

Holista CollTech Limited  
ACN 094 515 992

## Notice of Annual General Meeting

The annual general meeting of the Company will be held at:

**Time:** 10.00am (WST)

**Date:** 31 May 2018

**Place** Stanton International, Level 2, 1 Walker Avenue, West Perth, Western Australia, 6005

**Important**

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

# Notice of Annual General Meeting

Notice is given that the annual general meeting of the shareholders of Holista CollTech Limited ACN 094 515 992 will be held at Stanton International, Level 2, 1 Walker Avenue, West Perth, Western Australia, 6005 on Thursday, 31 May 2018 at 10.00am (WST) for the purposes of considering the business set out below.

The Explanatory Statement that accompanies and forms part of this Notice describes in more detail the matters to be considered.

## Business

### 1. Annual Report

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2017, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.

### 2. Resolution 1 – Approval of the Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **advisory only resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 31 December 2017 be adopted.”*

#### Voting exclusion

The Company will disregard any votes cast on the Resolution:

- by or on behalf of a member of Key Management Personnel;
- by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chair pursuant to an express authorisation to exercise the proxy.

### 3. Resolution 2 – Re-election of Mr Chan Heng Fai

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

*“That, for all purposes, Mr Chan Heng Fai, who retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible, having offered himself for re-election, be re-elected as a Director.”*

### 4. Resolution 3 – Prior issue of Incentive Options to the Relevant Personnel

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

*“That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the prior issue by the Company of 7,000,000 Incentive Options to the Relevant Personnel, as described in the Explanatory Statement.”*

**Voting exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Relevant Personnel, or an associate of any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

**5. Resolution 4 – Prior issue of Shares under the Placement Agreement**

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

*“That, for the purposes of Listing Rule 7.4, and for all other purposes, approval is given for the prior issue by the Company of 6,500,000 Shares to Acuity Capital under the Placement Agreement, as described in the Explanatory Statement.”*

**Voting exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Acuity Capital, or an associate of that person.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

**6. Resolution 5 – Issue of Shares under the Placement Agreement**

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

*“That, for the purposes of Listing Rule 7.1, and for all other purposes, approval is given for the Company to issue 3,000,000 Shares to Acuity Capital (and/or its nominees) under the Placement Agreement, as described in the Explanatory Statement.”*

**Voting exclusion**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who may participate in the proposed issue, a person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, or an associate of any of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

**7. Resolution 6 – Approval of 10% Placement Facility**

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

*“That, for the purposes of Listing Rule 7.1A, and for all other purposes, approval be given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A, as described in the Explanatory Statement.”*

**Voting exclusion**

The Company will disregard any votes cast on this Resolution by or on behalf of any person who may participate in an issue under the 10% Placement Facility and a person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, or any associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the Chair as proxy for a person who is entitled to vote in accordance with a direction on the Proxy Form to vote as the proxy decides.

**By order of the Board****Brett Fraser**

Company Secretary  
Holista CollTech Limited

1 May 2018

# Explanatory statement

## Important information

This Explanatory Statement has been prepared for the information of the shareholders of Holista CollTech Limited ACN 094 515 992 (**Company**) in connection with the Resolutions to be considered at the Annual General Meeting to be held at Stanton International, Level 2, 1 Walker Avenue, West Perth, Western Australia, 6005 on Thursday, 31 May 2018 commencing at 10.00am (WST).

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

## Scope of disclosure

The law requires that this Explanatory Statement sets out all known information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the Resolutions and which is known to the Company.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by the Company by notification to the ASX.

## Interpretation

Capitalised terms which are not otherwise defined in this Notice have the meanings given to those terms in section 8.

References to "\$" and "A\$" in this Notice are references to the currency of Australia unless otherwise stated.

References to "US\$" in this Notice are references to the currency of the United States unless otherwise stated.

References to time in this Notice relate to the time in Perth, Western Australia.

## Voting exclusions

Certain voting restrictions apply to the Resolutions as detailed beneath the Resolutions in the Notice.

