ABN: 89 609 406 911



ASX Announcement

16 June 2020

Results of Annual General Meeting

Creso Pharma Limited (ASX:CPH) ('Creso Pharma' or **'the Company')** today held an Annual General Meeting of Members by virtual meeting facility, conducted from the offices of Azalea Consulting Pty Ltd, Suite 5 CPC, 145 Stirling Highway, Nedlands WA 6009.

All resolutions were determined by a poll.

The outcome of each resolution put to shareholders at the Annual General Meeting is set out in the Annexure which accompanies this release.

Ends

Authority and Contact Details

This announcement has been authorised for release by Erlyn Dale, Joint Company Secretary.

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About Creso Pharma

Creso Pharma Limited (ASX:CPH) brings the best of cannabis to better the lives of people and animals. It brings pharmaceutical expertise and methodological rigor to the cannabis world and strives for the highest quality in its products. It develops cannabis and hemp derived therapeutic, nutraceutical, and life style products with wide patient and consumer reach for human and animal health. Creso Pharma uses GMP development and manufacturing standards for its products as a reference of quality excellence with initial product registrations in Switzerland. It has worldwide rights for a number of unique and proprietary innovative delivery technologies which enhance the bioavailability and absorption of cannabinoids. To learn more please visit: www.cresopharma.com

Disclosure of Proxy Votes

Creso Pharma Limited

Annual General Meeting Tuesday, 16 June 2020



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ABN 27 152 260 814

In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

| | | | Proxy Votes | | | Poll Results (if applicable) | | | |
|--|---|--|----------------------|--------------------|---------|------------------------------|----------------------|--------------------|---------|
| Resolution | Decided by Show of Hands (S) or Poll (P) | Total Number of Proxy Votes exercisable by proxies validly appointed | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION | FOR | AGAINST | ABSTAIN |
| 1 Adoption of Remuneration Report | Р | 26,035,715 | 24,063,854 92.43% | 1,645,762 6.32% | 52,087 | 326,099 1.25% | 24,689,953 93.75% | 1,646,762 6.25% | 52,087 |
| 2 Re-election of Director - Dr James Ellingford | Р | 57,387,688 | 56,596,237 98.62% | 450,352 0.78% | 8,502 | 341,099 0.59% | 57,237,336 99.22% | 450,352 0.78% | 8,502 |
| 3 Approval of 7.1a Mandate | Р | 57,244,665 | 56,191,648 98.16% | 697,075 1.22% | 151,525 | 355,942 0.62% | 56,847,590 98.79% | 697,075 1.21% | 151,525 |
| 4 Ratification of prior issue of Initial Collateral Shares to Lind under the Lind Convertible Securities Agreement | Р | 57,349,800 | 56,370,701 98.29% | 636,487 1.11% | 46,390 | 342,612 0.60% | 57,013,313 98.90% | 636,487 1.10% | 46,390 |
| 5 Approval to issue Subsequent Collateral Shares to Lind under the Lind Convertible Securities Agreement | Р | 57,349,100 | 56,358,186 98.27% | 648,302 1.13% | 47,090 | 342,612 0.60% | 57,000,798 98.88% | 648,302 1.12% | 47,090 |
| 6 Approval to issue Additional Collateral Shares to Lind under the Lind Convertible Securities Agreement | Р | 57,239,100 | 56,229,947 98.24% | 666,541 1.16% | 157,090 | 342,612 0.60% | 56,872,559 98.84% | 666,541 1.16% | 157,090 |
| 7 Approval to issue Convertible Securities to Lind under the Lind Convertible Securities Agreement | Р | 57,352,853 | 56,241,115 98.06% | 769,126 1.34% | 43,337 | 342,612 0.60% | 56,883,727 98.67% | 769,126 1.33% | 43,337 |

| | | | Proxy Votes | | | Poll Results (if applicable) | | | |
|---|---|--|----------------------|--------------------|---------|------------------------------|----------------------|--------------------|---------|
| Resolution | Decided by Show of Hands (S) or Poll (P) | Total Number of Proxy Votes exercisable by proxies validly appointed | FOR | AGAINST | ABSTAIN | PROXY'S DISCRETION | FOR | AGAINST | ABSTAIN |
| 8 Ratification of prior issue of Additional Collateral Shares to the Nominee of L1 Capital | Р | 43,337,090 | 42,336,812 97.69% | 657,666 1.52% | 10,122 | 342,612 0.79% | 42,979,424 98.49% | 657,666 1.51% | 10,122 |
| 9 Approval to issue Additional Tranche 1 Collateral Shares to L1 Capital under the original Convertible Securities Agreement | Р | 43,236,330 | 42,222,750 97.66% | 670,968 1.55% | 110,882 | 342,612 0.79% | 42,865,362 98.46% | 670,968 1.54% | 110,882 |
| 10 Approval to issue Additional Tranche 1 Collateral Shares to Chifley under the original Convertible Securities Agreement | Р | 57,371,555 | 56,258,462 98.06% | 770,481 1.34% | 24,635 | 342,612 0.60% | 56,901,074 98.66% | 770,481 1.34% | 24,635 |
| 11 Approval to issue Additional Tranche 1 Collateral Shares to Suburban Holdings | Р | 49,163,167 | 48,036,489 97.71% | 777,066 1.58% | 24,635 | 349,612 0.71% | 48,686,101 98.43% | 777,066 1.57% | 24,635 |
| 12 Appointment of Auditor at AGM to fill vacancy | Р | 57,375,688 | 56,766,498 98.94% | 258,091 0.45% | 20,502 | 351,099 0.61% | 57,417,597 99.55% | 258,091 0.45% | 20,502 |
| 13 Non-executive Directors' Remuneration | Р | 25,952,547 | 23,889,015 92.05% | 1,705,573 6.57% | 135,255 | 357,959 1.38% | 24,546,974 93.50% | 1,705,573 6.50% | 135,255 |
| 14 Approval to issue Settlement Shares | Р | 57,383,988 | 56,369,308 98.23% | 658,181 1.15% | 12,202 | 356,499 0.62% | 57,025,807 98.86% | 658,181 1.14% | 12,202 |