

Lifespot Health Limited

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2 QUEEN STREET,
MELBOURNE VIC 3000
ACN: 611 845 820

<https://lifespot-health.com/>



Lifespot Health Limited

Notice of 2021 Extraordinary General Meeting

Explanatory Statement | Proxy Form

15 September 2021

11:00 AM AEST

Venue

Virtual meeting

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

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Important Information for Shareholders about the Company's 2021 EGM

Given the uncertainty surrounding the COVID-19 pandemic, by the time this Notice is received by Shareholders, circumstances may have changed, however, this Notice is given based on circumstances as at 17 August 2021.

Accordingly, should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at <https://lifespot-health.com/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Given the significant health concerns attributed to the COVID-19 pandemic, in addition to guidelines and restrictions issued by Australian state and federal governments, the Company considers that it is appropriate to hold the EGM as a virtual meeting, in a manner that is consistent with the temporary modifications to the *Corporations Act 2001* (Cth) introduced by the Commonwealth Treasurer.

Venue and Voting Information

The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am AEST on 15 September 2021 as a **virtual meeting**.

To join the meeting via conference facility please register in advance of the meeting by contacting the Company by email to info@lifespot-health.com or by calling (03) 8395 5446. Please register to attend the meeting via conference facility at least 1 day in advance of the meeting to allow sufficient time for the Company to respond to your registration request.

Your vote is important

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

Voting virtually at the Meeting

A shareholder entitled to attend and vote at the EGM may vote by:

- (a) Attending the Meeting virtually; or

- (b) Appointing a proxy, attorney or in the case of a corporate shareholder, a corporate representative, to vote at this EGM on their behalf.

ONLINE VOTING PROCEDURES DURING THE EGM

If you choose to participate in, and vote at the EGM online, you can log in to the meeting at web.lumiagm.com by entering:

1. The meeting ID, which is 346-402-136
2. Your username, which is your HIN or SRN (located on any recent statement or documentation)
3. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
4. If you have been nominated as a third party proxy, please contact Computershare Investor Services Pty Limited on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the meeting.

Attending the meeting online enables shareholders to view the EGM live and to also ask questions and cast direct votes at the appropriate times whilst the meeting is in progress.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://www.investorvote.com.au/Login
By post	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

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Extraordinary General Meeting

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Lifespot Health Limited ACN 611 845 820 will be held at 11:00 am AEST on 15 September 2021 as a **virtual meeting (Meeting)**.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders at **7:00pm** AEST on 13 September 2021.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Resolutions

1. **Resolution 1 – Change of Company Name**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to InhaleRx Limited, effective from the date ASIC alters the details of the Company's registration.”

2. **Resolution 2 – Election of Mr. Darryl Davies as a Director**

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

“That, Mr. Darryl Davies, who was appointed a Director of the Company on 20 July 2021 by a resolution of the Board, retires in accordance with Article 108.2 of the Company's Constitution and offers himself for election pursuant to Article and 108.2 of the Constitution and being eligible, is elected as a Director.”

3. **Resolution 3 – Election of Dr. Andrew Saich as a Director**

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

“That, Dr. Andrew Saich, who was appointed a Director of the Company on 20 July 2021 by a resolution of the Board, retires in accordance with Article 108.2 of the Company's Constitution and offers himself for election pursuant to Article and 108.2 of the Constitution and being eligible, is elected as a Director.”

4. **Resolution 4 – Election of Mr. Sean Williams as a Director**

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

“That, Mr. Sean Williams, who was appointed a Director of the Company on 26 July 2021 by a resolution of the Board, retires in accordance with Article 108.2 of the Company's

Constitution and offers himself for election pursuant to Article and 108.2 of the Constitution and being eligible, is elected as a Director.”

BY ORDER OF THE BOARD

Nova Taylor
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 11:00 am AEST on 15 September 2021 as a **virtual meeting**.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Extraordinary General Meeting are set out below.

Resolutions

Company Changes

Resolution 1 – Change of Company Name

The Company proposes to change its name from Lifespot Health Limited to ***"InhaleRx Limited"*** which more suitably reflects the proposed future operations of the Company. The change of name will take effect from when ASIC alters the details of the Company's registration.

The Company also proposes to change its ASX ticker code from 'LSH' to 'IRX' to reflect this change, subject to confirmation by ASX.

InhaleRx is a company focused on developing novel, inhaled pharmaceutical solutions for the treatment of unmet medical needs.

InhaleRx represents the focus on inhaled medical device technology and the "Rx" represents the pharmaceutical quality standards that are being adhered to.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 2 – Election of Mr. Darryl Davies as a Director

In accordance with Article 108 of the Constitution, Mr. Darryl Davies, a Non-Executive Director appointed on 20 July 2021 by a resolution of the Board of Directors retires at the close of this Extraordinary General Meeting and, being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Darryl is originally from the U.K but has resided in Australia since 2011. He has over 15 years experience in Psychology, Healthcare and Harm Minimisation. Graduating from Nottingham Trent University (BSc Hons) in 2006, he joined Addaction, the largest substance misuse NGO in the UK that works to transform the lives of people affected by drug and alcohol problems. Darryl developed his experience of harm minimisation in Thailand where he worked at several

detoxification centres supporting patients from around the world via a combination of Western and Eastern practices.

