THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt about the contents of this Document or as to what action you should take, you should consult an independent professional adviser authorised under the Financial Services and Markets Act 2000 ("FSMA") if you are in the UK, or, if not another appropriately authorised independent financial adviser who specialises in advising on the acquisition of shares and other securities.

This Document comprises an Admission Document drawn up in compliance with the requirements of the Aquis Stock Exchange Rules and is being issued in connection with the proposed admission of TruSpine Technologies Plc to the Growth Market of the Aquis Stock Exchange (AQSE). This Document does not constitute and the Company is not making an offer to the public within the meaning of sections 85 and 102B of FSMA. Therefore, this Document is not an approved prospectus for the purposes of and as defined in section 85 of FSMA, has not been prepared in accordance with the Prospectus Rules and its contents have not been approved by the Financial Conduct Authority (FCA) or any other authority which could be a competent authority for the purposes of the Prospectus Directive. Further, the contents of this Document have not been approved by an authorised person for the purposes of section 21 of FSMA. This Document will not be filed with, or approved by, the FCA or any other government or regulatory authority in the UK.

The Directors of the Company, whose names are set out on page 11 of this Document, accept full responsibility, collectively and individually, for the information contained in this Document including the Company's compliance with the Aquis Stock Exchange Rules. To the best of the knowledge and belief of the Directors (who have taken all reasonable care to ensure that such is the case), the information contained in this Document is in accordance with the facts and there is no other material information the omission of which is likely to affect the import of such information.

The share capital of the Company is not presently listed or dealt in on any stock exchange. Application has been made for the issued ordinary share capital of the Company to be traded on the Growth Market of the Aquis Stock Exchange. It is expected that Admission will become effective and that dealings in the Ordinary Shares will commence on the Aquis Stock Exchange on 20 August 2020.

TruSpine Technologies Plc

(*Incorporated in England and Wales under the Companies Act 2006 with registration number 09345973*)

Admission to trading on the Aquis Stock Exchange

TRU SPINE TECHNOLOGIES PLC

Aquis Stock Exchange Corporate Adviser
Cairn Financial Advisers LLP

Broker
WH Ireland Limited

SHARE CAPITAL ON ADMISSION

87,778,967 Ordinary Shares of 0.01 pence each

The AQSE Growth Market, which is operated by Aquis Stock Exchange Limited, a recognised investment exchange under Part XVIII of the Financial Services and Markets Act 2000 (FSMA), is a market designed primarily for emerging or smaller companies to which a higher investment risk tends to be attached than to larger or more established companies.

The AQSE Growth Market is not classified as a regulated market under Directive 2014/65/EU of the European Parliament and of the Council on markets in financial instruments and AQSE Growth Market securities are not admitted to the official list of the UK Listing Authority. Investment in an unlisted company is speculative and tends to involve a higher degree of risk than an investment in a listed company. The value of investments can go down as well as up and investors may not get back the full amount originally invested. An investment should therefore only be considered by those persons who are prepared to sustain a loss on their investment. A prospective investor should be aware of the risks of investing in AQSE Growth Market securities and should make the decision to invest only after careful consideration and, if appropriate, consultation with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities.

TruSpine Technologies Plc is required by Aquis Stock Exchange to appoint an Aquis Stock Exchange Corporate Adviser to apply on its behalf for admission to the Aquis Stock Exchange and must retain an

Aquis Stock Exchange Corporate Adviser at all times. The requirements for an Aquis Stock Exchange Corporate Adviser are set out in the Corporate Adviser Handbook and the Aquis Stock Exchange Corporate Adviser is required to make a declaration to Aquis Exchange in the form prescribed by Appendix B to the Aquis Stock Exchange Corporate Adviser Handbook.

This admission document has not been approved or reviewed by Aquis Stock Exchange or the Financial Conduct Authority.

Cairn Financial Advisers LLP, which is authorised and regulated by the Financial Conduct Authority, is the Company's Aquis Stock Exchange Corporate Adviser for the purposes of Admission. Cairn Financial Advisers LLP has not made its own enquiries except as to matters which have come to its attention and on which it considered it necessary to satisfy itself and accepts no liability whatsoever for the accuracy of any information or opinions contained in this Document, or for the omission of any material information, for which the Directors are solely responsible. Cairn Financial Advisers LLP is acting for the Company and no one else in relation to the arrangements proposed in this Document and will not be responsible to anyone other than the Company for providing the protections afforded to its clients or for providing advice to any other person on the content of this Document.

The whole text of this Document should be read. An investment in the Company involves a high degree of risk and, may not be suitable for all recipients of this Document. Prospective investors should consider carefully whether an investment in the Company is suitable for them in the light of their personal circumstances and the financial resources available to them.

OVERSEAS SHAREHOLDERS

This Document does not constitute an offer to sell, or a solicitation to buy Ordinary Shares in any jurisdiction in which such offer or solicitation is unlawful. In particular, this Document is not, subject to certain exceptions, for distribution in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan. The Ordinary Shares have not been nor will be registered under the United States Securities Act of 1933, as amended, nor under the securities legislation of any state of the United States or any province or territory of Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or in any country, territory or possession where to do so may contravene local securities laws or regulations. Accordingly, the Ordinary Shares may not, subject to certain exceptions, be offered or sold directly or indirectly in or into the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan or to any national, citizen or resident of the United States, Canada, Australia, the Republic of South Africa, the Republic of Ireland or Japan.

The distribution of this Document in certain jurisdictions may be restricted by law. No action has been taken by the Company or Cairn Financial Advisers LLP that would permit a public offer of Ordinary Shares or possession or distribution of this Document where action for that purpose is required. Persons into whose possession this Document comes should inform themselves about, and observe any such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction. Holding Ordinary Shares may have implications for overseas Shareholders under the laws of the relevant overseas jurisdictions. Overseas shareholders should inform themselves about and observe any applicable legal requirements. It is the responsibility of each overseas shareholder to satisfy himself as to the full observance of the laws of the relevant jurisdiction in connection therewith, including the obtaining of any governmental, exchange control or other consents which may be required, or the compliance with other necessary formalities which are required to be observed and the payment of any issue, transfer or other taxes due in such jurisdiction.

FORWARD-LOOKING STATEMENTS

This Document contains forward-looking statements. These statements relate to the Company's future prospects, developments and business strategies.

Forward-looking statements are identified by their use of terms and phrases such as "believe", "could", "envisage", "estimate", "intend", "may", "plan", "will" or the negative of those variations or comparable expressions, including references to assumptions. These statements are primarily contained in Part I of this Document.

The forward-looking statements in this Document are based on current expectations and are subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by those statements. Certain risks to and uncertainties for the Company are specifically described in Part II of this Document headed "Risk Factors". If one or more of these risks or uncertainties materialises, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Given these risks and uncertainties, potential investors should not place any reliance on forward-looking statements.

These forward-looking statements are made only as at the date of this Document. Neither the Directors nor the Company undertake any obligation to update forward-looking statements or Risk Factors other than as required by law or the Aquis Stock Exchange Rules whether as a result of new information, future events or otherwise. However, nothing in this Document shall be effective to limit or exclude liability for fraud or which, by law or regulation, cannot otherwise be so limited or excluded.

CONTENTS

DEFINITIONS

The following definitions apply throughout this Document, unless the context requires otherwise:

"**Act**"	the Companies Act 2006, as amended from time to time;
"**Admission**"	admission of the issued ordinary share capital of the Company to trading on the Aquis Stock Exchange Growth Market becoming effective in accordance with the Aquis Stock Exchange Rules;
"**ASEAN**"	Association of Southeast Asian Nations;
"**Aquis Exchange**" or "**AQSE**"	Aquis Exchange Plc, a recognised investment exchange under section 290 of FSMA;
"**Aquis Stock Exchange Growth Market**"	the primary market for unlisted securities operated by the Aquis Exchange;
"**Aquis Stock Exchange Rules**" or "**Aquis Rules**"	the AQSE Growth Market - Rules for Issuers, which set out the admission requirements and continuing obligations of companies seeking admission to, and whose shares are admitted to trading on, the Aquis Stock Exchange Growth Market;
"**Board**" or "**Directors**"	the directors of the Company, whose names are set out on page 11 of this Document;
"**Business Day**"	a day other than Saturday or Sunday or a public holiday in England and Wales, upon which dealings in domestic securities may take place on the Aquis Exchange;
"**Cairn**"	Cairn Financial Advisers LLP (Company number: OC351689), Aquis Stock Exchange Corporate Adviser to the Company, which is authorised and regulated by the FCA;
"**Cairn Fee Shares**"	the 41,665 Ordinary Shares to be allotted to Cairn upon Admission at an issue price of £0.36 per Ordinary Shares upon Admission;
"**City Code**"	the City Code on Takeovers and Mergers;
"**Commercial Partners**"	means the Company's commercial partners, details of which are included in paragraph 4 of Part I;
"**Company**" or "**TruSpine**"	TruSpine Technologies Plc, a company registered in England and Wales with company number 09345973 and whose registered office is at Spectrum House Spectrum House, Beehive Ring Road, London Gatwick Airport, England RH6 0LG;
"**Consultants**"	the consultants who perform services for the Company being Peter Houghton, J Lee S Consultants LLC and Copian Capital Partners Limited;
"**Copian Consultancy Agreement**"	the consultancy agreement between the Company and Copian Capital Partners Limited as summarised at paragraph 9.6 of Part IV of this Document;
"**Copian Fee Shares**"	the 191,666 Ordinary Shares to be issued by the Company to Copian Capital Partners Limited on Admission at an issue price of £0.36 per Ordinary Share pursuant to the terms of the Copian Engagement Letter;

"**COVID-19**"	COVID-19 virus, a coronavirus identified as the cause of an outbreak of respiratory illness that was first detected in Wuhan city, Hubei province in China in 2019;
"**CREST**"	the computerised settlement system (as defined in the CREST Regulations) to facilitate the transfer of title in shares and the holding of shares in uncertificated form which is operated by Euroclear UK & Ireland Limited;
"**CREST Regulations**"	the Uncertificated Securities Regulations 2001 (SI 2001/3755) (as amended from time to time);
"**Document**"	this admission document relating to the Company and its contents;
"**EEA**"	European Economic Area;
"**Emergo**"	Emergo Global Consulting LLC, a company organised under the laws of Texas and with its principal place of business at 2500 Bee Cave Road, Building I, Suite 300, Austin, Texas 78746;
"**Enduro**"	the Enduro Partnership Limited, a private limited company with company number 08175075;
"**Enduro Investor**s"	has the meaning given to it in paragraph 3.6 of Part IV;
"**EU**"	the European Union;
"**Existing Ordinary Shares**"	the 83,845,194 Ordinary Shares of 0.01 pence (£0.0001) each in issue as at the date of this Document;
"**FCA**"	the United Kingdom Financial Conduct Authority;
"**FDA**"	US Food and Drug Administration;
"**Fee Shares**"	the Cairn Fee Shares and the Copian Fee Shares;
"**FSMA**"	the Financial Services and Markets Act 2000 (as amended);
"**Group**"	the Company, together with its Subsidiaries;
"**IP Sale Agreement**"	the intellectual property sale agreement dated 26 February 2015 (as amended pursuant to an addendum dated 20 May 2020) entered into between the Company and Frank Boehm in relation to the transfer of the legal and beneficial ownership of the Issued Patent and Patent Applications to the Company as described in paragraph 9.1 of Part VI;
"**Issued Patent**"	the Company's issued patent (having US issued patent number 10,687,866) in respect of a method of "spinal stabilisation without implantation of hardware into the vertebrae proper or violation of cortical bone" which relates to the Company's Cervi-LOK and Faci-LOK Product;
"**Issued Share Capital**"	the issued ordinary share capital of the Company immediately following Admission being the Existing Ordinary Shares plus the Fee Shares;
"**JLSC**"	J Lee S Consultants LLC, a Delaware limited liability company with its principal place of business at 90 State Street, Suite 700, Albany, New York 12207;