## Proxies

Please note that:

- a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

A member of the Key Management Personnel will not be able to vote as proxy on Resolution 1 (**Remuneration Resolution**) unless the Shareholder directs it on how to vote or, in the case of the Chair, unless the Shareholder expressly authorises it to do so. If a Shareholder intends to appoint a member of the Key Management Personnel (other than the Chair) as its proxy, the Shareholder should ensure that it directs the member of the Key Management Personnel on how to vote on the Remuneration Resolution.

If a Shareholder intends to appoint the Chair as its proxy for the Remuneration Resolution then the Shareholder can direct the Chair on how to vote by marking one of the boxes for the Remuneration Resolution (for example, to vote 'for' or 'against', or to 'abstain' from voting). If a Shareholder does not direct the Chair on how to vote then, by submitting the Proxy Form, the Shareholder will be expressly authorising the Chair to exercise the proxy in respect of the Remuneration Resolution even though it is connected to the remuneration of members of Key Management Personnel.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- post to the Company at PO Box 52, West Perth WA 6872;
- facsimile to the Company at +61 9481 1947; or
- email to the Company Secretary at [info@wolfstar.com.au](mailto:info@wolfstar.com.au)

so that it is received by no later than 10.00am (WST) on Tuesday, 29 May 2018. Proxy Forms received later than this time will be invalid.

### **Voting intentions of the Chair**

The Chair intends to vote all available proxies in favour of the Resolutions.

### **Voting entitlements**

In accordance with regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (WST) on Tuesday, 29 May 2018. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Annual General Meeting.

### **Taxation**

The passing of the Resolutions may give rise to income tax implications for the Company and Shareholders. Shareholders are advised to seek their own taxation advice on the effect of the Resolutions on their personal position and neither the Company, the Directors nor any adviser to the Company accepts any responsibility for the taxation implications on any individual Shareholder.

### **ASIC and ASX's role**

The fact that this Notice has been received by ASX and ASIC is not to be taken as an indication of the merits of the Resolutions or the Company. ASIC, ASX and their respective personnel take no responsibility for the contents of such documentation.

## **1. Annual Report**

The Annual Report of the Company for the financial year ended 31 December 2017, which includes the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report, will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve the Annual Report. However, the Chair will allow a reasonable opportunity for Shareholders to ask questions or make comments about the Report and the management of the Company.

A representative of the Company's auditor, Stantons, is anticipated to be in attendance to respond to any questions raised of the auditor or on the Auditor's Report in accordance with section 250T of the Corporations Act.

## **2. Resolution 1 – Approval of Remuneration Report**

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the remuneration report will be put at the annual general meeting. Section 250R(2) of the Corporations Act requires a resolution that the remuneration report adopted be put to a vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company. However, the Directors take the discussion at the meeting and the outcome of the vote into account when considering the Company's remuneration practices.

Following consideration of the Remuneration Report for the financial year ended [insert], the Chair, in accordance with section 250SA of the Corporations Act, will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes cast on a resolution for the adoption of a Remuneration Report are voted against at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution proposing that another general meeting be held within 90 days, at which all of the Company's Directors (other than the Managing Director) would be up for re-election.

At the annual general meeting of the Company for the financial year ended 31 December 2016 (**FY 2016**), 99.6% of available votes were cast in favour of the remuneration report for FY 2016.

The Directors encourage all Shareholders to vote on Resolution 1.

## **3. Resolution 2 – Re-election of Mr Chan Heng Fai**

Under clause 13.2 of the Constitution, at every annual general meeting, an election of Directors must be held whereby one or more Directors retire from office by rotation and are eligible for re-election.

The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment, who have been longest in office since their appointment or last re-appointment, or, if the Directors have been in office for an equal length of time, by agreement.

Mr Chan Heng Fai retires by rotation in accordance with clause 13.2 of the Constitution at this Annual General Meeting and, being eligible, offers himself for re-election. Brief background information on Mr Chan Heng Fai is set out below.

