

Ms Stephanie Patchell  
Advisor, Listings Compliance  
ASX Listings Compliance  
Level 40, Central Park  
152-158 St Georges Terrace  
Perth WA 6000

April 20, 2020

Dear Stephanie,

**Holista Colltech Limited ("Company" or "Holista" or "HCT") - ASX Aware Query**

We refer to ASX's letter dated 9 April 2020 regarding the Aware Letter ("**Letter**") and provide a response to your queries in number order as follows.

- 1. Does HCT consider the Information or any part thereof to be information that a reasonable person would expect to have a material effect on the price or value of its securities? Please respond to each item separately.**

- 1.1 Nasal Partnership Information.**

Yes.

- 1.2 Extension of Distribution and Marketing Rights Information.**

The Board does not consider this information in isolation to be price sensitive.

- 1.3 Collaborative Marketing Information.**

The Board does not consider this information in isolation to be price sensitive.

- 1.4 Funding Secured Information.**

The Board does not consider this information in isolation to be price sensitive.

- 2. If the answer to any part of question 1 is "no", please advise the basis for that view. In answering this question, please address the fact that HCT marked the Announcement as sensitive and HCT's share price increased 19.7% following the release of the Announcement.**

ASX has artificially sought to isolate different aspects of the one transaction. The Board confirms that the Announcement considered in its entirety is price sensitive but considers that the particular "information" which is price sensitive of itself is the "Nasal Partnership Information".

- 3. When did HCT first become aware of the Information or any part thereof? In answering this question, please specify the date and time when HCT first became aware of the Information or any part thereof, including when negotiations about the Information or any part thereof commenced. Please respond to each item separately.**

- 3.1 Nasal Partnership Information.**

The Company made an announcement to MAP on 6 February 2020 titled 'Development of Natshield™

Nasal Balm with Path-Away as a barrier to viruses'. In the announcement the Company advised that it was accelerating the development, on the back of higher global onset of COVID-19. It also disclosed that a global patent would be filed by the end of March 2020. At that time, no agreement or discussion had been held, to co-develop the product for global markets.

During the course of Thursday, 20 February, the Company was involved in significant negotiations in relation to the Binding Collaboration Term Sheet. For clarity, the Board did not negotiate the Nasal Partnership Information, the Extension of Distribution and Marketing Rights Information, the Collaborative Marketing Information and the Funding Secured Information separately. Therefore the response to 3.2 equally applies to 3.3, 3.4 and 3.5.

Prior to this time, the Board believed that the transaction was sufficiently indefinite that the subject matter of the Term Sheet and the Term Sheet itself were not price sensitive. It was at 1.47PM AWST, that final negotiations were concluded, board approval of the Announcement was received, with a Binding Collaboration Term Sheet being executed, for the co-development of the Nasal Sanitising Balm for Global Markets. It was at this same time that it was agreed to the extension of the distribution and marketing rights, collaborative marketing and the allocation of funding to these areas. It was at this time and prior to the commencement of the press conference that the 'Announcement' was made on MAP at 2.08PM AWST. The Company then lodged with MAP at 2.23PM AWST, a Holista & GICC collaboration presentation, that was jointly presented at the press conference at 2.30PM AWST. The Board received this at 1.07PM AWST for information.

### **3.2 Extension of Distribution and Marketing Rights Information.**

Refer to response above at 3.1 .

### **3.3 Collaborative Marketing Information.**

Refer to response above at 3.1 . Reliance was made on Dr Rajen's representations on the application of the terms sheet.

### **3.4 Funding Secured Information.**

Refer to the response above at 3.1. In addition, various funding scenarios were reviewed and discussed by both the Company and GICC of how the conditions in the binding Terms Sheet could be funded. The Company identified the recent funding raised through the Acuity Capital Control Placement facility (Facility). The announcement to ASX MAP on 19 February 2020, notified total funding raised from the Facility had totalled \$2,627,335. The funding update included in the Announcement on 20 February, was the first time the Company had disclosed the application of the Acuity facility funds raised. It was only at the meetings held between the Company and GICC, that funding was agreed. Refer to response at 3.1 for further details.

- 4. If HCT first became aware of the Information or any part thereof, referred to in paragraphs 1.1 to 1.4 above before the release of the Announcement, did HCT make any announcement prior to that time which disclosed the Information? If so, please provide details. If not, please explain why the Information was not released to the market at an earlier time, commenting specifically on when you believe HCT was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps HCT took to ensure that the Information was released promptly and without delay. Please respond in respect of each item of below:**

#### **4.1 Nasal Partnership Information.**

No.

