



Supplementary Prospectus

Wellnex Life Limited ACN 150 759 363 (the Company)

1. Important information

This supplementary prospectus (**Supplementary Prospectus**) is dated 1 July 2021 and is supplementary to the prospectus dated 13 May 2021 (**Prospectus**) issued by Wellnex Life Limited ACN 150 759 363 (formerly Wattle Health Australia Limited) (the **Company**).

This Supplementary Prospectus was lodged with the ASIC on 1 July 2021. ASIC, the ASX and their respective officers take no responsibility for the contents of this Supplementary Prospectus.

This Supplementary Prospectus must be read together with the Prospectus. Other than as set out below, all details in relation to the Prospectus remain unchanged. Terms and abbreviations defined in the Prospectus have the same meaning in this Second Supplementary Prospectus.

All references to 'the Prospectus' in this Supplementary Prospectus are references to the Prospectus.

To the extent of a conflict between the Prospectus and this Supplementary Prospectus, this Supplementary Prospectus will prevail.

This Supplementary Prospectus will be issued with the Prospectus as an electronic prospectus, copies of which can be downloaded from the website of the Company.

This is an important document and should be read in its entirety. If you do not understand it, you should consult your professional advisers without delay.

2. Reasons for Supplementary Prospectus

2.1 Purpose of this document

The Supplementary Prospectus has been prepared to provide investors with updated information in relation to the reinstatement to trading of the Company's securities.

2.2 No investor action required

As the content of this Supplementary Prospectus is not considered by the Company to be materially adverse to investors, no action needs to be taken by investors who have already submitted Applications under the Prospectus.

3. ASX conditional approval for Reinstatement

3.1 Application for Reinstatement

In response to the Company's application for Reinstatement, ASX has issued a letter to the Company dated 1 July 2021, confirming its conditional approval for Reinstatement.

3.2 ASX conditions

ASX has confirmed that based solely on the information provided by the Company, the securities of the Company can be reinstated, subject to compliance with a number of conditions, as set out below:

- (a) confirmation that the securities to be issued following close of the Offers under the Prospectus have been issued, and despatch of any refund monies has occurred; and
- (b) confirmation that the acquisition of the businesses Brands Solution Australia and Pharma Solutions Australia under the Asset Sale Agreement announced to ASX on 13 April 2021 (**BSA Acquisition**) has completed;
- (c) the Prospectus contains:
 - (i) a statement of the objectives the Company is seeking to achieve for the 12 months following its proposed reinstatement;
 - (ii) a reviewed pro forma statement of financial position conducted by a registered company auditor or an independent accountant, which demonstrates that the Company's working capital is at least \$1.5 million; and
 - (iii) a statement that the Company will have enough working capital to carry out its stated objectives.

3.3 Status of BSA Acquisition and Offers

The Company advises that:

- (a) the securities to be issued following close of the Offers under the Prospectus will be issued on or around 5 July 2021, and despatch of any refund monies will occur on or around that date; and
- (b) as announced by the Company to ASX on 1 July 2021, the BSA Acquisition completed on 1 July 2021.

4. Financial position of the Company

4.1 Objectives of Company

During the 12 months following the BSA Acquisition and Reinstatement, the Company's objectives are to continue its main business undertaking of the sale and distribution of customer-focused health and wellness products. In doing so, the Company expects to realise various synergies from the BSA Acquisition, noting that:

- (a) the BSA business is complementary with the Company's main business undertaking of developing and selling consumer food and nutritional products; and
- (b) the acquisition of BSA will provide the Company with additional expertise and resources, an increased product portfolio, and access to wider sales and distribution channels.

4.2 Pro forma statement of financial position

Attached in the Annexure is a statement from the Company's auditor, William Buck Audit (Vic) Pty Ltd (**Auditor**) confirming that:

- (a) the Auditor has completed a review of the financial position and performance of the Company as at 31 December 2020 and for the six month period then ended;
- (b) the Auditor's review conclusion was included within the interim financial report issued by the Company on 24 March 2021 and was unmodified;
- (c) as at 31 December 2020 the Company's current assets exceeded its current liabilities by \$3,737,000;
- (d) as at 1 July 2021 the Auditor has reviewed the cash position of the Company, and confirms that the Company has funds available of \$7,730,211 and an additional \$2,035,390 held in trust in respect of the Company's Entitlement Offer, which is currently in progress, allowing it to carry out its objectives; and
- (e) following completion of the BSA Acquisition (and payment of \$4,100,000¹ made by the Company at completion), the Company's cash balance will exceed \$1,500,000.

4.3 Working capital statement

The Company considers that following completion of the BSA Acquisition and Offers, the Company will have enough working capital to carry out its stated objectives.

5. Consents

The Company confirms that as at the date of this Supplementary Prospectus, each of the parties that have been named as having consented to being named in the Prospectus have not withdrawn that consent.

William Buck Audit (Vic) Pty Ltd has given its written consent to being named as the auditor of the Company in this Supplementary Prospectus, in the form and context in which it is named and in which it appears in this Supplementary Prospectus. William Buck Audit (Vic) Pty Ltd has not withdrawn its consent prior to the lodgement of this Supplementary Prospectus with ASIC.

6. Directors' authorisation

This Supplementary Prospectus is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with section 720 of the Corporations Act, each Director has consented to the lodgement of this Supplementary Prospectus with ASIC.

Signed for and on behalf of **Wellnex Life Limited**:



George Karafotias
Executive Director

¹ Comprising a completion payment of \$2,750,250, plus various completion adjustment amounts, in accordance with the Asset Sale Agreement.

ANNEXURE
Statement from Auditor

1 July 2021

The Directors
Wellnex Life Limited
Level 21, 459 Collins Street
Melbourne, Vic, 3000

Dear Sirs,

WELLNEX LIFE LIMITED - CONFIRMATION OF WORKING CAPITAL

As requested by yourself and the Australian Securities Exchange (“ASX”) we confirm the following;

- William Buck Audit (Vic) Pty Ltd (“William Buck”) has completed a review of the financial position and performance of Wellnex Life Limited (Formerly known as Wattle Health Australia Limited) (“the Company”) as at 31 December 2020 and for the six month period then ended. Our review conclusion was included within the interim financial report issued by the Company on 24 March 2021 and was unmodified.
- As at 31 December 2020 the Company’s current assets exceeded its current liabilities by \$3,737,000.
- As at 1 July 2021 we have reviewed the cash position of the Company and confirm that the Company has funds available of \$7,730,211 and an additional \$2,035,390 held in trust in respect of the Company’s rights issue, which is currently in progress, allowing it to carry out its objectives.
- Assuming a payment of \$4,100,000 made by the Company to acquire Brand Solutions Australia Pty Ltd the Company’s cash balance will exceed \$1,500,000 following this assumed payment.

Liability

Responsibility

Consent to the inclusion of this letter in the Prospectus in the form and context in which it appears has been given but should not be taken as an endorsement of the Company or a recommendation by William Buck of any participation in the share issue by any intending investors. At the date of this report our consent has not been withdrawn.

ACCOUNTANTS & ADVISORS

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Melbourne VIC 3000

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williambuck.com

General Advice Limitation

This letter has been prepared and included in the Prospectus to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on this information contained in this Report. Before acting or relying on information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Declaration of Interest

William Buck does not have any interest in the outcome of the issue of shares other than in the preparation of this letter for which normal professional fees will be received.

Yours faithfully

William Buck

William Buck Audit [Vic] Pty Ltd
ABN 59 116 151 136

Alan Finnis

A. A. Finnis
Director