"**LCS Trust**"	a revocable trust established under the laws of Illinois of which Janice Lee Stone is the sole Trustee;
"**LCS Lock-In Agreement**"	means the lock-in agreement in respect of the shares held by the LCS Trust as described at paragraph 9.13.2 of Part IV;
"**Lincotek**"	Lincotek Medical LLC, a Delaware limited liability company with an office located at 9800 Hillwood Parkway, Suite 140, Fort Worth, Texas 76177;
"**Lock-In Agreements**"	together the LCS Lock-In Agreement, the Locked-In Parties Lock-In Agreement and PDMR Lock-In Agreement;
"**Locked-In Parties**"	the parties subject to the Locked-In Parties Lock-In Agreement being: Angela Unwin, Charles Wood, Christine Hastilow, Jodie Spalding, Michael Unwin, Sophie Unwin, Sarah Hastilow Mainzer;
"**Locked-In Parties Lock-In Agreement**"	the Lock-In Agreement in respect of the shares held by the Locked-In Parties as described at paragraph 9.13.3 of Part IV;
"**MAR**" or "**Market Abuse Regulation**"	EU Regulation 596/2014 of the European Parliament and the Council of 16 April 2014, as may be amended from time to time;
"**Medical Device Directives**"	as defined in paragraph 5 of Part I;
"**Medicare**"	the US federal health insurance program, administered by the Centers for Medicare and Medicaid Services (CMS);
"**Option Plans**"	as defined in paragraph 19 of Part I of this Document;
"**Options**"	the options to be granted over Ordinary Shares pursuant to the Option Plans;
"**Ordinary Shares**"	ordinary shares of £0.0001 each in the capital of the Company;
"**Orthokinetic**"	Orthokinetic Technologies LLC, a limited liability company registered in the state of North Carolina and having offices at 2790 Creekbridge Court, South Port, North Carolina, 28461;
"**Panel**"	as defined in paragraph 18 of Part I of this Document;
"**Patents**"	together the Issued Patent and the Patent Applications owned by the Company;
"**Patent Applications**"	the patent applications owned by the Company in respect of the intellectual property in the Technologies, as set out in paragraph 6 of Part I of the Document;
"**Persons Discharging Managerial Responsibility**" or "**PDMR**"	as defined in MAR (as may be amended from time to time), refers to any person fulfilling such function for the Company or any of its subsidiaries from time to time and as at the date of this Document;
"**PDMR Lock-In Agreement**"	means the lock-in agreement in respect of the shares held by the PDMRs as described at paragraph 9.13.1 of Part IV;
"**Pre-IPO Subscription**"	the issuance of 3,700,442 Ordinary Shares in the Company which completed on Admission at a price of £0.36 per share to raise in aggregate £1,332,160 as described in paragraph 10 of Part I;

"**Pre-Submission**"	FDA approval process whereby a device and its detailed technical file is presented to the FDA and the information is discussed in a meeting or conference with the FDA in order to streamline the FDA approval process;
"**Products**"	the three non-invasive spine stabilisation products currently under development by the Company, namely Cervi-LOK, Faci-LOK and GRASP Laminoplasty as described at paragraph 3 of Part I;
"**QCA Code**"	the Corporate Governance Code for Small and Mid-sized Quoted Companies 2018, published in April 2018 by the Quoted Companies Alliance;
"**Shareholders**"	the persons who are registered as the holders of Ordinary Shares from time to time;
"**Significant Shareholders**"	those Shareholders whose holdings represent more than 3 per cent. of the Issued Share Capital or voting rights of the Company;
"**Subsidiary**"	has the meaning given to it in the Act;
"**Subsidiaries**"	TruSpine Technologies International Limited, TruSpine Technologies International Inc and Critical Flow Technologies International Limited;
"**Technologies**"	the Company's proprietary spine stabilisation technologies which form the basis of the Products and are protected by the Issued Patent and Patent Applications;
"**TruSpine US**"	TruSpine Technologies International Inc, a company incorporated in the State of Delaware under registered number 802303202, the Company's wholly owned US Subsidiary;
"**UK**"	the United Kingdom of Great Britain and Northern Ireland;
"**UK Legislation**"	the laws that are in force in England and Wales, Scotland and Northern Ireland from time to time;
"**UK Listing Authority**"	the FCA acting in its capacity as the competent authority for the purposes of Part VI of FSMA;
"**uncertificated**" or "**in uncertificated form**"	recorded on the register of Ordinary Shares as being held in uncertificated form in CREST, entitlement to which by virtue of the CREST Regulations may be transferred by means of CREST;
"**US**"	the United States of America;
"**USD$**"	United States Dollars, the primary currency of the US; and
"**WH Ireland**"	WH Ireland Limited, a private limited company with company number 02002044 and whose registered address is at 24 Martin Lane, London, England, EC4R 0DR.

Glossary of Technical Terms

The following table provides an explanation of certain technical terms and abbreviations used in this Document. The terms and their assigned meanings may not correspond to standard industry meanings or usage of these terms.

"**510(k)**"	is a premarket submission made to FDA to demonstrate that the medical device to be marketed is as safe and effective, (that is, "substantially equivalent"), to a device which is already legally being marketed;
"**CE Mark**"	is a certification mark that indicates conformity with health, safety, and environmental protection standards for products sold within the European Economic Area (EEA);
"**CIP**" or "**Continuation in Part**"	in relation to patent applications, refers to a patent application which is based on an existing pending patent application and discloses some of the invention contained in the existing pending application as well as further details not disclosed in the existing pending application;
"**Cycle Testing**"	testing applied to spinal implant technology, intended to replicate the impacts the device would experience "in vivo" (when implanted into a patient) whereby many "cycles" of load are applied to the device;
"**Fluoroscopy**"	an imaging technique that uses X-rays to obtain real time moving images of the interior of an object;
"**lamina**" or "**Laminae**"	the posterior part of the spinal ring that forms the roof of the spinal canal and covers the spinal cord or nerves;
"**KOLs**"	Key Opinion Leaders;
"**Medical Device**"	as defined in the Medical Device Directives, any instrument, apparatus, appliance, software, material or other article used alone or combined for humans to (i) diagnose, prevent, monitor, treat or alleviate disease; (ii) diagnose, monitor, treat, alleviate or compensate for an injury or handicap; (iii) investigate, replace or modify the anatomy or a physiological process; (iv) control conception;
"**MISS**"	minimally invasive spine surgery;
"**Notified Body**"	in the European Union, is an organisation that has been designated by a member state to assess the conformity of certain products, before being placed on the E.U. market, with the applicable essential technical requirements;
"**NSE**"	Not Substantially Equivalent (in the context of FDA 510(k) clearance);
"**PCT Application**"	a Patent Co-operation Treaty application, which permits a single international patent application in respect of an invention to be made to an international patent registry, following which, jurisdiction specific patent protection may be obtained by applying to national patent offices on the basis of the existing international application without the requirement to go through all the formalities of the national jurisdictions patent office or registry;

"**Predicate Device**"	in the context of FDA 510(k) clearance, a device which is 'substantially equivalent' to the device seeking FDA clearance, such that it demonstrates that the device seeking approval is safe and effective;
"**SE**"	Substantially Equivalent (in the context of FDA 510(k) clearance);
"**Spinal Fusion**"	a neurosurgical or orthopaedic surgical technique that joins two or more vertebrae; and
"**Spinal Stenosis**"	a condition involving the narrowing of the space within the spine which puts pressure on the nerves travelling through it.

EXPECTED TIMETABLE OF PRINCIPAL EVENTS

	2020
Publication of this Document	19 August
Admission to trading on the Aquis Stock Exchange Growth Market effective and commencement of dealings in the Ordinary Shares	8.00 a.m. on 20 August
Ordinary Shares credited to CREST accounts (where applicable)	20 August
Despatch of share certificates (where applicable)	By 28 August

Each of the times and dates set out above and mentioned elsewhere in this Document may be subject to change at the absolute discretion of the Company.

STATISTICS

Existing Share Capital	83,845,194
Fee Shares to be issued on Admission	233,331
Pre-IPO Subscription Shares	3,700,442
Issued Share Capital on Admission	87,778,967
Market capitalisation on Admission	£31,600,428
Aquis Stock Exchange Growth Market symbol (TIDM)	TSP
ISIN Number	GB00BMZCKL55
LEI	213800HNZX9B1QZPB225

DIRECTORS, SECRETARY AND ADVISERS

Directors	Ian Anthony Roberts (*Chief Executive Officer*) Norman Alec Charles Lott (*Chief Financial Officer*) Martin Charles Armstrong (*Non-executive Chairman*) Timothy Hugh David Evans (*Non-executive Director*) Annabel Martha Schild (*Non-executive Director*)
Company Secretary	Norman Alec Charles Lott
Registered office	Spectrum House Af33 Beehive Ring Road London Gatwick Airport Gatwick RH6 0LG
Aquis Stock Exchange Corporate Adviser	Cairn Financial Advisers LLP Cheyne House Crown Court 62-63 Cheapside London EC2V 6AX
Legal Advisers to the Company as to English Law	Hill Dickinson LLP The Broadgate Tower 20 Primrose Street London EC2A 2EW
Brokers to the Company	WH Ireland Limited 24 Martin Lane Candlewick London EC4R 0DR
Investor Relations	Walbrook PR Ltd 4 Lombard Street London EC3V 9HD
Patent Attorney to the Company	Schmeiser, Olsen & Watts LLP 11 Schoen Place 7th Floor, Pittsford NY, 14534
Legal Advisers to the Aquis Stock Exchange Corporate Adviser	Irwin Mitchell LLP 40 Holborn Viaduct London EC1N 2PZ
Reporting Accountants and Auditors	PKF Littlejohn LLP 15 Westferry Circus Canary Wharf London E14 4HD
Registrars	Share Registrars Limited The Courtyard 17 West Street Farnham GU9 7DR
Company's website	www.truspine.org

PART I

INFORMATION ON THE GROUP

1. Introduction

TruSpine is a medical device company in the spinal device market. The Company is developing disruptive technologies for use in the spinal stabilisation market, commencing with the following three devices:

- Cervi-LOK – for the cervical and upper thoracic spine;
- Faci-LOK – for the lumbar and lower thoracic spine; and
- GRASP Laminoplasty – a treatment for decompression of the spinal cord.

These devices represent a potentially significant development in spinal fixation, by providing stabilisation while not altering the bony spinal anatomy of patients through the use of screws, staples or other devices which currently dominate the spinal market.

The Company is seeking to obtain regulatory clearance from the US Food and Drug Administration ("FDA") for its Cervi-LOK product in Q1 2021 and will subsequently seek clearance for Faci-LOK and GRASP Laminoplasty.

The Company has made a Pre-Submission to the FDA for its Cervi-LOK product and has received written feedback which provides it with a pathway for testing and validation of the product ahead of making the full 510(k) FDA submission for clearance for Cervi-LOK. The Company is currently undertaking biomechanical testing on Cervi-LOK and anticipates that the FDA 510(k) submission for clearance to market and sell Cervi-LOK in the US will be submitted to the FDA by November 2020.

Once a 510(k) application has been submitted, the FDA's decision to provide clearance normally takes up to 90 days, following which the Company will be able to commence marketing and sales of Cervi-LOK in the US.

The Company anticipate that sales of Cervi-LOK will commence in Q2 2021. Further information on the Cervi-LOK commercialisation timetable is set out in paragraph 3 of this Part I.

The Company acquired the Patents relating to its Technologies from Professor Frank Boehm, (the inventor of the Technologies) pursuant to the IP Sale Agreement. Details of the Patents are set out in paragraph 6 of Part I and details of the IP Sale Agreement are set out at paragraph 9.1 of Part IV.

Since incorporation, the Company has issued 17,618,635 new ordinary shares for cash raising circa £4.5 million through a series of financing rounds at prices between 19.95 pence per share and 36 pence per share. Following the financing rounds referred to above and prior to the Pre-IPO Subscription, the Company's existing ordinary share capital consisted of 83,845,194 ordinary shares.

