.</p>

## Amendment of Company Constitution

<p><b>Resolution 5</b></p>	<p><b>Repeal and Replacement of Company constitution</b></p>
<p><b>Explanation</b></p>	<p>In accordance with section 136(2) of the Corporations Act, the Company may modify its constitution by a special resolution of its shareholders.</p> <p>The Company proposes to amend its constitution, as outlined below, to reflect recent developments in the law and general corporate and commercial practice.</p> <p>The resolution the subject of Resolution 5 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy)</p>

	<p>at the meeting must be in favour of this resolution for it to be passed.</p> <p>If shareholders vote in favour of this special resolution, the amended constitution will operate with effect from the conclusion of the Meeting.</p>
<b>Background</b>	<p>Prior to the COVID-19 pandemic, virtual shareholder meetings were not expressly permitted by the Corporations Act. However, as a response to the COVID-19 outbreak in 2020, the Australian Government introduced temporary relief for companies to enable the holding of virtual shareholder meetings. This relief expired on 21 March 2021.</p> <p>On 13 August 2021 the Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Cth) was enacted, under which the relief relating to virtual shareholder meetings has been extended until 31 March 2022. The effect of this relief is that all companies are permitted to host shareholder meetings using virtual technology, regardless of whether it is permitted by their constitution, until 31 March 2022.</p> <p>In addition to the temporary legislation, the Government has also released exposure draft legislation which, if passed by parliament, will impose permanent reforms to the Corporations Act to allow virtual shareholder meetings (beyond 31 March 2022). However, importantly, these reforms will only permit virtual meetings <i>if they are required or permitted by the company's constitution</i>.</p> <p>In light of these proposed reforms, Wellnex seeks shareholder approval to amend its existing constitution so that the holding of virtual shareholder meetings is expressly permitted. This will afford the Company the flexibility to hold virtual meetings in the future (subject to the passing of the relevant legislation), should this be necessary or appropriate in the circumstances.</p> <p>Wellnex is committed to ensuring that shareholders are afforded the opportunity to attend and participate in meetings to the maximum extent possible, and does not view virtual meetings as a permanent replacement for physical "in-person" meetings. However, the Company considers that having the flexibility to hold virtual shareholder meetings is valuable, particularly in the context of the ongoing COVID-19 pandemic</p>
<b>Proposed amendments</b>	<p>The proposed amendments to the Constitution allow the Company to hold general meetings "by means of such telephone, electronic or other communications facilities as approved by the Board", so long as participants are able to communicate with each other simultaneously, and members are given a reasonable opportunity to participate in the meeting.</p> <p>The proposed amendments to the Constitution are available for viewing on the Company's website at <a href="https://wellnexlife.com.au/investors/#corporate-governance">https://wellnexlife.com.au/investors/#corporate-governance</a>.</p>
<b>Board Recommendation</b>	<p>The Board recommends that shareholders vote in favour of Resolution 5.</p>
<b>Chairman's available proxies</b>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 5.</p>

## DEFINITIONS

<b>15% Placement Capacity</b>	Means the Company's capacity to issue shares under ASX Listing Rule 7.1.
<b>ASIC</b>	Means the Australian Securities and Investments Commission.
<b>Board</b>	Means the board of directors of the Company.
<b>Corporations Act</b>	Means the <i>Corporations Act 2001</i> (Cth).
<b>Class B Option</b>	Means a listed Option to acquire a fully paid ordinary share in the capital of the Company, with an exercise price of \$0.20 and an expiry date of 10 July 2023.
<b>Class C Option</b>	Means an Option to acquire a fully paid ordinary share in the capital of the Company, with an exercise price of \$0.18 and an expiry date of 20 August 2024.
<b>Class D Option</b>	Means an Option to acquire a fully paid ordinary share in the capital of the Company, with an exercise price of \$0.20 and an expiry date of 20 August 2024.
<b>Closely Related Party</b> (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> <li>a) a spouse or child of the member; or</li> <li>b) a child of the member's spouse; or</li> <li>c) a dependant of the member or of the member's spouse; or</li> <li>d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or</li> <li>e) a company the member controls; or</li> <li>f) a person prescribed by the regulations for the purposes of this definition.</li> </ul>
<b>Company or Wellnex</b>	Means Wellnex Life Limited ACN 150 759 363
<b>Constitution</b>	Means the constitution of the Company
<b>Convertible Note</b>	Means the Convertible Note issued to the Noteholder under the Convertible Note Deed, as detailed in Resolution 3.
<b>Convertible Note Deed</b>	Means the convertible note deed entered into between the Company and the Noteholder on 30 September 2021, under which the Company issued a Convertible Note to the Noteholder, with a face value of \$2.4 million and a conversion price of \$0.20 per share.
<b>Director</b>	Means a director of the board of Wellnex.
<b>Equity Security</b>	Means: <ul style="list-style-type: none"> <li>a) a share;</li> <li>b) a right to a share or option;</li> <li>c) an option over an issued or unissued security;</li> <li>d) a convertible security;</li> <li>e) any security that ASX decides to classify as an equity security.</li> </ul>
<b>Key Management Personnel or KMP</b>	Means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.
<b>Option</b>	Means an option to acquire a fully paid ordinary share in the capital of the Company.



<b>Reach</b>	Means Reach Corporate Pty Ltd (ACN 638 960 540)
<b>Share</b>	Means a fully paid ordinary share in the capital of the Company.

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

WNX

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Wellnex Life Limited Annual General Meeting

The Wellnex Life Limited Annual General Meeting will be held on Monday, 24 January 2022 at 11.00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 11:00am (Melbourne time) on Saturday, 22 January 2022.



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000



WNX

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (Melbourne time) on Saturday, 22 January 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Wellnex Life Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wellnex Life Limited to be held at Holding Redlich, Level 8, 555 Bourke Street, Melbourne VIC 3000 on Monday, 24 January 2022 at 11.00am (Melbourne time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

### Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Zack Bozinovski as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Ratification of issue of Convertible Note	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval for issue of Options to Reach Corporate Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Amendment of Company Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

**Update your communication details** (Optional)

Mobile Number  Email Address  By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

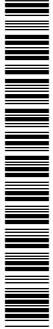
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Computershare





WNXRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SURBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Wellnex Life Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Wellnex Life Limited**