Mr Chan Heng Fai has restructured over 35 companies in different industries and countries in the past 40 years.

In 1987, Mr Fai acquired American Pacific Bank, a full service U.S. commercial bank, out of bankruptcy. Under his guidance, American Pacific Bank became a U.S. NASDAQ high-quality asset bank, with zero loan losses for over 5 consecutive years before it was ultimately bought and merged into Riverview Bancorp Inc. Prior to its merger with Riverview Bancorp Inc., in June 2004, American Pacific Bank was ranked #13 by the Seattle Times “Annual Northwest’s Top 100 Public Companies” for the year 2003, and ranked #6 in the Oregon State for the year 2003, which ranked ahead of names such as Nike, Microsoft, Costco, AT&T Wireless and Amazon.com.

In 1997, Mr Fai acquired and ran a regional investment banking and securities broking-dealing business headquartered in Denver with 12 offices throughout USA.

#### **Directors’ recommendation**

Other than Mr Chan Heng Fai, who does not make any recommendation in relation to his own re-election, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

#### **4. Resolution 3 – Prior issue of Incentive Options to the Relevant Personnel**

##### **Background**

On 20 October 2017, the Company granted a total of 7,000,000 Incentive Options to the Relevant Personnel to remunerate them and to incentivise their performance, as follows:

<b>Name</b>	<b>Role</b>	<b>Incentive Options</b>
Nadja Piatka	Director of Holista Foods Inc.	2,000,000
Nadja Foods LLC		3,000,000
Palm Best Limited	Consultant to iGalen	2,000,000
<b>Total</b>		<b>7,000,000</b>

##### **Listing Rule 7.1**

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of shareholders is required for an issue of securities by a company if those securities, when aggregated with the securities issued by the company without approval and which were not subject to an exception during the previous 12 months, exceed 15% of the number of shares on issue at the commencement of that 12 month period.

Listing Rule 7.1 provides that where a company approves an issue of securities, the company’s 15% capacity will be replenished and the company will be able to issue further securities up to that limit.

##### **Listing Rule 7.4**

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

If Resolution 3 is approved it will have the effect of refreshing the Company's ability to issue further Shares without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

For the purposes of Listing Rule 7.5, the Company provides the following information in relation to Resolution 3:

(a) **Number of securities issued**

7,000,000 Incentive Options.

(b) **Issue price of the securities issued**

Nil as they were issued to remunerate and incentivise the performance of the Relevant Personnel.

(c) **Terms of the issued securities**

Each Incentive Option has an exercise price of \$0.20, an expiry date of 20 October 2020, and is otherwise on the terms set out in schedule 1.

(d) **Names of the persons to whom the entity issued the securities or the basis on which those persons were determined**

See the table above.

(e) **Use of the funds raised**

No funds were raised from the issue of the Incentive Options as they were issued to remunerate and incentivise the performance of the Relevant Personnel.

**Directors' recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

**5. Resolution 4 – Prior issue of Shares under the Placement Agreement**

**Background**

As announced to ASX on 7 February 2018, the Company announced that it had entered into a controlled placement agreement (**Placement Agreement**) with Acuity Capital.

The Placement Agreement provides the Company with up to \$3 million of standby equity capital over the coming 24 month period. The Company retains full control of all aspects of the placement process, having sole discretion as to whether or not to utilize the Placement Agreement, and the quantum of issued shares, the minimum issue price and timing of each placement tranche (if any). There is no requirement on the Company to utilize the Placement Agreement, and it can terminate the Placement Agreement at any time without penalty. Acuity Capital and the Placement Agreement do not put on restrictions on the Company raising capital by other methods.

If the Company does utilize the Placement Agreement, it is able to set a floor price (at its sole discretion). The final issue price will be calculated as the greater of that floor price, and a 10% discount to a Value Weighted Average Price over a period of the Company's choosing (again at its sole discretion).