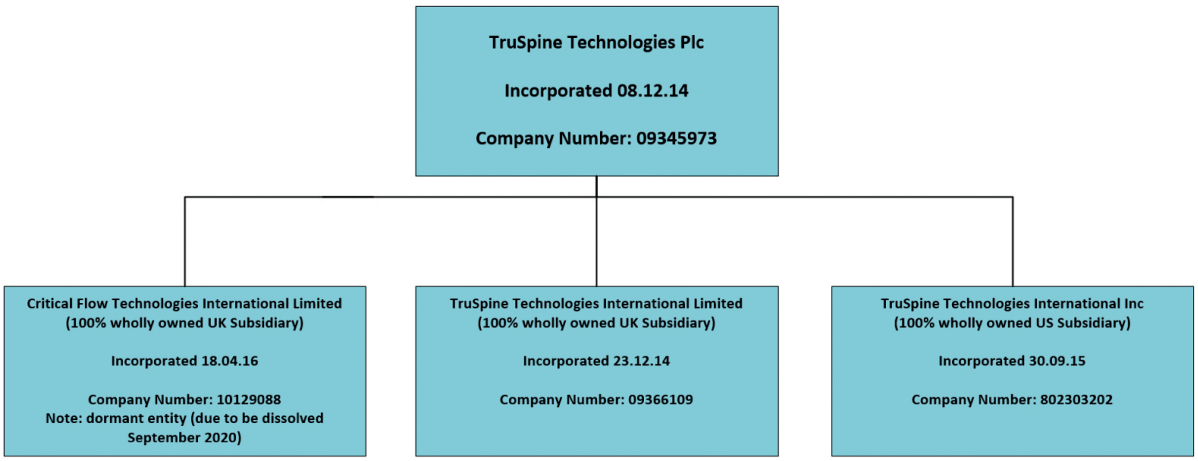
In addition to the circa £4.5 million raised through the financing rounds referred to above, the Company undertook a Pre-IPO Subscription fundraise, issuing an additional 3,700,442 new ordinary shares at 36 pence per share (the "**Subscription Price**") raising gross proceeds of circa £1,332,160. The issued share capital of the Company therefore at Admission is 87,778,967. Further details of the Pre-IPO Subscription are set out in paragraph 10 of Part I and 3.5 of Part IV and further details on the use of the funds raised is set out in paragraph 11 of this Part I.

The Global Spinal Devices Market is currently estimated to be worth USD$10.2 billion and is expected to grow at a compound annual growth rate of 3.1 per cent. to 2026. North America is the single largest and most mature market accounting for around 55 per cent. of the total global revenues.

It is important to note that the Products have not yet been used on live patients, as they are still subject to regulatory clearance and approvals by the relevant national medical regulators. The Products still require further independent testing, verification and validation. There is no guarantee that the Products will receive the relevant clearance or approvals, nor that they will work as effectively on live patients as anticipated.

2. Group Structure

The structure of the Group as at Admission is as follows:



TruSpine Technologies Plc was incorporated in England and Wales on 8 December 2014 with the company number 09345973, and is the entity which holds the intellectual property associated with the Technologies.

TruSpine Technologies International Limited is a wholly owned dormant UK incorporated subsidiary, incorporated in England with company number 09366109 and whose registered address is at Spectrum House, Af33 Beehive Ring Road, London Gatwick Airport, Gatwick, England, RH6 0LG.

TruSpine Technologies International Inc was incorporated in the state of Texas, USA and was subsequently re-registered in the state of Delaware, USA, with company number 802303202 and principal business address at 90 State Street, Suite 700, Albany, NY 12207.

Critical Flow Technologies International Limited is a dormant company which is in the process of being struck off the Register of Companies for England and Wales, which is due to complete in September 2020.

3. Product Portfolio

Cervi-LOK and Faci-LOK are spine stabilisation devices used in the fusion of the cervical, thoracic and lumbar spine respectively. They differ from existing methods of vertebrae stabilisation as they are non-intrusive. Cervi-LOK and Faci-LOK clamp onto specific landmarks of the vertebrae bones rather than requiring fixation with screws. This approach has certain advantages over the traditional pedicle or lateral mass screw systems as detailed in the table below:

Cervi-LOK & Faci-LOK Systems	*Pedicle (or Lateral Mass) Screw System*
No invasion of vertebrae	Screws inserted into vertebrae
Minimal risk of injury to nerve	Risk of nerve injury is a common complication
Capable of being reversed since it does not alter patient's bony anatomy	Permanent alteration to anatomy
Less surgery time and less anaesthesia required	Longer surgery time and more anaesthesia
Devices provide stronger and more fatigue resistant fixation	Fails at lower pull out strengths under load and much earlier in cycle testing
System enables surgeons to precisely position vertebrae post placement	Less ability to modify post placement in MISS
Significantly less X-Ray exposure	Unpredictable X-Ray exposure

The minimally invasive Products represent a potentially significant development in spinal fixation, fusion and laminoplasty techniques, providing stabilisation without altering the bony spinal anatomy by requiring screws, staples or other such attachments which dominate the current technologies and irreversibly alter the anatomy of the spine. The Company's philosophy is one of "preserving nature's design", and as such, the devices have been designed to be safe, fast and easy to implant, as well as being minimally intrusive.

The Directors believe the Company's Technologies will fill a gap in the market due to its relative health advantages (for example through not altering the patient's anatomy) as well as its overall lower cost per procedure (resulting from the reduced requirement for fluoroscopy, shorter surgery time and faster patient recovery time).

The design of the Cervi-LOK and Faci-LOK products is intended to be simple, with a focus on their inherent minimally invasive nature. Although the current methods of minimally invasive spine surgery generally require only a small incision in order to carry out the procedure, they cannot be carried out without alteration of the soft tissue which lies beneath the skin or the intrusion of pedicle screws into bony tissue of the spine.

The Company's Technologies cause minimal tissue disruption allowing the normal spine anatomy to remain intact and therefore aids the spinal stabilisation and fusion process.

The Company has a phased product development strategy and is planning, subject to regulatory clearance, to commence initial product marketing of Cervi-LOK in H1 2021. The overall aim is to establish the Company's Products as the "go-to solutions" for the spinal stabilisation and fusion market. In addition to the three flagship Products, the Company also has a pipeline of additional and complementary IP and product offerings at an early stage of development.

Cervi-LOK

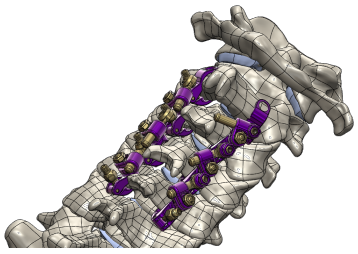
Cervi-LOK is a screw free spinal stabilisation system, used in the cervical spine that minimises risk of vertebral artery injury which can cause brainstem stroke or nerve root and spinal cord injury.

The Company identified certain anatomic features of the posterior aspect of the cervical spine as ideal for Cervi-LOK anchors to attach. The procedure can be performed through a very small incision, without disruption to any of the critical anatomy such as the bone or ligaments which are critical to the stability of the spine, which significantly reduces the threat to the nerves, spinal cord or critical blood vessels.

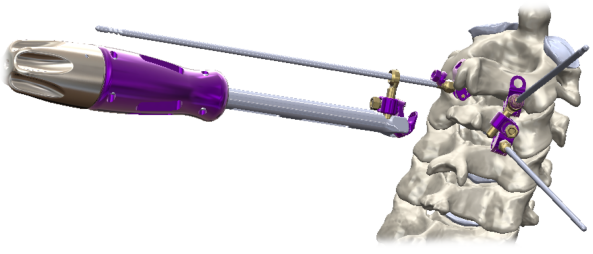
By securing these anchors to the posterior aspects of multiple vertebrae and linking them together in a simple and minimally intrusive fashion, stabilisation can be achieved. The Cervi-LOK device could be used to treat conditions such as degenerative spine disease, supplemental fixation, deformity, trauma or tumours.

The Directors believe at the time of launch, that Cervi-LOK will be among the first minimally invasive spine surgery posterior cervical stabilisation systems which preserves the spinal anatomy.

Multi-level cervical fixation



Minimally invasive tooling



The cervical spine fixation device market is currently estimated as having a market size of approximately US$3 billion. This is expected to grow at a compound annual growth rate ("**CAGR**") of 3.51 per cent. to 2026, where it is predicted to be US$3.6 billion.

The **Cervi-LOK** commercialisation timetable is expected to be as follows:

August 2020	Design freeze on Cervi-LOK and associated instrumentation
August 2020 – November 2020	Bio mechanical testing and cadaver lab testing
November 2020	FDA 510(k) Submission
March 2021	Clearance provided by the FDA
April 2021 – June 2021	Manufacturing
June 2021	Commencement of sales and marketing of Cervi-LOK

Faci-LOK

Faci-LOK is a minimally invasive, anatomy preserving, screw free thoracolumbar spine stabilisation device for spinal fusion.

The Faci-LOK system takes advantage of anatomic features on the posterior aspect of the lumbar and lower thoracic vertebra that predispose themselves to the application of grasping anchors.

The Faci-LOK anchor is formed by an upper element, and a lower element. These are coupled together, so that once each element is in place, the two are connected and locked in place, providing a firm hold of the vertebra without penetrating the bone.

Bench testing has shown this form of securement provides a greater bio-mechanical grip of the vertebra than pedicle screws. Anchors are applied bilaterally on the posterior aspect of the vertebrae to be stabilised, and then specialised vertical locking elements are utilised to connect the anchors unilaterally. These locking elements give the surgeon the ability to either compress or distract the vertebrae based on the pathology affecting the patient therefore providing segmental fixation.

Figure 1 below shows the standard placement of the **Faci-LOK** device on the lumbar spine:

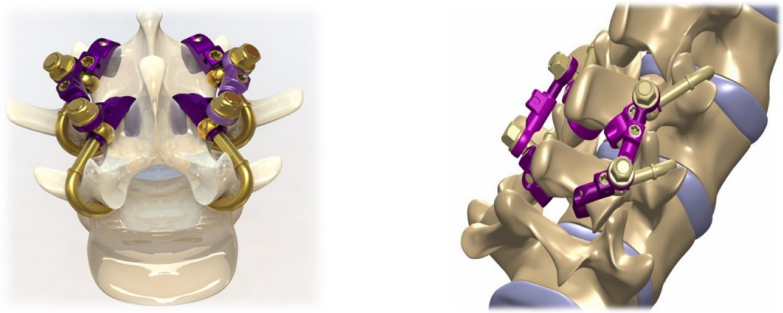


Figure 1

The **Faci-LOK** commercialisation timetable is expected to be as follows:

June 2021 – November 2021	Bio mechanical testing and cadaver lab testing
November 2021	Submission of FDA 510(k)
March 2022	Clearance provided by the FDA
April 2022 – June 2022	Manufacturing
June 2022	Commencement of sales and marketing of Faci-LOK

GRASP Laminoplasty (“GRASP”)

The GRASP Laminoplasty system is innovative in design, as it is both minimally invasive in application, and does not require the use of any screws, thereby avoiding damage to the bony spinal anatomy with respect to its fixation and anchoring.

The system “grasps”, the laminae using the Cervi-LOK anchor, and is able to expand the bony spinal canal, relieving pressure on the spinal cord. This is becoming an increasingly popular method for treating cervical stenosis, which is among the most common conditions to affect the spine, particularly in patients over the age of 55.

The GRASP Laminoplasty system would be among the first systems that would allow surgeons to pre-operatively plan the extent of decompression to be achieved and stabilise multiple levels of the bony spinal canal. Therefore, it would provide greater options to surgeons and provide a total solution from a single provider, using common componentry.

The Directors believe that the GRASP Laminoplasty system will have the following benefits:

- the system is less intrusive than the other currently available systems;
- the system can be customised by the surgeon to match exact patient requirements;
- the system will utilise proprietary software and specialised instruments which can be used to determine exact positioning of troughs in the posterior bony arch of the spine;
- the system does not involve the use of invasive lateral mass or other screws, which therefore reduces the risk of damage to the relevant portions of the spine and also leads to generally shorter patient recovery times;
- the system retains structural integrity of the spine in order to preserve protection of the spinal cord; and
- the system utilises stronger hardware than any known current systems, which can often fracture.

One of the key components of the GRASP system is taken from Cervi-LOK, and therefore development is already at an advanced stage. GRASP forms a natural adjunct to the Cervi-LOK Product.

The commercialisation timetable for GRASP Laminoplasty has not yet been finalised, however it is expected to commence following FDA clearance for Cervi-LOK.

4. Consultants and Commercial Partners

The Company has retained the services of Professor Frank Boehm, the inventor of the Technologies through a consultancy agreement with JLSC, further details of which are set out in paragraph 9.5 of Part IV of this Document. Mr Boehm is a retired board-certified neurosurgeon (US trained) and inventor of the Faci-LOK, Cervi-LOK and GRASP Laminoplasty systems.