Since migrating to Australia in 2011, Darryl has worked in several for-purpose, NGO roles including Compliance, Business Development, Corporate Relationships, and Educational Social Enterprise. Transitioning into new challenges, Darryl started working with a wellness device start-up in 2016, before becoming something of a medicinal cannabis industry early adopter. Recognising that changing perceptions was paramount to industry development, Darryl lent on his experience and coordinated a range of targeted cannabis educational events nationally. Darryl has designed and facilitated such events for the State Government and has led doctor education initiatives in regional areas. He is also recognised for his work as a Director with Israeli Company, Cann10 having delivered Australia's first university-based Cannabis Leadership Program.

In early 2018, Darryl Co-founded private Medicinal Cannabis Service Provider, Cannvalate Pty Ltd. He spearheaded the company's award-winning patient access and distribution programs as well as developing the CRO, Medicinal Cannabis Research Collaboration (MCRC). His role of Chief Operating Officer has enabled him to develop a sound understanding of the challenges of scaling effective departments to solve problems in the Australian Medicinal Cannabis landscape. Darryl has global industry connections and is nominated the Australian Director of Canadian manufacturing leader, The Valens Company (VLNCF) whereby he advises on their Australian market entry strategy and he also sits on the Board of Directors for New Zealand cultivation company, Greenfern Industries Limited.

Resolution 2 seeks approval for the election of Darryl Davies as a Director of the Company.

Resolution 3 – Election of Dr. Andrew Saich as a Director

In accordance with Article 108 of the Constitution, Dr. Andrew Saich, a Non-Executive Director appointed on 20 July 2021 by a resolution of the Board of Directors retires at the close of this Extraordinary General Meeting and, being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Andrew is a UK trained physician with a degree in physiology and a degree in medicine from the University of London. After qualification he went on to complete his post-graduate Royal College of Physicians examinations and specialised in Emergency Medicine before joining the pharmaceutical industry over 20 years ago.

Since then, Andrew has worked in both large and small pharmaceutical companies and has extensive experience of international management, medicines commercialisation and pharmaceutical R&D.

Andrew is currently Chief Medical Officer of Return Health, a US based biotech company developing novel psychedelic treatments for patients with dementia and a co-founder of Diligenc. Capital, a cannabinoid prescription medicines investment group and Diligenc. Pathways, a consultancy comprising senior cannabinoid specialists from the ex-GW Pharmaceuticals team.

In previous roles, Andrew was the European Medical Director responsible for establishing the Intercept Pharmaceuticals international medical and commercial organisation as the company expanded from its New York corporate headquarters into thirteen countries across Europe. In 2016 Andrew created and led the GW Pharmaceuticals International Medical organisation in preparation for the launch of Epidyolex (cannabidiol) for the treatment of rare and debilitating drug-resistant epilepsies. GW Pharmaceuticals (recently acquired by Jazz Pharmaceuticals) was the world leader in the development of cannabinoid medicines and Andrew was a senior member of the international management team, the strategic launch team, the Clinical Development Committee and the Corporate Drug Safety team. Andrew liaised with politicians, governmental organisations and pharmaceutical regulators during his time at GW and lead both the global

investigator initiated studies program and the global compassionate use program. Post GW Pharmaceuticals Andrew became Chief Medical Officer of Senzer Pharmaceuticals with responsibility for a clinical development program utilising inhaled cannabinoids.

Resolution 3 seeks approval for the election of Andrew Saich as a Director of the Company.

Resolution 4 – Election of Mr. Sean Williams as a Director

In accordance with Article 108 of the Constitution, Mr. Sean Williams, a Non-Executive Director appointed on 20 July 2021 by a resolution of the Board of Directors retires at the close of this Extraordinary General Meeting and, being eligible for re-election pursuant to Articles 105 and 108.2 of the Company's Constitution, offers himself for re-election as a Director.

Sean is an experienced senior executive who has had a successful career across the supply chain, health, pharmaceutical and investment management sectors. Most recently Sean was CEO of an agricultural investment company with Assets Under Management of \$475m+. The earlier parts of Sean's career were spent in senior operational and finance roles with large multi-national and listed local companies, having initially commenced his career with KPMG. He spent a number of years as General Manager Finance and General Manager – Hospital Pharmacy & Dental Distribution Services for Symbion Pharmacy Services. He has also worked extensively in private equity and with private equity investments, including 5 years as CFO of Silk Logistics Group, and has focused on entrepreneurial ventures, including as a business owner, founder and CEO of successful businesses featuring management buy-outs, business mergers and start-ups.

Resolution 4 seeks approval for the election of Sean Williams as a Director of the Company.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 (0)3 8395 5446 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Board means the current board of Directors of the Company.

Company means Lifespot Health Limited ACN 611 845 820.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Extraordinary General Meeting or **EGM** or **Meeting** means an Extraordinary General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Notice of Meeting or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting including the Explanatory Statement.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Share Registry means Computershare Investor Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Lifespot Health Limited

ABN 90 611 845 820

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00 AM (AEST) on Monday, 13 September 2021**.

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 under the help tab, "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at 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



For Intermediary Online subscribers (custodians) go to 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.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Lifespot Health 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 Extraordinary General Meeting of Lifespot Health Limited to be held as a virtual meeting on Wednesday, 15 September 2021 at 11:00 AM (AEST) and at any adjournment or postponement of that meeting.

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 Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr. Darryl Davies as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Dr. Andrew Saich as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr. Sean Williams as a Director	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

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