As collateral under the Placement Agreement, the Company has agreed to issued 9.5 million Shares at nil consideration to Acuity Capital. At any time, the Company may cancel the

Placement Agreement and buy back the Collateral Shares for no consideration, subject to shareholder approval.

Resolution 4 is an ordinary resolution which seeks Shareholder approval for the issue of 6,500,000 Shares to Acuity Capital under the Placement Agreement.

#### **Listing Rule 7.1**

Shares were issued under the Tranche 1 Placement using the Company's placement capacity under Listing Rule 7.1. A summary of Listing Rule 7.1 is set out in section 4.

#### **Listing Rule 7.4**

Resolution 4 is an ordinary resolution that seeks Shareholder approval for the purposes of Listing Rule 7.4 for the prior issue of Shares under the Placement Agreement. A summary of Listing Rule 7.4 is set out in section 4.

If Resolution 4 is approved it will have the effect of refreshing the Company's ability to issue further Shares without the need to obtain further Shareholder approval (subject to the Listing Rules and the Corporations Act).

For the purposes of Listing Rule 7.5, the Company provides the following information in relation to Resolution 4:

(a) **Number of securities issued**

6,500,000 Shares.

(b) **Issue price of the securities issued**

Nil as they were issued as collateral in accordance with the Placement Agreement.

(c) **Terms of the issued securities**

The Shares rank equally in all respects with existing Shares on issue.

(d) **Names of the persons to whom the entity issued the securities of the basis on which those persons were determined**

Acuity Capital.

(e) **Use of the funds raised**

No funds were raised from the issue of the Shares as they were issued as collateral in accordance with the Placement Agreement.

#### **Directors' recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

#### **6. Resolution 5 – Issue of Shares under the Placement Agreement**

Resolution 5 is an ordinary resolution which seeks Shareholder approval for the issue of 3,000,000 Shares to Acuity Capital as collateral in accordance with the Placement Agreement.

See section 5 for details of the Placement Agreement.

## **Listing Rule 7.1**

If Resolution 5 is approved, the Shares issued will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1 as those securities, once issued, will be excluded from the calculations under Listing Rule 7.1. A summary of Listing Rule 7.1 is set out in section 4.

For the purposes of Listing Rule 7.3, the following information is provided in relation to Resolution 5:

(a) **Maximum number of securities the entity is to issue**

3,000,000 Shares.

(b) **Date by which the entity will issue the securities**

The Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules). It is anticipated that the Shares will be issued immediately after the Meeting.

(c) **Issue price of the securities**

Nil as they will be issued as collateral in accordance with the Placement Agreement.

(d) **Names of the persons to whom the entity will issue the securities (if known) or basis upon which those persons will be identified or selected**

Acuity Capital (and/or its nominees).

(e) **Terms of the securities**

The Shares will rank equally in all respects with existing Shares on issue.

(f) **Intended use of the funds raised**

No funds will be raised from the issue of the Shares as they will be issued as collateral in accordance with the Placement Agreement.

## **Directors' recommendations**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 5.

## **7. Resolution 6 – Approval of 10% Placement Facility**

### **Listing Rule 7.1A**

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of their issued share capital through placements over the 10% Placement Period (defined below) **(10% Placement Facility)**. The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

As Resolution 4 is a special resolution, at least 75% of the votes cast must be cast in favour of the Resolution in order for it to be passed.

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice, the only quoted Equity Securities that the Company has on issue are its Shares.

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- 12 months after the Annual General Meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

**(A x D) – E**

**A** has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 4:

(a) **Minimum price at which the securities may be issued**

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within 5 Trading Days of the above date, the date on which the Equity Securities are issued.

(b) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Facility will dilute Shareholders who do not participate in the issue. The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the above formula.