The Company has retained two key commercial partners to develop, design and manufacture its Products, and assist it through the regulatory process. Emergo Group ("Emergo"), a regulatory consultant in FDA clearance is retained by the Company to provide it with regulatory advice. Lincotek Medical LLC ("Lincotek") is retained by the Company to provide professional product development advisory, regulatory manufacturing and related services. Lincotek has also been retained by the Company to manufacture Cervi-LOK following FDA clearance.

5. Regulatory Approvals

Initially the Company is seeking to obtain clearance for use of its Products in the United States. For the Products to be lawfully marketed and sold in the United States, they are required to have "clearance" from the FDA. The Company will initially seek FDA clearance for its Cervi-LOK Product.

The FDA is responsible for protecting the public health in the United States by (amongst other things) ensuring the safety, efficacy, and security of medical devices.

The Company's Products are classified as "Class II" Medical Devices under the FDA's device classification system and therefore require FDA 510(k) clearance, which does not require clinical studies prior to clearing the devices for marketing and sales.

The FDA 510(k) clearance process compares a product to a "predicate device", measuring safety, function and strength. Under the notion of "substantially equivalent", if a device performs in testing at least as well as the accepted predicate device, FDA 510(k) clearance will be granted.

On 17 April 2020 Emergo, on behalf of the Company submitted a Pre-Submission to the FDA for Cervi-LOK.

A Pre-Submission is not an obligation; however, the process streamlines development and clearance timelines whilst allowing development modifications and/or processes prior to submitting the final application. The Pre-Submission is a process whereby a device and its current technical file (which includes amongst other things information relating to testing, manufacturing process, packaging, sterilisation, labelling, mechanical testing methodology and other information on the device), is presented to the FDA for review prior to a full 510(k) FDA submission.

The Pre-Submission allows the final application to proceed in a more-timely fashion because it mitigates the scope for FDA inquiries that have the effect of restarting the FDA's 90-day period to comment on the device in question.

The Pre-Submission feedback represents the FDA's best advice based on the information provided in the Pre-Submission and other information currently known. While its review of the Pre-Submission does not imply that a future submission will necessarily be approved or cleared, the FDA intends that its feedback will not change, provided that the information submitted in a marketing application is consistent with that provided in the Pre-Submission and that the data in the future submission do not raise any important new issues materially affecting safety or effectiveness.

The FDA provided the Company with written Pre-Submission feedback on its Cervi-LOK Pre-Submission in on 29 July 2020. The feedback was in line with the Directors' expectations and provides the Company with a clear pathway to obtain FDA clearance for Cervi-LOK.

The Pre-Submission feedback confirmed, *inter alia*, the Company's choice of predicate device which Cervi-LOK will be tested against and the bio-mechanical testing protocols that will required to be undertaken to obtain FDA clearance.

The Company estimates that the bio-mechanical testing of Cervi-LOK will be completed by 30 November 2020, at which date it anticipates it will be able to submit its 510(k) application to the FDA in respect of Cervi-LOK.

The Company has retained a specialist firm, Orthokinetic Technologies LLP, to oversee the biomechanical testing, verification and validation on Cervi-LOK, the testing will be performed by Dr Vijay Goel from the University of Toledo.

The FDA seeks to complete its clearance process within 90 days of submission. FDA 510(k) clearance for Cervi-LOK is therefore expected to be obtained by 31 March 2021. Following clearance by the FDA the Company will commence contracted manufacturing of Cervi-LOK. It is estimated that the first Cervi-LOK products will be ready for commercial sale within 6-8 weeks following FDA clearance. A summary of the FDA 510(k) process is set out below.

- Within 15 days of receipt of an FDA 510(k) submission the submitter receives a notification of acceptance review confirming if the submission has been accepted for substantive review or not.
- During substantive review the FDA conducts a comprehensive review of the FDA 510(k) submission and communicates with the submitter within 60 days of receipt of the FDA 510(k) submission advising if the submission will be permitted to continue to an "interactive review" or alternatively the FDA will request additional information.
- An interactive review means the FDA has determined that any outstanding deficiencies may be adequately addressed within an overall 90-day timeframe from submission such that the FDA can make a decision on the submission.
- If the FDA request Additional Information the submission is placed on hold, providing the submitter up to 180 days to complete a response to the additional information request.
- An FDA 510(k) decision will either conclude that the device is either substantially equivalent ("SE") or not substantially equivalent ("NSE") to the predicate device.
- An FDA 510(k) that receives an SE decision is considered "cleared" and is added to the FDA 510(k) database. If the FDA determines that a device is not substantially equivalent, the device will not be cleared and the applicant must try an alternative approach such as submitting another 510(k) with new data or filing a reclassification petition.

Europe

The Company intends to retain Emergo to manage the CE Mark process within the European Union. It is the Directors' intention that these applications will follow immediately on from FDA 510(k) approval process because a dual track process is not seen as the most effective approach. FDA regulatory clearance is considered more onerous and should therefore provide a smooth pathway for the CE Mark application process to follow once complete.

European medical devices are currently governed by three European Union Directives, which have been implemented into the national law of EU member states:

- Directive 90/385/EEC on Active Implantable Medical Devices;
- Directive 98/79/EC on In Vitro Diagnostic Medical Devices; and
- Directive 93/42/EEC on Medical Devices, (together the "**Medical Device Directives**").

All European medical devices must bear a CE Mark to be lawfully marketed or sold in the EEA, unless the device is subject to an exception under an applicable Medical Device Directive. The CE Mark is essentially a declaration from the manufacturer that the relevant medical device conforms to the 'essential requirements' of the relevant Medical Device Directives and is fit for its intended purpose. The 'essential requirements' are the key criteria the medical device must satisfy, and the CE Mark is only granted once the criteria have been satisfied.

For all medical devices, once the relevant assessment has been successfully completed (and the certificate received, as applicable) the manufacturer may place the CE Mark on their medical device and then commence marketing anywhere in the EEA. If a Notified Body has been involved in the assessment procedure, the Notified Body's number must also be shown on the device.

Following the end of the Brexit transition period on 31 December 2020, devices will still need to meet the requirements of the Medical Device Directives, which have been transposed into UK law by the UK Medical Devices Regulations 2002 as amended by the UK Medical Devices (Amendment) (EU Exit) Regulations 2019 (together the "**UK MDR**") and the EU (Withdrawal) Act 2018. As such a medical device will still require a CE Mark to indicate that they conform with the requirements of the UK MDR and to be lawfully marketed and sold both in the UK and the EU. The Medicines and Healthcare Regulatory Agency (the UK regulatory body in relation to medical devices) will continue to allow Medical Devices to be placed on the market where they have gained a CE Mark prior to the UK's departure from the EU, provided they continue to conform with the Medical Device Directives/UK MDR. It is expected that following the end of the Brexit transition period, UK Notified Bodies (authorised for the purpose of granting CE Marks), will no longer be recognised by the EU and therefore any devices certified by UK notified bodies may need a further conformity assessment prior to sale in the EU to confirm their compliance. For this reason, it is the Company's intention to obtain the CE Mark from an EU notified body to mitigate any impact of Brexit on its regulatory approvals.

The manufacturer has the primary responsibility for post-market regulatory monitoring of medical devices and all safety updates and/or issues must be notified to the relevant national competent authority for medical devices.

6. Patent protection

The Company protects the intellectual property in its Technologies and any future application thereof by submitting patent applications in each country in which it intends to operate. This is an active and ongoing process with new applications being filed to cover revised design, usage and application of the Technologies.

The schedule below sets out details of the Issued Patent and Patent Applications which the Company currently has title to. Title to the Patents was acquired pursuant to the IP Sale Agreement details of which are set out at paragraph 9.1 of Part IV of this Document:

Invention disclosed by patent	*Relevant Proposed Product*	*Application Numbers*	*Filing Date*	*Application Type*	*Jurisdictions Designated[(i)]*	*Status*
Issued Patents						
Spinal Stabilization without implantation of hardware into the vertebrae proper or violation of cortical bone	Faci-LOK and Cervi-LOK	10,687,866 (15/646,615)	7/11/2017	US Utility Application	To be confirmed	Issued (23/06/2020)
Patent Applications						
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Cervi-LOK	PCT/US16/13030	1/12/2016	Patent Convention Treaty (PCT) International Application	To be confirmed	Expired after Continuation in Part was filed Note: this application is continued in part while certain concerns of the patent examiner are addressed further
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Cervi-LOK	62/592,819	11/30/2017	US Provisional Application	To be confirmed	Expired after Continuation in Part was filed Note: this application is continued in part while certain concerns of the patent examiner are addressed further
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Cervi-LOK	PCT/US19/63751	11/27/2019	Patent Convention Treaty (PCT) International Application	To be confirmed	Pending

Invention disclosed by patent	*Relevant Proposed Product*	*Application Numbers*	*Filing Date*	*Application Type*	*Jurisdictions Designated[i]*	*Status*
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Cervi-LOK	16/206,509	11/30/2018	US Utility Application	To be confirmed	Pending with notice of allowance
Spinal Stabilization without implantation of hardware into the vertebrae proper or violation of cortical bone	Faci-LOK and Cervi-LOK	62/102,581	1/12/2015	US Provisional Application	To be confirmed	Expired after Continuation in Part was filed Note: this application is continued in part while certain concerns of the patent examiner are addressed further
Minimally Intrusive Cervicothoracic Laminoplasty System	GRASP	PCT/US20/27936	4/13/2020	Patent Convention Treaty (PCT) International Application	To be confirmed	Pending

Decisions regarding where to designate US based PCT filings can be made up to 32 months after filing a PCT application. The Company has decided to delay its foreign patent filing strategy until (i) the approach of other patent offices to the Issued Patent and Patent Applications has become clearer and (ii) the Company has made more concrete strategic business decisions regarding which other territories it proposes to commercialise its Products.

7. Freedom to Operate Report

The Company has retained Schmeiser, Olsen & Watts LLP, a firm of patent attorneys in relation to its intellectual property strategy, who have prepared a freedom to operate report ("FTO Report") in relation to the Patents. The FTO Report provides a summary of the Patents and confirms that they are validly existing and owned by and officially registered in the name of the Company.

As part of its review of the Patents, Schmeiser, Olsen & Watts LLP assessed more than 500 public patent applications as well as issued patents and identified 70 of those most relevant to the Company's Technologies. No granted patents were deemed to present a current freedom to operate issue for the Patents and as such, Schmeiser, Olsen & Watts LLP concluded that the infringement risk position in relation to the Company's Technologies is low. This provides comfort that there are no freedom to operate issues in relation to commercialising the Company's Technologies through the Products.

The FTO Report also states that Schmeiser, Olsen & Watts LLP is not aware of any issues, including challenges or disputes relating to any of the Patents or potential infringement by third parties of any of the Patents or IP (owned or pending application) and therefore concluded that the Patents, combined with the Company's know-how, provide a significant barrier to competitor entry into the market.

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1 Source: Global Spinal Devices Market Report 2020

8. Market Opportunity

Global spine market overview

The Global Spinal Devices Market is currently estimated to be worth USD$10.2 billion and is expected to grow at a compound annual growth rate ("**CAGR**") of 3.1 per cent. to 2026. North America is the single largest and most mature market accounting for around 55 per cent. of the total global revenues. Other more mature segments of the market include the EU, Japan, and China. While all of these markets are still growing, the less mature markets (including India, Pacific Rim, Brazil, Middle East and North Africa) are also growing rapidly as technology, medical expertise and economic factors improve.

The largest single sector of the global spinal device market is the spinal stabilisation sector, which is currently estimated to be worth USD$9.6 billion. This sector is estimated to grow at a CAGR of approximately 3 per cent. per annum, with the MISS component of the spinal stabilisation sector estimated to grow at a rate of approximately 6.9 per cent. This is specifically the market sector in which the Products will be positioned.

Competition in the spinal fusion market is high and fragmented, with the majority of companies selling pedicle screw systems. Pedicle screws have been in the market for 30 years and are one of the most common implants used in spine surgery. The issues resulting from pedicle screws and the associated high rates of misplacement has led to a sub-sector evolving which addresses such complications.

Major company analysis in the spinal devices market currently identifies a high number of competitors, who are able to benefit from scale economies. Major competitors to the Company will include Zimmer Biomet, Medtronic, Johnson & Johnson, NuVasive, Life Spine and Globus Medical. However, these existing competitors' technologies still utilise invasive technologies like lateral mass and pedicle screws and therefore TruSpine should be well placed to compete within the spinal stabilisation market because, crucially, its Products do not alter the bony anatomy of patients.