During the course of the day as negotiations unfolded the information became price sensitive. The other party committed to negotiation at the start of the day, at which time there was no price sensitive information, later on the day this changes as a binding terms sheet was signed and other terms were agreed, which became price sensitive. Listing Rule 3.1A did not apply in the morning when negotiations commenced, but it did in the afternoon when agreement had been reached.

Once agreement had been reached, the Company took immediate steps to release the information.

Refer to 3.2 for further details.

**4.2** For clarity, the Board did not negotiate the Nasal Partnership Information, the Extension of Distribution and Marketing Rights Information, the Collaborative Marketing Information and the Funding Secured Information separately. Therefore the response to 3.2 equally applies to 4.3 4.4 and 4.5.

**4.3 Extension of Distribution and Marketing Rights Information.**

Refer to response at 4.1 .

**4.4 Collaborative Marketing Information.**

Refer to response at 4.1 . GICC was already marketing the Path-Away product itself in the North American market, this collaboration would allow HCT to work with the GICC team who would be assisting HCT in opening up existing relationships in North America.

**4.5 Funding Secured Information.**

Refer to response at 3.4 .

- 5. If HCT first became aware of any of the Information or any part thereof before the release of the Announcement, did HCT rely on the provisions of Listing Rule 3.1A to exclude the Information or any part thereof from disclosure before the release of the Announcement on 20 February 2020? If so, please outline which provisions of Listing Rule 3.1A and on what basis HCT believed it was able to rely on those provisions not to announce the relevant Information at an earlier time.**

Listing Rule 3.1 did not apply to the proposed transaction in the morning when negotiations commenced because the information in relation to the proposed transaction was not information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company's securities. In the afternoon, shortly prior to an agreement being reached, the relevant information about the transaction became information to which Listing Rule 3.1 applied. However, at this time, the information was not required to be disclosed under Listing Rule 3.1 on the basis that the Board believed that it fell within the Listing Rule 3.1A carve out that "the information concerns an incomplete proposal or negotiation". It was only later in the day that final negotiations were concluded, a Binding Collaboration Term Sheet was executed, for the co-development of the Nasal Sanitising Balm for Global Markets. At this time, the Listing Rule 3.1A carve out ceased to apply and the Company took all reasonable steps to release the Information promptly and without delay.

- 6. If HCT first became aware of any of the Information or any part thereof before the release of the Price Query Response, did HCT rely on the provisions of Listing Rule 3.1A to exclude the relevant Information or any part thereof from disclosure before the release of the Price Query Response on 18 February 2020? If so, please outline which provisions of Listing Rule 3.1A and on what basis HCT believed it was able to rely on those provisions not to announce the Information when responding to question 2a of the Price Query.**

Not applicable.

- 7. In light of the Cleansing Notice, does HCT consider any of the Information or any part thereof to be information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of HCT? Please respond to each item separately.**

**7.1 Nasal Partnership Information.**

No.

**7.2 Extension of Distribution and Marketing Rights Information.**

No.

**7.3 Collaborative Marketing Information.**

No.

**7.4 Funding Secured Information.**

No.

**8. If the answer to any part of question 7 is “no”, please advise the basis for that view.**

Listing Rule 3.1 did not apply to the proposed transaction in the morning when negotiations commenced because the information in relation to the proposed transaction was not information concerning it that a reasonable person would expect to have a material effect on the price or value of the Company’s securities.

**9. If HCT first became aware of any of the Information or any part thereof before lodging the Cleansing Notice on MAP, did HCT make any announcement prior to lodging the Cleansing Notice on MAP which disclosed the relevant Information or any part thereof? If so, please provide details. If not, please explain why the Information was not released to the market at an earlier time, commenting specifically on when you believe HCT was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps HCT took to ensure that the Information was released promptly and without delay. Please respond in respect of each item of Information separately.**

**9.1 Nasal Partnership Information.**

No.

Refer to response at 5.

**9.2 Extension of Distribution and Marketing Rights Information.**

No.

Refer to response at 5.

**9.3 Collaborative Marketing Information.**

No.

Refer to response at 5.

**9.4 Funding Secured Information.**

No.

Refer to response at 5 .

**10. If HCT first became aware of any of the Information or any part thereof before lodging the Cleansing Notice on MAP, and HCT was relying on the provisions of Listing Rule 3.1A not to disclose the Information, why did HCT state there was no excluded information in the Cleansing Notice?**

Not applicable.