Variable 'A' (Shares on issue)		Issue price		
		\$0.0475 (50% decrease)	\$0.095 (Current) <sup>2</sup>	\$0.19 (50% increase)
190,539,087 (Current) <sup>1</sup>	Shares issued	19,053,909	19,053,909	19,053,909
	Funds raised	\$905,061	\$1,810,121	\$3,620,243
285,808,631 (50% increase)	Shares issued	28,580,863	28,580,863	28,580,863
	Funds raised	\$1,357,591	\$2,715,182	\$5,430,364
381,078,174 (100% increase)	Shares issued	38,107,817	38,107,817	38,107,817
	Funds raised	\$1,810,121	\$3,620,243	\$7,240,485

**Notes:**

1. The current variable 'A' is assumed to be the number of Shares on issue as at the date of this Notice. The number of Shares on issue could increase as a result of, for example, an issue that does not require Shareholder approval (e.g. a pro rata offer to Shareholders) or an issue with Shareholder approval under Listing Rule 7.1.
2. The current price of Shares is the closing price on the ASX on 26 April 2017.
3. The table assumes that no Options or other convertible securities are exercised or converted into Shares prior to an issue under the 10% Placement Facility.
4. The table assumes that the Company issues the maximum number of Shares available under the 10% Placement Facility.
5. The table assumes that issues of Equity Securities under the 10% Placement Facility consist only of Shares.
6. The table does not show examples of dilution that may be caused to a particular Shareholder by reason of issues under the 10% Placement Facility. Shareholders should consider the potential dilution caused in the context of their own circumstances.
7. The table only shows the effect of issues under Listing Rule 7.1A, and not issues under the 15% placement capacity under Listing Rule 7.1.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

**(c) Date by which the securities may be issued**

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

**(d) Purposes for which the securities may be issued**

Any Equity Securities issued under the 10% Placement Facility may be issued for the following purposes (without limitation):

- as non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3;
- for cash consideration to raise funds. In such circumstances, the Company may apply the funds raised towards for example, product development costs and research and development costs, and general working capital.

**(e) Allocation policy for issues of securities**

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case by case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) **Previous issues of securities**

The company last obtained approval under Listing Rule 7.1A at its annual general meeting on 21 November 2012.

During the 12 months preceding the date of the Annual General Meeting, the Company has issued a total of 27,500,000 new Equity Securities (comprising 6,500,000 Shares and 21,000,000 Options), representing 12.42 % of the total number of Equity Securities on issue at the commencement of that period (being 221,401,703 Equity Securities, comprising Shares, Options, Warrants and Performance Rights). (There were also 4,650,801 Shares issued on exercise of existing Warrants during this 12 month period.)

Details of all issues of Equity Securities during the 12 month period prior to the date of the Annual General Meeting are set out below.

Date	Number	Class and terms	Recipient or basis on which recipient determined	Price and discount	Cash received, amount spent, use and intended use	Non-cash consideration received, current value of non-cash consideration
14 June 2017	1,666,667	Shares	Director, Chan Heng Fai (exercise of Warrants) <sup>1</sup>	6 cents	\$100,000	n/a
23 June 2017	6,000,000 3,000,000 2,000,000	Options, exercisable at 20 cents each on or before 23 June 2020 Options, exercisable at 25 cents, on or before 23 June 2020 Options, exercisable at 30 cents, on or before 23 June 2020	Patent Holder (BioLife Ingredients GmbH) and iGalen consultant (Palm Best Limited)  Biolife Ingredients GmbH  Biolife Ingredients GmbH	No cash issue price; not a quoted class of security, discount not applicable  Share Price on the date of grant was \$0.11. These classes of options were valued at \$0.0449, \$0.00393 and \$0.0348 respectively (see Note 21(d) to notes to consolidated financial statements in 2017 Annual Report ( <b>Note 21 (d)</b> , <b>Annual Report</b> ))	Nil; not applicable	n/a
1 August 2017	2,000,000	Options, exercisable at 10 cents on or before 1 August 2020	Patent Consultant (Professor Jaya Henry)	No cash issue price; not a quoted class of security, discount not applicable  Share price on date of grant was \$0.01. These options were valued at \$0.0555 (see Note 21(d), Annual Report)	Nil; not applicable	n/a