US market

Historically spinal surgery has been performed in a hospital setting. Waiting times of weeks or months to schedule a surgery are not uncommon and patients typically spend several days in the hospital and several weeks out of work in recovery.

Faced with frustrations such as scheduling delays, limited operating room availability, slow operating room turnover time, and challenges in obtaining new equipment due to hospital budgets and policies, physicians were looking for a better way and thus developed Ambulatory Surgery Centres ("**ASC**"). ASCs were created to establish a high-quality, cost-effective alternative to inpatient hospital care for surgical services. Following significant budget cuts to Medicare by the US government from 2013-2015, centres for Medicare and Medicaid Services ("**CMS**") acknowledged that it is possible to deliver safe, effective and lower-cost spine care in a freestanding ASC in its 2015 payment ruling, adding nine surgical spine codes to the list of ASC covered surgical procedures.

As ASCs mature, technology becomes more user friendly and as the insurance industry adapts accordingly, the Directors believe that more ACSs will start carrying out spinal and orthopaedic surgery. As deductibles rise and overheads increase many specialties, such as spine surgery, may become too costly to perform in an inpatient setting.

The Products are positioned to provide enhanced treatment options for patients that are likely to reduce overall costs for both the hospitals and the ASCs.

Significant investments are being made to maintain the current pedicle screw placement technology, including navigation systems and robotics, adding additional cost, time and radiation exposure to implant decades-old technology. Despite this, scientific evidence has indicated that problems with the pedicle screw approach, including hardware failure, infection complications and screw misplacement, are even more common than has been previously thought, with hardware failure occurring in approximately 36 per cent. of pedicle screw procedures, infection complications in approximately 15 per cent. of pedicle screw procedures and screws being misplaced in 6 per cent. of pedicle screw procedures being performed using spinal navigation.

Faci-LOK and Cervi-LOK are intuitive, safe, effective and simple for surgeons to implant. They are also relatively easy to repeat (once the procedure has been learned) meaning there is potential to increase both

the number and type of surgeons who are able to implant the devices and more treatment facilities that can offer this service. The Directors (having consulted with their Medical Advisory Board) believe that due to the simplicity of these products, in addition to traditional orthopaedic or neurosurgical spine surgeons, it may be possible for other specialists including pain management and interventional radiologists, to provide this as a part of their treatment options. Although this is not the Directors immediate intention for the commercialisation of these products, they consider it a possible development in the application of them in time (2 – 5 years from launch).

Commercialising, developing and partnering outside the USA and EU

Outside the US, the Company's Technologies will expand into those markets previously restrained by economics, available technology and health system infrastructure.

The Company has engaged with a wide range of market and industry professionals as well as clinicians in various parts of the world, both in developed and developing economies. It has become apparent that an opportunity has emerged, to gain clinical data and commercially develop the Products outside of the US and Europe. The Directors have an ambition to lead with the Products in various areas within the Asia Pacific and Persian Gulf regions particularly India, Malaysia, Saudi Arabia and the UAE. These countries have other merits such as local government incentives for incoming investment and the opportunity for distributed product manufacturing at substantially lower costs than in the US.

The design of both Faci-LOK and Cervi-LOK do not require the use of significant capital equipment or expensive disposables, such as expensive instrumentation and power tools. Further, they are designed with the intention that 'non-spine' surgeons can implant the device with minimal training which allows the Products to be used in alternate sites of care, not just hospital and operating theatres. The Directors believe the implementation program will allow Faci-LOK and Cervi-LOK to be offered as a treatment option in a significantly wider geography than other more complicated or invasive alternatives.

9. Commercialisation Strategy

The Company's Sales and Marketing Consultant, Peter Houghton, who has extensive experience in spine stabilisation, biologics and Minimal Access Spine Technologies will lead the commercialisation strategy.

Central to the Company's commercialisation strategy is the use of surgical Key Opinion Leaders to:

- develop the surgical approach and specialised instrumentation;
- provide product validation in the spinal market;
- provide first revenue; and
- collect and present comprehensive patient data through surgery, recovery and aftercare; this data will ultimately allow the Key Opinion Leaders to endorse the Products.

Strategic input from a select group of surgical KOLs will help refine the subtleties of the Products and the surgical approach to their implementation. They will also be involved in the necessary studies, white papers, poster presentations and podium appearances which the Directors believe will help to shape the future of the spine market and create better and safer treatment options.

Following FDA clearance, a large proportion of the initial revenues will be derived from the surgical KOLs and Primary User Groups Sites. The Company has identified several Primary User Groups Sites, which will be groups of surgeons who are 'early adopters' of the Products, willing to implant them and to collect necessary data demonstrating their clinical relevance and supporting the Company's claims in relation to them. This data collection is in addition to the KOL data collection. Sales and clinical support personnel will identify and agree upon site selection and the necessary criteria to be collected in addition to the day to day management and oversight.

10. Pre-IPO Subscription

The Company undertook a Pre-IPO Subscription round of funding which was conditional on Admission. Pursuant to the Pre-IPO Subscription the Company allotted 3,700,442 Ordinary Shares ("**Pre-IPO Subscription Shares**") at a price of 36p per share to raise in aggregate £1,332,160 (before expenses).

The shares issued pursuant to the Pre-IPO Subscription constitute approximately 4.22 per cent. of the Company's issued share capital on Admission.

233,331 Ordinary Shares of the Pre-IPO Subscription Shares were issued in lieu of certain existing liabilities of the Company, equating to approximately £84,000.

The Company has received irrevocable commitments from each subscriber in respect of their subscription for Pre-IPO Subscription Shares in the Company which are conditional only on Admission.

A further 694,444 Ordinary Shares will be allotted on 11 September 2020 by the Company to Evrensel Capital Partners Limited, raising a further £250,000 of gross proceeds to the funds raised by the Pre-IPO Subscription Shares. A further announcement detailing this issue of equity will be made in due course.

11. Use of funds

The Pre-IPO Subscription monies will be used to finance the development of Cervi-LOK; to progress the regulatory approval of Cervi-LOK; for marketing and sales of Cervi-LOK; to pay certain expenses in connection with Admission; and for general working capital purposes.

12. Lock-ins

Certain shareholders amounting in aggregate to 42,582,001 Ordinary Shares (approximately 48.6 per cent. of the Company's issued share capital on Admission) have undertaken not to dispose of their Ordinary Shares for a period of 12 months from Admission, thereafter certain of them have agreed to only dispose of their shares after consultation with the Company and its advisers. Further details of the Lock-In Agreements are set out in Paragraph 9.13 of Part IV of this Document.

13. Financial Information

The three years audited financial information for the period from 30 March 2017 to 29 March 2019 and the interim financial information for the period from 30 March 2019 to 30 September 2019 is set out in Part III of this Document. The Company's current financial year end is 29 March.

The following summary of consolidated financial information for the Company for the 2 years ended 29 March 2019 (audited) and the six months ended 30 September 2019 (unaudited) has been derived from the financial information contained in Part III – B of this Document and should be read in conjunction with the full text of this Document. Investors should not rely on this summarised financial information.

Statement of Cash flow

	Audited Period ended 30 September 2019 £	*Unaudited Period ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Cash flows from operating activities				
Loss before tax	(122,182)	(548,056)	(679,592)	(240,421)
Adjustments for:				
Depreciation and amortisation	–	–	–	–
Decrease/(Increase) in trade and other receivables	51,676	299,317	296,207	(27,529)
(Decrease)/Increase in trade and other payables	(44,674)	36,496	296,464	(149,971)
Cash used in operations	(115,180)	(212,243)	(86,921)	(417,921)
Income taxes credit	162,191	167,751	167,751	–
Net cash flows from operating activities	47,011	(44,492)	80,830	(417,921)
Investing activities				
Purchase of intangible assets	(54,041)	(79,624)	(110,987)	(136,161)
Net cash used in investing activities	(54,041)	(79,624)	(110,987)	(136,161)
Financing activities				
Proceeds from Issue of shares, net of issue costs	58,030	335,879	413,287	382,336
Proceeds from borrowings	5,000	–	–	165,000
Repayment of loans	–	–	(165,000)	–
Acquisition of owner shares	–	(200,000)	(200,000)	–
Net cash generated from financing activities	63,030	135,879	48,287	547,336
Net increase in cash and cash equivalents	56,000	11,763	18,130	(6,746)
Cash and cash equivalents at beginning of period	107	221	221	179
Exchange rate differences on cash and cash equivalents	(8,668)	–	(18,244)	6,788
Cash and cash equivalents and end of period	47,439	11,984	107	221

Statement of Comprehensive income

	Audited 6 months ended 30 September 2019 £	*Unaudited 6 months ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
From continuing operations				
Administrative expenses	(120,187)	(546,621)	(675,628)	(203,901)
Operating loss	(120,187)	(546,621)	(675,628)	(203,901)
Finance expense	(1,995)	(1,435)	(3,964)	(36,520)
Loss before tax	(122,182)	(548,056)	(679,592)	(240,421)
Tax credit	162,191	167,751	167,751	–
Profit/(Loss)	40,009	(380,305)	(511,841)	(240,421)
Profit/(Loss) attributable to:				
Owners of the parent	–	–	–	–
	40,009	(380,305)	(511,841)	(240,421)
Other comprehensive income				
Items that will or may be reclassified to profit or loss:				
Exchange translation differences on foreign operations	(8,668)	(18,244)	(18,244)	6,788
Total comprehensive income/(loss)	31,341	(398,549)	(530,085)	(233,633)
Total comprehensive income/(loss) attributable to:				
Owners of the parent	31,341	(398,549)	(530,085)	(233,633)
Earnings per share (pence)	0.05p	(0.51)p	(0.68)p	(0.34)p

Statement of financial position

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Non-current assets			
Intangible assets	1,443,298	1,389,257	1,278,270
	1,443,298	1,389,257	1,278,270
Current assets			
Trade and other receivables	104,524	156,200	277,407
Cash and cash equivalents	47,439	107	221
	151,963	156,307	277,628
Total assets	1,595,261	1,545,564	1,555,898
Current liabilities			
Trade and other payables	430,105	469,780	338,315
	430,105	469,780	338,315
Total liabilities	430,105	469,780	338,315
Net assets	1,165,156	1,075,785	1,217,583
Equity attributable to owners of the parent			
Share capital	7,607	7,580	7,190
Share premium	2,978,602	2,920,599	2,332,702
Other reserves	(200,000)	(200,000)	–
Translation reserve	(24,712)	(16,044)	2,200
Retained earnings	(1,596,341)	(1,636,350)	(1,124,509)
Total equity attributable to owners of the parent	1,165,156	1,075,785	1,217,583
Total equity	1,165,156	1,075,785	1,217,583

14. Directors and Senior Management

Brief biographical details of the Directors and key management are set out below:

Board of Directors:

Martin Armstrong, *Non-executive Chairman (Aged 65)*

Mr. Armstrong is a senior partner of corporate and accountancy and corporate insolvency firm Turpin Barker Armstrong. He has significant experience in corporate and financial management, financial systems, accounting, audit and strategic planning, as well as turnaround and corporate insolvency.

Ian Roberts, *Chief Executive Officer (Aged 55)*

Mr. Roberts has over 25 years' experience in the medical technology and medical device, with more than half of this time spent in the orthopaedic industry covering marketing, sales manufacturing and distribution. Mr Roberts started his orthopaedic sales career with Stratec Synthes (AO) Limited, before joining Howmedica as Marketing Manager for the trauma and spine division. Following Stryker Orthopaedics' (part of leading medical technology group Stryker Corporation) acquisition of Howmedica, Mr Roberts continued

to develop the trauma and spine division in the UK and Europe for Stryker Orthopaedics. Following his time at Stryker, he became Country Manager for Hospira Inc (an American global medical device company) for the UK and Ireland, managing large manufacturing, sales and administration teams of approximately 250 employees. More recently, he has been advising investment funds on alternative investments with a focus on life sciences.

Norman Lott, *Chief Financial Officer (Aged 64)*

Mr. Lott is an experienced CFO with significant public company experience, having held multiple roles with AIM companies quoted on the London Stock Exchange. He is a member of the Institute of Chartered Accountants in England and Wales having qualified in 1980 and aside from his experience as a CFO, he has also held positions in business management including that of deputy CEO. He has also been involved in several international corporate transactions and has experience in the healthcare sector.