**11. Please confirm that HCT is complying with the Listing Rules and, in particular, Listing Rule 3.1.**

The Company confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.

**12. Please confirm that HCT’s responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of HCT with delegated authority from the board to respond to ASX on disclosure matters.**

The Company confirms the responses in this letter are made by the Chief Executive Officer, being an officer of HCT with delegated authority from the board to respond to ASX on disclosure matter

Please contact me if you would like to discuss any of the above matters.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Stuart Usher". The signature is fluid and cursive, with a small dot at the end.

STUART USHER  
Company Secretary



9 April 2020

Reference: 16544

Mr Stuart Usher  
Company Secretary  
Holista Colltech Limited  
283 Rokeby Road  
SUBIACO WA 6008

**By Email: [susher@regencycorporate.com.au](mailto:susher@regencycorporate.com.au)**

Dear Mr Usher

### **Holista Colltech Limited ('HCT'): Aware Query**

ASX refers to the following:

- A. The ASX price query dated 18 February 2020 ('Price Query') and HCT's response ('Price Query Response') released on the ASX Market Announcements Platform ('MAP') at 17:45pm AEDT on 18 February 2020, which disclosed, amongst other things, the following:

#### **RESPONSES TO SPECIFIC QUESTIONS IN THE LETTER**

1. *Is the Entity aware of any information concerning it that has not been announced to the market which, if known by some in the market, could explain the recent trading in its securities?*

**No.**

2. *If the answer to question 1 is "yes":*

- a. *Is HCT relying on Listing Rule 3.1A not to announce that information under Listing Rule 3.1? Please note that the recent trading in HCT's securities would suggest to ASX that such information may have ceased to be confidential and therefore HCT may no longer be able to rely on Listing Rule 3.1A. Accordingly, if the answers to this question is "yes", you need to contact us immediately to discuss the situation.*

**Not applicable.**

- b. *Can the announcement be made immediately? Please note, if the answer to this question is "no", you need to contact us immediately to discuss requesting a trading halt (see below).*

**Not applicable.**

- c. *If an announcement cannot be made immediately, why not and when is it expected that an announcement will be made?*

**Not applicable.**

3. *If the answer to question 1 is "no", is there any other explanation that HCT may have for the recent trading in its securities.*

**The Company is not aware of any information.**

4. *Please confirm that the Entity is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.*

**The Company confirms that it is in compliance with the Listing Rules and, in particular, Listing Rule 3.1.**

- B. HCT's announcements:

- (a) entitled 'Controlled Placement Agreement Share Issue' released on MAP at 08:19am AEDT on 19 February 2020, disclosing amongst other things, that HCT had agreed to issue 12,000,000 shares out of

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- its listing rule 7.1A capacity pursuant to its Controlled Placement Agreement with Acuity Capital ('CPA Share Issue');
- (b) entitled 'Appendix 2A' released on MAP at 09:42am AEDT on 20 February 2020, seeking quotation of the shares issued pursuant to the CPA Share Issue; and
- (c) entitled 'S708 Cleansing Notice' released on MAP at 09:44am AEDT on 20 February 2020, disclosing amongst other things, that HCT had completed the CPA Share Issue without disclosure to investors under Part 6D.2 of the *Corporations Act 2001* (Cth) (the 'Cleansing Notice'), and seeking to 'cleanse' for secondary sale purposes the securities issued by stating that there was no excluded information, as defined in sections 708A(7) and 708A (8) of the Act as of the date of the Cleansing Notice.
- C. HCT's announcement entitled "HCT to Co-Develop Nasal Sanitising Balm and Extend NatShield" released on MAP at 17:08pm AEDT on 20 February 2020 (the 'Announcement'), which disclosed, amongst other things, the following information:
- (a) "Holista partners Global Infectious Control Consultants LLC, the U.S. Developer of Path-Away, to co-develop nasal sanitising balm for global markets" ('Nasal Partnership Information');
- (b) "GICC LLC extends Holista's distribution and marketing rights for Path-Away to include the UK and Europe, focussing on nasal sanitising balm and hand-held NatShield Sanitiser" ('Extension of Distribution and Marketing Rights Information');
- (c) "GICC LLC to work collaboratively with Holista in the North American market to promote NatShield Sanitiser and Nasal Sanitising Balm." ('Collaborative Marketing Information'); and
- (d) "Holista has secured funding to develop nasal sanitising balm and expand distribution to new international markets." ('Funding Secured Information'),
- (collectively, the 'Information').
- D. The change in the price of HCT's securities from 19 cents at close of trade on 20 February 2020, being HCT's last traded share price prior to the release of the Announcement, to an intra-day high of 22.75 cents on 21 February 2020, representing a 19.7% increase.
- E. Listing Rule 3.1, which requires a listed entity to immediately give ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities.
- F. The definition of "aware" in Chapter 19 of the Listing Rules, which states that:
- "an entity becomes aware of information if, and as soon as, an officer of the entity (or, in the case of a trust, an officer of the responsible entity) has, or ought reasonably to have, come into possession of the information in the course of the performance of their duties as an officer of that entity" and section 4.4 in Guidance Note 8 Continuous Disclosure: Listing Rules 3.1 – 3.1B "When does an entity become aware of information."*
- Additionally, you should refer to section 4.4 in Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B 'When does an entity become aware of information'*.
- G. Listing Rule 3.1A, which sets out exceptions from the requirement to make immediate disclosure, provided that each of the following are satisfied.
- "3.1A Listing rule 3.1 does not apply to particular information while each of the following is satisfied in relation to the information:*
- 3.1A.1 One or more of the following applies:*
- It would be a breach of a law to disclose the information;*