26 September 2017	1,500,000	Shares	Director, Chan Heng Fai (exercise of Warrants) <sup>1</sup>	6 cents	\$90,000	n/a
5 October 2017	1,484,134	Shares	Director, Chan Heng Fai (exercise of Warrants) <sup>1</sup>	6 cents	\$89,048	n/a
20 October 2017	7,000,000	Options exercisable at 20 cents on or before 20 October 2020	Holista Foods Inc shareholder/director (Nadia Piatka/Nadja Foods LLC) and iGalen consultant (Palm Best Limited)	No cash issue price; not a quoted class of security, discount not applicable  Share price on date of grant \$0.094. These options were valued at \$0.0358 (see Note 21(d, Annual Report))	Nil; not applicable	n/a. Incentive options to joint venture partners and consultants.
9 February 2018	6,500,000	Shares	Acuity Capital	No cash issue price; discount 100%	Nil; not applicable	Issued as collateral under Placement Agreement

### Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6.

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<sup>1</sup> The exercise of Warrants held by Mr Chan Heng Fai was approved by shareholders under item 7 of section 611 of the Corporations Act 2001 at the Annual General Meeting held on 9 January 2017.

## 8. Definitions

**10% Placement Facility** has the meaning given in section 77.

**10% Placement Period** has the meaning given in section 77.

**Acuity Capital** means Acuity Capital Investment Management Pty Ltd ACN 132 459 093 as trustee for the Acuity Capital Holdings Trust.

**Annual General Meeting** or **Meeting** means the general meeting convened by this Notice to be held on Thursday, 31 May 2018, commencing at 10.00am (WST).

**ASIC** means the Australian securities and Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the Australian securities Exchange, as the context requires.

**Board** means the board of Directors.

**Business Day** means a day other than a Saturday, Sunday or public holiday in Perth, Western Australia.

**Chair** means the chairperson of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; 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 dealing with the entity; a company the member controls; or a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means Holista CollTech Limited ACN 094 515 992.

**Company Secretary** means the secretary of the Company.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Excluded Person** has the meaning given in the relevant voting exclusion below the Resolution (as applicable).

**Explanatory Statement** means this explanatory statement included in the Notice.

**Incentive Option** means an Option on the terms set out in schedule 1.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is a part of a consolidated entity, of an entity within the consolidated group.

**Listing Rules** means the official listing rules of ASX.

**Notice** or **Notice of Annual General Meeting** means this document which includes the Explanatory Statement.

**Option** means an option to acquire a Share.

**Placement Agreement** means the controlled placement agreement between the Company and Acuity Capital, as announced to ASX on 7 February 2018.

**Proxy Form** means the proxy form attached to this Notice.

**Relevant Interest** has the meaning given in the Corporations Act.

**Relevant Personnel** means the parties set out in Section 4 of the Explanatory Statement.

**Resolution** means a resolution contained in the Notice.

**Stantons** means Stantons International Securities Pty Ltd ABN 42 128 908 289.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of one or more Shares.

**Voting Power** has the meaning given in the Corporations Act.

**VWAP** means volume weight average market price of a Share.

**WST** means Western Standard Time, being the time in Perth, Western Australia.

## Schedule 1 – Incentive Options

**(a) Issue price and entitlement**

Each Option will be issued for nil cash consideration and entitles the holder to subscribe for one Share upon exercise of the Option.

**(b) Exercise Price**

Each Option will have an exercise price equal to \$0.20 (**Exercise Price**).

**(c) Expiry Date**

Each Option will expire at 5.00pm (WST) on 20 October 2020 (**Expiry Date**).

**(d) Exercise period and lapsing**

Options may be exercised at any time after the date of issue and prior to the Expiry Date. Upon the Expiry Date, any unexercised Options will automatically lapse.

**(e) Exercise Notice and payment**

Options may be exercised by notice in writing to the Company (**Exercise Notice**) together with payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or any other means acceptable to the Company. An Exercise Notice is only effective on and from the date that the Company has received the Exercise Notice and the Exercise Price for all Options being exercised in cleared funds.