Dr Timothy Evans, *Non-executive Director (Aged 65)*

Dr Evans qualified in 1979 from the Westminster Hospital Medical School, and runs a private, independent general practice in London. He specialises in women's health, and also has an interest in functional and musculoskeletal medicine. Dr Evans has a wealth of experience in his 40-year career, including setting up a specialist practice in the care of women and children, as well as a fully integrated practice in conventional, complementary and alternative healthcare. He has worked extensively in Africa and re-established primary health clinics in rural areas of Zimbabwe after ten years of civil war. In 2003, he was appointed to the position of Apothecary to HM the Queen and The Royal Households of London. In 2016 HM The Queen awarded him as a Lieutenant of the Royal Victorian Order (LVO) for his services.

Annabel Schild, *Non-executive Director (Aged 55)*

Ms. Schild is an entrepreneur, having invested in multiple companies in finance, technology and hospitality over the last 31 years. In addition to her wealth of investment experience, Ms. Schild has also held directorships including non-executive roles across a range of industries including hospitality. Her father was the founder of Huntleigh Technology plc from 1985, the London-listed global healthcare business, which was sold to the Swedish medical equipment group Getinge AB for £409 million in 2006. She is a founding shareholder and investor in ClearBank Ltd, the UK's first new clearing bank in more than 250 years, providing open competition and transparency to the UK financial services marketplace.

Consultants to the Company:

Professor Frank Boehm Jr., MD, *Inventor and Technical Consultant*

Professor Boehm is a pre-eminent figure in the spinal surgery field – a medical doctor who has performed more than 2,000 neurosurgical procedures and published numerous articles and original research papers on spinal surgery.

Inventor and chief designer of the three Products, Professor Frank Boehm has licensed or sold spine IP to major spinal instrumentation companies with one of these spinal IP products going onto win the Frost and Sullivan award for the best new spinal product introduced in North America in 2006.

He has been awarded 16 patents (including the recently granted Issued Patent now owned by the Company as set out in paragraph 6 above) and has over 40 currently under examination. He is currently a teaching professor of Neuroanatomy & Neurophysiology at United Campus of Malta and was Visiting Research Scientist at MIT 2016.

Peter Houghton, *Sales and marketing Vice President*

Mr. Houghton has over 22 years' experience in the medical device field holding an array of sales leadership positions within the vascular, neuroscience, orthopaedic and biologic markets. He began his career with a small medical distributor before joining Arrow International. Joining the sales leadership team at Codman (a Johnson and Johnson Company) was his first introduction to the field of neurosciences and his exposure to the spine market. For the past 12 years, he has been working directly in the spinal implant market leading successful sales teams with industry leaders including Medtronic Spine & Biologics, Innovators K2M Inc.

and most recently as principal of a medical distributorship. Mr. Houghton received his BA from Northern Illinois University.

Janice Lee Stone*, Director of Regulatory and Quality Affairs*

Ms. Stone has more than 30 years' experience in both the delivery and administrative sides of the health care system. She earned her undergraduate degree in biology and clinical degree in Respiratory Care from the State University of New York. As an Administrative Director, Ms. Stone was in charge of more than 40 Full-Time Equivalent staff (FTEs) across several clinical and diagnostic service lines for more than 15 years. In this role she was responsible for the total administrative function of a large and critical service. Ms. Stone is a fully trained facilitator in total quality management/patient experience initiatives and is also a trained ISO auditor.

15. Medical Advisory Board

The Company has established a medical advisory board in order to provide advice and support to the Directors in relation to scientific and technical aspects of the development, testing, marketing and commercialisation of the Products. The Medical Advisory Board comprises 4 experts in the neurosurgical and orthopaedic sector whose names and brief details of their credentials are set out below:

Dr Leon K. Liem, MD

Dr Liem is an experienced spinal expert and neurosurgeon who has board certifications from the American Board of Neurological Surgery and the National Board of Medical Examiners. He has been practicing for over 20 years and is a highly regarded neurosurgeon in Hawaii. His education includes a B.S. from MIT, and a Doctorate in Medicine from the Albert Einstein College of Medicine. He completed his neurosurgical training at the University of Maryland and was a leading Neurosurgeon in the United States Army. He has led efforts to unify and improve Neurosurgical care throughout the Hawaiian island chain.

Dr Richard A. Bassin, MD F.A.C.S

Dr Bassin brings a wealth of both clinical experience and business knowledge. He graduated from the Tulane University School of Medicine in New Orleans. He then completed General and Vascular Surgery Training at the Mount Sinai Medical Center in New York City, after which he served as the Director of the Elmhurst General Hospital Emergency Room and Trauma Center, a major centre in Queens, New York. He has lectured in both the US and internationally, he has also taught in several university settings. He conducted a successful private practice for almost 20 years. Moreover, he works in a technical consulting role for numerous private equity houses including Goldman Sachs, Smith-Barney, advising on the potential value of investing in new and unique medical technologies and medical start-up companies. In this capacity, Dr Bassin has developed substantial liaisons with numerous capital raising and private equity firms.

Dr Mark V. Smith, MD

Dr Smith is the Vice President of Business Development and Medical Director for Kelyniam Global, Inc. He brings a wide range of experience to the Medical Advisory Board. As a former Assistant Professor of Neurological Surgery and Spine Surgeon at SUNY Health Sciences Centre in Syracuse, he has over 20 years of clinical neurosurgery and spine surgery experience. Dr Smith has also served as Chief of Biomedical Engineering for the University of Maryland Shock Trauma Centre. He has received numerous awards and grants and is published in the fields of neuroanatomy, neurophysiology, and neurosurgery.

Dr William Lavelle, MD

Dr Lavelle is a graduate of Hahnemann University School of Medicine (2002), in Philadelphia, PA. Dr. Lavelle trained in orthopaedic surgery at Albany Medical Center in Albany, NY (2007). Afterwards, he completed his Spine Surgery Fellowship at The Cleveland Clinic in Cleveland, OH (2008). During his training at Albany Medical Center he was awarded the Paul Clark Award (2007) and the American Orthopaedic Association Resident Leader award (2006). Dr Lavelle was board certified with the American Board of Orthopaedic Surgery, New York State (2010). Dr Lavelle is an Associate Professor at SUNY Upstate Medical University, Syracuse, New York where he has been practicing adult and paediatric spine deformity surgery since 2008.

Since 2010, he has been the spine surgery fellowship director. In addition, he is an adjunct professor at the Cleveland Clinic, Cleveland, OH and Albany Medical College, Albany, NY. Dr Lavelle is an active researcher and has co-authored over 90 publications in various peer-reviewed journals and 36 book chapters. He has made over 150 presentations at national and international venues.

16. Dividend Policy

The Company has not yet commenced trading and the Directors do not intend to pay a dividend for the foreseeable future until the Company has achieved sufficient profitability and requirements for working capital are such that it is prudent to do so.

17. Corporate Governance

The Directors are committed to maintaining high standards of corporate governance, and propose, so far as is practicable given the Company's size and nature, to comply with the QCA Code. The Company has established an Audit Committee, a Remuneration Committee and an Aquis Rules Compliance Committee. Details of these committees are set out below:

Audit Committee

The Audit Committee is comprised of Martin Armstrong (Chairman) who shall chair the committee and Annabel Schild. The Audit Committee has primary responsibility for monitoring the quality of internal controls and ensuring that the financial performance of the Company is properly measured and reported. It receives reports from the executive management and auditors relating to the interim and annual accounts and the accounting and internal control systems in use throughout the Company. The Audit Committee shall meet not less than twice in each financial year and shall have unrestricted access to the Company's auditors.

Remuneration Committee

The Remuneration Committee comprises Martin Armstrong (Chairman) who shall chair the committee, Annabel Schild and Dr Tim Evans. The Remuneration Committee reviews the performance of the executive directors and employees and makes recommendations to the Board on matters relating to their remuneration and terms of employment. The Remuneration Committee will consider and approve the granting of Options pursuant to the Option Plans and the award of shares in lieu of bonuses pursuant to the Company's remuneration policy. The Remuneration Committee is expected to meet formally at least twice a year and otherwise as required.

Aquis Rules Compliance Committee

The Aquis Rules Compliance Committee will be responsible for ensuring that the Company has sufficient procedures, resources and controls to enable it to comply with the Aquis Rules. The Aquis Rules Compliance Committee shall comprise at least two members (one of whom shall be the finance director) and will meet not less than four times a year. The first members of the Aquis Rules Compliance Committee will be Norman Lott (who shall chair the committee) and Annabel Schild.

Nominations Committee

The Board has agreed that appointments to the Board will be made by the Board as a whole and so has not created a Nominations Committee.

Share Dealing

The Company has adopted a share dealing code in relation to dealings in securities of the Company by the Directors and Persons Discharging Managerial Responsibility which is appropriate for a company whose shares are traded on the Aquis Stock Exchange Growth Market. This will constitute the Company's share dealing policy for the purpose of compliance with UK Legislation including the Market Abuse Regulation. It should be noted that the insider dealing legislation set out in the UK Criminal Justice Act 1993, as well as provisions relating to market abuse, will apply to the Company and dealings in Ordinary Shares.

The Company has implemented an anti-bribery and corruption policy and also implemented appropriate procedures to ensure that the Board, employees and consultants comply with the UK Bribery Act 2010.

The Directors have established financial controls and reporting procedures, which are considered appropriate given the size of and structure of the Company.

18. The City Code

The City Code, which is issued and administered by the Panel on Takeovers and Mergers (the Panel), applies to all takeover and merger transactions, however effected, where the offeree company is, *inter alia*, a company resident in the UK, the Channel Islands or the Isle of Man, the securities of which are admitted to trading on a regulated market or a multilateral trading facility (such as the Aquis Stock Exchange Growth Market) in the United Kingdom or on any stock exchange in the Channel Islands or the Isle of Man.

Ordinarily, under Rule 9 of the City Code (Rule 9), where (i) any person acquires an interest in shares which, when taken together with shares in which persons acting in concert with them are interested, carry 30 per cent or more of the voting rights of a company subject to the City Code or (ii) any person who, together with persons acting in concert with them, is interested in shares which in aggregate carry not less than 30 per cent, but not more than 50 per cent. of the voting rights of a company and such person, or persons acting in concert with them, acquires an interest in any other shares which increases the percentage of shares carrying voting rights in which they are interested, that person is normally obliged to make a general offer to all shareholders to purchase, in cash, that company's shares at the highest price paid by them, or any person acting in concert with them, within the preceding 12 months.

Under the City Code, a concert party arises when persons who, pursuant to an agreement or understanding (whether formal or informal), actively co-operate, through the acquisition by any of them of shares in a company, to obtain or consolidate control of that company. Under the City Code, control means a holding, or aggregate holding, of shares carrying 30 per cent or more of the voting rights of a company, irrespective of whether the holding or holdings gives de facto control.

On and following Admission, the City Code will apply to the Company.

19. Share Options, Incentives and Warrants

The Directors believe that it is important for the success and growth of the Company to employ and engage highly motivated personnel and that equity incentives are available to attract, retain and reward employees, directors and consultants. To achieve that objective, the Company intends to adopt an incentive plan under which it may award new Ordinary Shares to directors, employees and consultants pursuant to share option and incentive schemes approved by the Board (the "**Option Plans**"). It is intended that any individual awards under the Option Plans will be subject to vesting and/or performance conditions. Ordinary Shares under the Option Plans will not exceed 15 per cent. of the Company's issued Ordinary Shares from time to time without the prior approval of the Shareholders. Ian Roberts is entitled to 2.5 per cent. of the issued share capital in the Company, as at Admission, in Options as part of his remuneration package. Such Options will be included within the maximum 15 per cent. that will be permitted under the Option Plans and will not be granted on Admission.

In accordance with the terms of their appointment as Aquis Stock Exchange Corporate Adviser to the Company for the purposes of the Aquis Stock Exchange Rules (specifically a warrant letter dated 19 December 2019), Cairn have been granted the right to subscribe for new Ordinary Shares in the Company amounting to 1 percent of the Company's issued share capital at Admission. The warrants shall be exercisable at a subscription price of £0.36 per Ordinary Share at any time between the date of Admission and the fifth anniversary of the date of Admission. Further details of the warrants issued to Cairn are set out in paragraph 9.17 of Part IV of this Document.

