

15 July 2019

ASX ANNOUNCEMENT

Pre-quotation Disclosure Statements

ECS Botanics Holdings Ltd (formerly Axxis Technology Group Ltd) (ACN 009 805 298) (the **Company**) provides the following disclosures in connection with the reinstatement of its securities to quotation in accordance with the ASX Listing Rules.

The Company confirms:

1. The conditions precedent to the acquisition of ECS Botanics Pty Ltd (**ECS**) by the Company pursuant to the Term Sheet dated 15 February 2019 (**Term Sheet**) have been satisfied, not waived unless agreed to by ASX, and completion of the Term Sheet has occurred.
2. Pursuant to the Term Sheet, the following securities were issued to the vendors of ECS on 11 July 2019:
 - (a) 287,500,000 fully paid ordinary shares (**Consideration Shares**); and
 - (b) 131,250,000 performance rights (**Performance Rights**).
3. 10,000,000 shares were issued to Xcel Capital Pty Ltd and Sanlam Private Wealth Pty Ltd (or its nominees) on 11 July 2019.
4. Mr Alex Keach and Mr David McCredie were appointed directors of the Company on 11 July 2019.
5. The securities subject to ASX restrictions are set out in the table below:

Number of securities to be restricted	Period of escrow
227,061,430 fully paid ordinary shares	24 months
20,375,000 unlisted options exercisable at \$0.08 on or before the date which is 30 months from their date of issue	24 months
99,093,266 performance rights	24 months
70,438,570 fully paid ordinary shares	12 months
32,156,734 performance rights	12 months

6. 20,375,000 unlisted options exercisable at \$0.08 each, on or before the date which is 30 months from their date of issue were issued to existing and incoming directors of the Company on 11 July 2019.
7. ASX Listing Rule 10.1 may apply at the time the Coy Farm Call Option is exercised and the Company will consult with ASX at the time the Coy Farm Call Option is exercised regarding the potential application of ASX Listing Rule 10.1.
8. In October 2017, the Company entered into a Medical Cannabis Consultancy Agreement with Delta Tetra (**Agreement**). Under the Agreement, Delta Tetra was engaged to prepare applications on ECS' behalf for medicinal cannabis licences and prepare complementary operating and compliance documentation. The Agreement also considers Delta Tetra providing advice to ECS regarding the potential medical cannabis facet of its business. Under the Agreement, ECS is to pay Delta Tetra \$102,700 (plus GST). Either party can terminate the Agreement by giving 7 days' notice in writing to the other party.

Jeremy King

Non-Executive Director