- *The information concerns an incomplete proposal or negotiation;*
- *The information comprises matters of supposition or is insufficiently definite to warrant disclosure;*
- *The information is generated for the internal management purposes of the entity; or*
- *The information is a trade secret; and*

3.1A.2 *The information is confidential and ASX has not formed the view that the information has ceased to be confidential; and*

3.1A.3 *A reasonable person would not expect the information to be disclosed.”*

H. ASX’s policy position on the concept of “confidentiality”, which is detailed in section 5.8 of Guidance Note 8 *Continuous Disclosure*: Listing Rules 3.1 – 3.1B. In particular, the Guidance Note states that:

*“Whether information has the quality of being confidential is a question of fact, not one of the intention or desire of the listed entity. Accordingly, even though an entity may consider information to be confidential and its disclosure to be a breach of confidence, if it is in fact disclosed by those who know it, then it ceases to be confidential information for the purposes of this rule.”*

### **Request for Information**

Having regard to the above, ASX asks HCT to respond separately to each of the following questions and requests for information.

1. Does HCT consider the Information or any part thereof to be information that a reasonable person would expect to have a material effect on the price or value of its securities? Please respond to each item separately.
  - 1.1 Nasal Partnership Information.
  - 1.2 Extension of Distribution and Marketing Rights Information.
  - 1.3 Collaborative Marketing Information.
  - 1.4 Funding Secured Information.
2. If the answer to any part of question 1 is “no”, please advise the basis for that view. In answering this question, please address the fact that HCT marked the Announcement as sensitive and HCT’s share price increased 19.7% following the release of the Announcement.
3. When did HCT first become aware of the Information or any part thereof? In answering this question, please specify the date and time when HCT first became aware of the Information or any part thereof, including when negotiations about the Information or any part thereof commenced. Please respond to each item separately.
  - 3.1 Nasal Partnership Information.
  - 3.2 Extension of Distribution and Marketing Rights Information.
  - 3.3 Collaborative Marketing Information.
  - 3.4 Funding Secured Information.