20. Application to the Aquis Stock Exchange Growth Market

Application has been made for the Issued Share Capital to be admitted to trading on the Aquis Stock Exchange Growth Market. Dealings in the Ordinary Shares are expected to commence on 20 August 2020.

The Ordinary Shares will, on Admission, rank *pari passu* in all respects with the existing Ordinary Shares and will rank in full for all dividends and other distributions hereafter declared, paid or made on the ordinary share capital of the Company.

21. CREST

The Company's Articles of Association are consistent with the transfer of Ordinary Shares in dematerialised form in CREST under the CREST Regulations. Application has been made for the Ordinary Shares to be admitted to CREST on Admission. Accordingly, settlement of transactions in the Ordinary Shares following Admission may take place within the CREST system if relevant Shareholders so wish.

CREST is a voluntary system and Shareholders who wish to receive and retain certificates in respect of their Ordinary Shares will be able to do so.

22. Taxation

The Company received confirmation (advance assurance) from HMRC that it met the conditions of the EIS and VCT schemes in 2016 and 2017 respectively. Since those confirmations were received, shares have been issued under both schemes.

The Directors are of the view that the conditions of both schemes continue to be met, however no certainty can be provided that the Company will continue to meet the conditions relevant to the schemes following the date of issue of the shares such that relief may be denied or withdrawn, although there are no current planned changes in Company activities that would give rise to such a breach

Information regarding UK taxation in relation to the Ordinary Shares is set out in paragraph 12 of Part IV of this Document. These details are, however intended only as a general guide to the current tax position under UK taxation law, which may be subject to change in the future.

If you are in any doubt as to your tax position, you should consult your own independent financial adviser immediately.

23. Further Information and Risk Factors

You should read the whole of this Document which provides additional information on the Company and not rely on summaries or individual parts only. Your attention is drawn to the further information in this Document and particularly to the risk factors set out in Part II of this Document. Potential investors should carefully consider the risks described in Part II before making a decision to invest in the Company.

PART II

RISK FACTORS

An investment in the Ordinary Shares involves a high degree of risk. Accordingly, prospective investors should carefully consider the specific risks set out below in addition to all of the other information set out in this Document before investing in the Ordinary Shares. The investment offered in this Document may not be suitable for all of its recipients. Before making any final investment decision, prospective investors should consider carefully whether an investment in the Company is suitable for them and, if they are in any doubt, should consult with an independent financial adviser authorised under FSMA who specialises in advising on the acquisition of shares and other securities in the UK or another appropriate financial adviser in the jurisdiction in which such investor is located who specialises in advising on the acquisition of shares and other security. A prospective investor should consider carefully whether an investment in the Company is suitable in the light of their personal circumstances and the financial resources available to them.

The Board believes the following risks to be the most significant for potential investors. However, the risks listed do not necessarily comprise all of those associated with an investment in the Company and are not set out in any particular order of priority. Additional risks and uncertainties not currently known to the Board, or which the Board currently deems immaterial, may also have an adverse effect on the Company and the information set out below does not purport to be an exhaustive summary of the risks affecting the Company. In particular, the Company's performance may be affected by changes in market or economic conditions and in legal, regulatory and tax requirements.

If any of the following risks were to materialise, the Company's business, financial condition, results or future operations could be materially adversely affected. In such cases, the market price of the Ordinary Shares could decline and an investor may lose part or all of their investment.

RISKS RELATING TO THE COMPANY'S STRATEGY

Risk Relating to Obtaining Regulatory Approvals

There can be no assurance that the Company will receive the regulatory approvals required in order to manufacture and sell its Products, including approval by the FDA in the US and the granting of CE mark in Europe. If the Products are not approved and cannot be commercialised, the Company will be unable to generate revenue from them, which would materially adversely affect its business, financial condition and the results of its operations. Moreover, any delay or setback in the regulatory approval process could have a material adverse effect on the Company's business and prospects.

Acceptance of the Products in clinical settings

If the Company is unable to convince opinion leaders and health professionals of the benefits of its Products, there could be weak penetration of the market, which might have a material adverse effect on the Company, its business, financial situation, growth and prospects. The slow adoption of new methods and technologies could result in timeframes being longer than anticipated by the Company.

No Live Patient Testing

Although Cervi-LOK has undergone significant laboratory-based testing, it has not been tested on live patients and there is no certainty that it will be as effective as envisaged, nor that it will receive regulatory clearance for use in humans. Despite this, the feedback from FDA so far in relation to Cervi-LOK has not highlighted any material issues and the Directors expect that it will successfully achieve regulatory clearance.

Product liability

As a manufacturer and distributor of medical device products, the Company will face an inherent risk of exposure to product liability claims, regulatory action and litigation if its products are alleged to have caused significant loss or injury.

A product liability claim or regulatory action against the Company could result in increased costs, adversely affect its reputation with its clients and consumers generally, and have a material adverse effect on the business, financial condition and operating results of the Company.

There can be no assurances that the Company will be able to obtain or maintain product liability insurance on acceptable terms or with adequate coverage against potential liabilities. Such insurance is expensive and may not be available in the future on acceptable terms, or at all. The inability to obtain sufficient insurance coverage on reasonable terms or otherwise protect against potential product liability claims could prevent or inhibit the commercialisation of products.

Brexit

Following the UK ceasing to be a member of the EU on 31 January 2020 ("**Brexit**") there still remains major political uncertainty in relation to the terms of the UK's departure from the EU. There remains significant uncertainty about the terms of the future trading relationship between the UK and the EU after the end of the transitional period in December 2020. The Directors cannot therefore anticipate at this stage what the impact of Brexit will be on the fiscal, monetary and regulatory landscape in the UK, including the UK's tax system, the conduct of cross-border business, export and import tariffs, and the foreign exchange markets, including volatility in the value of Sterling. Any increase in the import tariffs applied to raw materials used by the Group or any increase in export tariffs applied could have an adverse impact on its financial performance. There is also uncertainty in relation to how, when and to what extent these developments will impact on levels of investor activity and confidence which may hinder the Group's ability to raise further capital.

Following the conclusion of the transition period the UK will no longer be required to adhere to EU regulations. As such, there is no guarantee that the legal landscape for regulatory approval of medical devices and the rules relating to CE marking will remain identical to that in the EU and there may be a requirement for additional approvals.

Scarcity of suitably qualified individuals

The Company's ability to execute its strategy depends on the successful recruitment and retention of talented and appropriately qualified, experienced and knowledgeable employees. If the Company does not succeed in attracting suitably qualified employees or retaining and motivating them once employed, it may be unable to execute its strategy.

Dependence on key commercial partners

The Company is dependent on its two key commercial partners, Emergo and Lincotek to develop its Products and ensure that they achieve the regulatory approvals necessary for commercialisation. In the event that either of these consultants were subject to adverse circumstances or were unsuccessful in performing, or in breach of their obligations under the consultancy services agreements, the Company may be delayed or prevented from bringing its Products to market. This would have a significant impact on the Company's ability to generate revenue, considering that its Products are intended to be the primary source of revenue.

Research and development and product obsolescence

Rapidly changing markets, technology, emerging industry standards and frequent introduction of new products will characterise the Company's business. The introduction of new products embodying new technologies, including new manufacturing processes, and the emergence of new industry standards may render the Company's products, less competitive or less marketable.

The process of product development is complex and requires significant continuing costs, development efforts and third-party commitments. The Company's failure to develop new technologies and products and the obsolescence of existing technologies and products could adversely affect the business, financial condition and operating results of the Company.

The Company may be unable to anticipate changes in its potential customer requirements that could make its existing technology obsolete. Its success will depend, in part, on its ability to continue to enhance its existing technologies, develop new technology that addresses the increasing sophistication and varied needs of the market, and respond to technological advances and emerging industry standards and practices

on a timely and cost-effective basis. The Company may not be successful in using its new technologies or exploiting its niche markets effectively or adapting its business to evolving customer or medical requirements or preferences or emerging industry standards.

Dependence on key executives, personnel and consultants

The Company's future development and prospects are substantially dependent on the continuing services and performance of the Directors, the Consultants and the Medical Advisory Board. J Lee S Consultants LLC is a particularly important consultant for the Company because it includes the services of Professor Frank Boehm, who is the inventor of the Technologies and has the technical knowledge and expertise to continue to innovate and develop the existing Products and to develop new accompanying, similar or related products. If J Lee S Consultants LLC were to terminate their consultancy agreement with the Company, the Company may be unable to appoint a similarly skilled replacement with the necessary knowledge to innovate and develop the existing Products or to develop new Products. The consultancy agreement with J Lee S Consultants LLC has a termination notice period of one year for each party to mitigate the risk of this agreement being terminated. Peter Houghton is also a key consultant of the Company and his departure from the Company may have a significant impact on the Company's ability to promote, market and sell the Products commercially.

The Directors cannot give assurances that they, the Consultants or the Medical Advisory Board will remain with the Company, although the Directors believe that the Company's culture and remuneration packages are attractive. If key members of the Company's management team depart, or are affected by illness, such as COVID-19, and the Company is not be able to find effective replacements in a timely manner or at all, its business may be disrupted or damaged.

The Company does not currently have key-man insurance policies in place, which would (if in place) mitigate the risk in the event that any of the key executives or personnel became critically ill or otherwise incapacitated from serving the Company. As such the risk remains unmitigated.

Impact of COVID-19

The impact of COVID-19 or any other severe communicable disease, if uncontrolled, on the general economic climate could have an adverse effect on the Company. The recent outbreak of COVID-19 may have an adverse effect on the Company's business, financial situation, growth and prospects and has already had a material adverse effect on overall business sentiment and the global economy. There is no assurance there will not be similar outbreaks of other diseases in the future. The impact of the imposition by governments across the world of stringent measures to prevent the spread of COVID-19 or other diseases, and the effect of COVID-19, or any other severe communicable diseases outbreak in the future, on the employees of the Company, could adversely affect the performance of the business activities of the Company and those of the customers, which could lead to a decrease in the demand for their services. It is too early to tell what the long-term impact of COVID-19 will be on the Company's current and future prospects and to what extent it may have a material and adverse effect on the Company's business, results of operations and financial performance.

The Board has confirmed that Emergo and Lincotek have robust business continuity plans and are able to continue product development during the COVID-19 pandemic and associated travel restrictions. The Board does not expect there to be a material delay to the launch of the Products as a result of COVID-19.

No Current Revenues

The Products remain under development and no revenue has been generated from them as at the date of this Document. The Company's Cervi-LOK Product is expected to launch in June 2021 and the other Products are expected to be launched the following year. As such, there is no historical data on which to base the Company's estimated revenue and costs. Therefore, given the high degree of uncertainty in the economy currently and the dependency of the Company on development milestones being met and regulatory approval being obtained there cannot be certainty regarding the size of the market for the Products following their launch or whether the Company has the capacity to generate sufficient revenues to be profitable.

Risk of IP infringement

There is no certainty that the Company can protect its proprietary information or intellectual property which is particularly important considering the Company has developed a number of Products that it regards as unique. There is also a risk that should an employee with knowledge of the Products cease to be employed by the Company they may seek to replicate the Products with a competitor. Although the Company intends to vehemently protect its intellectual property there can be no guarantee that such action will be effective (and will be expensive in any case), there is also a risk that the Company may be pursued by a third party for alleged intellectual property infringement. This risk has been mitigated by the Company engaging specialist patent attorneys to analyse the state of the art and report on the likelihood of the Products infringing the intellectual property subsisting in existing technologies. A Freedom to Operate report produced by Schmeiser, Olsen & Watts has concluded that the likelihood of patent infringement in relation to the Patents is low.

Forward looking statements

This Document contains forward-looking statements that involve risks and uncertainties. The Company's results could differ materially from those anticipated in the forward-looking statements as a result of many factors, including the risks faced by the Company, which are described above and elsewhere in the Document. Additional risks and uncertainties not currently known to the Directors may also have an adverse effect on the Company's business.

RISKS RELATING TO THE INDUSTRY

Competition in the Market for Spinal Devices

There are a number of companies in the spinal device market offering products that would compete with the Company's Products. These larger, well-funded companies are currently gaining a competitive advantage in the spinal device market by reducing costs through economies of scale. The Company may not currently have the capacity to compete with these existing competitors because the smaller scale of their operation leads to a higher unit cost. Major competitors in the spinal device market include Zimmer Biomet, Medtronic, Johnson & Johnson, NuVasive, Life Spine and Globus Medical.