**(f) Timing of issue of Shares**

Within 5 Business Days after the later of the following:

- (i) receipt of an Exercise Notice given in accordance with these terms and payment of the Exercise Price in cleared funds for each Option being exercised by the holder; and
- (ii) if applicable, the date that the Company ceases to be in possession of excluded information (as defined in section 708A(7) of the Corporations Act) with respect to the Company,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the Options; and
- (iv) if required, and only if it is legally able to do so, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (**Cleansing Notice**).

If a Cleansing Notice is required but the Company is not able to lodge a Cleansing Notice then the Company may, in its absolute discretion, issue the Shares after the lodgement of a disclosure document issued by the Company that complies with Part 6D.2 of the Corporations Act in respect of an offer of Shares or, if agreed to by the holder, issue the Shares after the holder signs an undertaking not to deal in the Shares for 12 months from their issue, and agrees to a holding lock being placed on the Shares for the 12 month period.

**(g) Shareholder and regulatory approvals**

Despite any other provision of these terms, an exercise of Options into Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the

exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

**(h) Shares issued**

Shares issued on the exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

**(i) Quotation of Shares**

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of Shares issued pursuant to an exercise of Options.

**(j) Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

**(k) Reconstruction of capital**

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

**(l) Quotation**

The Company will not apply for quotation of the Options on the ASX or any other exchange.

**(m) Transferability**

The Options are non-transferrable.

# Proxy Form

## Holista CollTech Limited ACN 094 515 992

I/We

of

being a Shareholder of Holista CollTech Limited ACN 094 515 992 entitled to attend and vote at the Meeting, hereby

appoint

(name of proxy)

or

the Chair of the Annual General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Meeting, or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, and subject to applicable laws, as the proxy sees fit, at the Meeting to be held at Stanton International, Level 2, Walker Avenue, West Perth, Western Australia, 6005 on Thursday, 31 May 2018 at 10.00am (WST), and at any adjournment of the Meeting.

**Important for Resolution 1:** Subject to the above, where you have appointed the Chair as your proxy (or the Chair becomes your proxy by default), you expressly authorise the Chair to exercise your proxy on this Resolution (except where you have indicated a different voting intention below) even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

**Important for Resolution 6:** The Company will disregard any votes cast in favour of this Resolution by your proxy if your proxy is an Excluded Person, unless you are not an Excluded Person and you mark the appropriate box opposite the Resolution in the panel below (directing your proxy to vote 'for' or 'against', or to 'abstain' from voting).

**Chair's voting intention in relation to undirected proxies:** The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made disclosing the reasons for the change.

Voting		For	Against	Abstain
Resolution 1	Approval of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Chan Heng Fai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Prior issue of Incentive Options to the Relevant Personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Prior Issue of Shares under the Placement Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Shares under the Placement Agreement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the 'abstain' box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is:

%

\_\_\_\_\_

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

Date:

\_\_\_\_\_

Contact name:

\_\_\_\_\_

Contact ph (daytime):

\_\_\_\_\_

E-mail address:

\_\_\_\_\_

Consent for contact by e-mail  
in relation to this Proxy Form:

Yes  No

# Instructions for Proxy Form

## 1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

## 2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chair of the Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Meeting, the Chair will be your proxy. A proxy need not be a Shareholder.

## 3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

## 4. Signing instructions

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

- **(Individual)** Where the holding is in one name, the holder must sign.
- **(Joint holding)** Where the holding is in more than one name, all of the shareholders should sign.
- **(Power of attorney)** If you have not already lodged the power of attorney with the Company's share 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) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

## 5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any power of attorney and/or second Proxy Form) and return by:

- post to the Company at PO Box 52, West Perth WA 6872;
- facsimile to the Company at +61 9481 1947; or
- email to the Company Secretary at [info@wolfstar.com.au](mailto:info@wolfstar.com.au),

so that it is received by no later than 10.00am (WST) on Tuesday, 29 May 2018

**Proxy Forms received later than this time will be invalid.**