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4. If HCT first became aware of the Information or any part thereof, referred to in paragraphs 1.1 to 1.4 above before the release of the Announcement, did HCT make any announcement prior to that time which disclosed the Information? If so, please provide details. If not, please explain why the Information was not released to the market at an earlier time, commenting specifically on when you believe HCT was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps HCT took to ensure that the Information was released promptly and without delay. Please respond in respect of each item of below:
    - 4.1 Nasal Partnership Information.
    - 4.2 Extension of Distribution and Marketing Rights Information.
    - 4.3 Collaborative Marketing Information.
    - 4.4 Funding Secured Information.
  5. If HCT first became aware of any of the Information or any part thereof before the release of the Announcement, did HCT rely on the provisions of Listing Rule 3.1A to exclude the Information or any part thereof from disclosure before the release of the Announcement on 20 February 2020? If so, please outline which provisions of Listing Rule 3.1A and on what basis HCT believed it was able to rely on those provisions not to announce the relevant Information at an earlier time.
  6. If HCT first became aware of any of the Information or any part thereof before the release of the Price Query Response, did HCT rely on the provisions of Listing Rule 3.1A to exclude the relevant Information or any part thereof from disclosure before the release of the Price Query Response on 18 February 2020? If so, please outline which provisions of Listing Rule 3.1A and on what basis HCT believed it was able to rely on those provisions not to announce the Information when responding to question 2a of the Price Query.
  7. In light of the Cleansing Notice, does HCT consider any of the Information or any part thereof to be information that investors and their professional advisers would reasonably require for the purpose of making an informed assessment of the assets and liabilities, financial position and performance, profits and losses and prospects of HCT? Please respond to each item separately.
    - 7.1 Nasal Partnership Information.
    - 7.2 Extension of Distribution and Marketing Rights Information.
    - 7.3 Collaborative Marketing Information.
    - 7.4 Funding Secured Information.
  8. If the answer to any part of question 7 is “no”, please advise the basis for that view.
  9. If HCT first became aware of any of the Information or any part thereof before lodging the Cleansing Notice on MAP, did HCT make any announcement prior to lodging the Cleansing Notice on MAP which disclosed the relevant Information or any part thereof? If so, please provide details. If not, please explain why the Information was not released to the market at an earlier time, commenting specifically on when you believe HCT was obliged to release the Information under Listing Rules 3.1 and 3.1A and what steps HCT took to ensure that the Information was released promptly and without delay. Please respond in respect of each item of Information separately.
    - 9.1 Nasal Partnership Information.
    - 9.2 Extension of Distribution and Marketing Rights Information.
    - 9.3 Collaborative Marketing Information.
    - 9.4 Funding Secured Information.

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10. If HCT first became aware of any of the Information or any part thereof before lodging the Cleansing Notice on MAP, and HCT was relying on the provisions of Listing Rule 3.1A not to disclose the Information, why did HCT state there was no excluded information in the Cleansing Notice?
  11. Please confirm that HCT is complying with the Listing Rules and, in particular, Listing Rule 3.1.
  12. Please confirm that HCT's responses to the questions above have been authorised and approved in accordance with its published continuous disclosure policy or otherwise by its board or an officer of HCT with delegated authority from the board to respond to ASX on disclosure matters.

### **When and where to send your response**

This request is made under Listing Rule 18.7. Your response is required as soon as reasonably possible and, in any event, by no later than **9.00am WST on Friday, 17 April 2020**.

You should note that if the information requested by this letter is information required to be given to ASX under Listing Rule 3.1 and it does not fall within the exceptions mentioned in Listing Rule 3.1A, HCT's obligation is to disclose the information "immediately". This may require the information to be disclosed before the deadline set out in the previous paragraph and may require HCT to request a trading halt immediately.

If you wish to request a trading halt, you must tell us:

- the reasons for the trading halt;
- how long you want the trading halt to last;
- the event you expect to happen that will end the trading halt;
- that you are not aware of any reason why the trading halt should not be granted; and
- any other information necessary to inform the market about the trading halt, or that we ask for.

We require the request for a trading halt to be in writing. The trading halt cannot extend past the commencement of normal trading on the second day after the day on which it is granted.

You can find further information about trading halts in Guidance Note 16 *Trading Halts & Voluntary Suspensions*.

ASX reserves the right to release a copy of this letter and your response on the ASX Market Announcements Platform under Listing Rule 18.7A. Accordingly, your response should be in a form suitable for release to the market.

Your response should be sent to me by e-mail at [ListingsCompliancePerth@asx.com.au](mailto:ListingsCompliancePerth@asx.com.au). It should not be sent directly to the ASX Market Announcements Office. This is to allow me to review your response to confirm that it is in a form appropriate for release to the market, before it is published on the ASX Market Announcements Platform.

### **Listing Rules 3.1 and 3.1A**

In responding to this letter, you should have regard to HCT's obligations under Listing Rules 3.1 and 3.1A and also to Guidance Note 8 *Continuous Disclosure: Listing Rules 3.1 – 3.1B*. It should be noted that HCT's obligation to disclose information under Listing Rule 3.1 is not confined to, nor is it necessarily satisfied by, answering the questions set out in this letter.

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**Suspension**

If you are unable to respond to this letter by the time specified above ASX will likely suspend trading in HCT's securities under Listing Rule 17.3.

**Enquiries**

If you have any queries or concerns about any of the above, please contact me immediately.

Yours sincerely

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**Stephanie Patchell**  
Adviser, Listings Compliance (Perth)