RISKS RELATING TO THE ORDINARY SHARES

Lack of Prior Market

There has been no prior public market in the Ordinary Shares. This means that the trading price of the Ordinary Shares is likely to be volatile.

There may be little or no trading in the Ordinary Shares, which may result in Shareholders being unable to dispose of their shareholdings at or above the Subscription Price or at all.

Suitability

An investment in the Ordinary Shares may not be suitable for all recipients of this Document. Investors are accordingly advised to consult an appropriate person authorised under FSMA, or its equivalent in another jurisdiction, before making their decision.

Fluctuations in the price of Ordinary Shares

The market price of Ordinary Shares may be subject to fluctuations in response to many factors, including variations in the operating results of the Company, divergence in financial results from analysts' expectations, changes in earnings estimates by stock market analysts, news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in the Company's industry or target markets, additions or departures of the Company's management and/or key personnel and factors outside the Company's control, including, but not limited to, general economic conditions, the performance of the overall stock market, other Shareholders buying or selling large numbers of Ordinary Shares and changes in legislations or regulations.

Stock markets have from time to time experienced extreme price and volume fluctuations, which, as well as general economic and political conditions, could adversely affect the market price for Ordinary Shares.

The value of Ordinary Shares may go down as well as up. Investors may therefore realise less than, or lose all of, their original investment.

Realisation of Investment

The market price of the Ordinary Shares may not reflect the underlying value of the Company's net assets. Potential investors should be aware that the value of Ordinary Shares can rise or fall and that there may not be proper information available for determining the market value of an investment in the Company at all times.

The Subscription Price may not be indicative of the market price of the Ordinary Shares following Admission. The market price of the Ordinary Shares following Admission may be significantly different from the Subscription Price. Shareholders may be unable to dispose of their shareholdings at or above the Subscription Price.

Admission should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Ordinary Shares may be difficult to realise.

Dividends

The Company is at an early stage of its development and has not yet commenced trading. If the Company does generate profits in the short term it is highly likely to need any surplus capital generated to pursue its growth plans. Therefore, the Company is unlikely to be able to declare a dividend in the short term. The Directors do not intend to pay a dividend for the foreseeable future until the Company has achieved sufficient profitability and requirements for working capital are such that it is prudent to do so.

RISKS RELATING TO FINANCIAL MATTERS

Currency and Foreign Exchange Risks

The Company's functional and presentational currency is sterling, and this is the currency of the Company's financial statements. However, a significant proportion of the Company's business is conducted in the United States in $USD and therefore certain amounts will need to be translated into sterling. Due to changes in exchange rates between sterling and $USD this could lead to changes in the Company's reported financial results from period to period. Among the factors that may affect currency values are trade balances, levels of short-term interest rates, difference in relative values of similar assets in different currencies, long term opportunities for investments and capital appreciation and political or regulatory developments.

Financing Risks and Requirements for Further Funds

It is likely that the Company will be required to seek further equity financing. The Company's ability to raise further funds will depend on the success of its strategy and operations. The Company may not be successful in procuring the requisite funds on terms that are acceptable to it, or at all. If such funding is unavailable, the Company may be required to reduce the scope of its operations and investments or anticipated expansion, abandon its strategy, incur financial penalties or miss certain opportunities.

If additional funds are raised through the issue of new equity or equity-linked securities of the Company other than on a pro rata basis to existing Shareholders, the percentage ownership of the existing Shareholders may be reduced. Shareholders may experience subsequent dilution and/or such securities may have preferred rights, options and pre-emption rights senior to Ordinary Shares. The Company may issue Ordinary Shares as consideration for acquisitions or investments, which would result in a dilution of Shareholders' respective shareholdings. Equity issues may result in a change of control of the Company.

Tax Risks

The Company may undertake operations or make investments or acquisitions that will subject the Company to withholding taxes in various jurisdictions. In the event that withholding taxes are imposed with respect to any of the Company's operations, investments or acquisitions, the effect will generally be to reduce the income received by the Company on such investments or acquisitions. Such withholding taxes may be imposed on income, gains, issue of securities or supporting documents, including the contracts governing the terms of any financial instrument and such taxes may be confiscatory in nature.

There can be no certainty that the current taxation regime in England and Wales or in other jurisdictions within which the Company may operate will remain in force or that the current levels of corporation taxation will remain unchanged. Any change in the tax status or tax legislation may have material adverse effects on the financial position of the Company.

RISKS RELATING TO TRADING ON THE AQUIS STOCK EXCHANGE GROWTH MARKET

Investment in Unlisted Securities

Investments in shares traded on the Aquis Stock Exchange Growth Market are perceived as involving a higher degree of risk and of being less liquid than investments in those companies admitted to trading on the Main Market or Alternative Investment Market, both of the London Stock Exchange.

The value of Ordinary Shares may go down as well as up. Investors may therefore realise less than, or lose all of, their original investment.

Market risks

Admission should not be taken as implying that there will be a liquid market in the Ordinary Shares. An investment in the Ordinary Shares may be difficult to realise.

Continued admission to the Aquis Stock Exchange Growth Market is entirely at the discretion of Aquis Stock Exchange.

Any changes to the regulatory environment, in particular the Aquis Stock Exchange Rules could, for example, affect the ability of the Company to maintain a trading facility on the Aquis Stock Exchange Growth Market.

PART III (A)
FINANCIAL INFORMATION AND ACCOUNTANTS' REPORT ON TRUSPINE TECHNOLOGIES PLC AND ITS SUBSIDIARIES

ACCOUNTANT'S REPORT ON THE HISTORIC FINANCIAL INFORMATION OF TRUSPINE TECHNOLOGIES PLC

PKF Littlejohn LLP

Accountants & business advisers

The Directors
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Cairn Financial Advisers LLP
Cheyne House
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London, EC2V 6AX

18 August 2020

Dear Sirs

TruSpine Technologies plc ("TruSpine" or "the Company")

Introduction

We report on the historical financial information set out in Section B of Part III (the "financial information") of the admission document (the "**Document**") relating to TruSpine Technologies plc ("**TruSpine**"). This financial information has been prepared for inclusion in the Document dated 19 August 2020 relating to the proposed admission to the Aquis Stock Exchange Growth Market and on the basis of the accounting policies set out in note 2.

This report is given for the purpose of complying with Section 7.3.1 of Appendix 1 of the AQSE Growth Market – Rules for Issuers and is given for the purpose of complying with that paragraph and for no other purpose.

Responsibilities

The Directors of TruSpine are responsible for preparing the financial information in accordance with International Financial Reporting Standards ("IFRS") as adopted by the European Union.

It is our responsibility to form an opinion on the financial information and to report our opinion to you.

Save for any responsibility arising under Section 7.3.1 of Appendix 1 of the AQSE Growth Market – Rules for Issuers to any person as and to the extent there provided, to the fullest extent permitted by law we do not assume any responsibility and will not accept any liability to any other person for any loss suffered by any such other person as a result of, arising out of, or in connection with this report or our statement, required by and given solely for the purposes of complying with Section 7.3.1 of Appendix 1 of the AQSE Growth Market – Rules for Issuers, consenting to its inclusion in the Admission Document.

Material uncertainty on going concern

In forming our opinion on the financial information, we have considered the adequacy of the disclosure made in the notes to the financial information concerning the Company's ability to continue as a going concern. With the current global outbreak of COVID-19 there continues to be far reaching uncertainty over the effect this may have on the industry and funding available to the Company, and therefore on the sources from which the Company will generate funds. As noted in the Company's going concern policy within the financial information, these events or conditions indicate that a material uncertainty exists that casts doubt on the Company's ability to continue as a going concern.

Basis for qualified opinion

We conducted our work in accordance with the Standards for Investment Reporting issued by the Auditing Practices Board in the United Kingdom. Our work included an assessment of evidence relevant to the amounts and disclosures in the financial information. It also included an assessment of significant estimates and judgements made by those responsible for the preparation of the financial information and whether the accounting policies are appropriate to the entity's circumstances, consistently applied and adequately disclosed.

We planned and performed our work so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial information is free from material misstatement whether caused by fraud or other irregularity or error.

However, the evidence available to us in respect of the year ended 29 March 2017 was limited because of the breakdown in the accounting system and controls during that year. As a result, we were unable to verify the completeness of the accounting records for that year leading to a qualification for the year ended 29 March 2018 in respect of opening balances. The evidence available to us in all subsequent periods was not limited as the accounting system and controls during those periods were deemed suitable.

Qualified opinion

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion section of our report, the financial information gives, for the purpose of the Admission Document dated 19 August 2020, a true and fair view of the state of affairs of TruSpine Technologies plc as at 29 March 2019, 29 March 2018 and 30 September 2019 and of its losses, cash flows and changes in equity for the years then ended in accordance with International Financial Reporting Standards as adopted by the European Union and has been prepared in a form that is consistent with the accounting policies set out in note 2.

Declaration

For the purposes of Appendix 1: Information for an admission document, section 1.2 of the AQSE Growth Market – Rules for Issuers we are responsible for this report as part of the Admission Document and declare that we have taken all reasonable care to ensure that the information contained in this report is, to the best of our knowledge, in accordance with the facts and contains no omission likely to affect its import. This declaration is included in the Admission Document in compliance with section 1.2 of Appendix 1 of the AQSE Growth Market – Rules for Issuers.

Yours faithfully

PKF Littlejohn LLP
Reporting Accountant

15 Westferry Circus
Canary Wharf
London E14 4HD

18 August 2020

Part III (B) – FINANCIAL INFORMATION ON TRUSPINE TECHNOLOGIES PLC

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

For the periods

	Note	*Audited 6 months ended 30 September 2019* £	*Unaudited 6 months ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
From continuing operations					
Administrative expenses	6	(120,187)	(546,621)	(675,628)	(203,901)
Operating loss		(120,187)	(546,621)	(675,628)	(203,901)
Finance expense	8	(1,995)	(1,435)	(3,964)	(36,520)
Loss before tax		(122,182)	(548,056)	(679,592)	(240,421)
Tax credit	9	162,191	167,751	167,751	–
Profit/(Loss)		40,009	(380,305)	(511,841)	(240,421)
Profit/(Loss) attributable to:					
Owners of the parent		–	–	–	–
		40,009	(380,305)	(511,841)	(240,421)
Other comprehensive income					
Items that will or may be reclassified to profit or loss:					
Exchange translation differences on foreign operations		(8,668)	(18,244)	(18,244)	6,788
Total comprehensive income/(loss)		31,341	(398,549)	(530,085)	(233,633)
Total comprehensive income/(loss) attributable to:					
Owners of the parent		31,341	(398,549)	(530,085)	(233,633)
Earnings per share (pence)	10	0.05	(0.51)	(0.68)	(0.34)

The notes form an integral part of this Historic Financial Information.

CONSOLIDATED STATEMENTS OF FINANCIAL POSITION

As at

	Note	*Audited Period ended 30 September 2019* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Non-current assets				
Intangible assets	11	1,443,298	1,389,257	1,278,270
		1,443,298	1,389,257	1,278,270
Current assets				
Trade and other receivables	12	104,524	156,200	277,407
Cash and cash equivalents	13	47,439	107	221
		151,963	156,307	277,628
Total assets		1,595,261	1,545,564	1,555,898
Current liabilities				
Trade and other payables	14	430,105	469,780	338,315
		430,105	469,780	338,315
Total liabilities		430,105	469,780	338,315
Net assets		1,165,156	1,075,785	1,217,583
Equity attributable to owners of the parent				
Share capital	15	7,607	7,580	7,190
Share premium	15	2,978,602	2,920,599	2,332,702
Other reserves	15	(200,000)	(200,000)	–
Translation reserve		(24,712)	(16,044)	2,200
Retained earnings		(1,596,341)	(1,636,350)	(1,124,509)
Total equity attributable to owners of the parent		1,165,156	1,075,785	1,217,583
Total equity		1,165,156	1,075,785	1,217,583

The notes form an integral part of this Historic Financial Information.

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

	Share capital £	*Share premium* £	*Other reserves* £	*Translation reserve* £	*Retained earnings* £	*Total* £
Balance as at 30 March 2017	6,841	1,711,215	–	(4,588)	(884,088)	829,380
Loss for the year	–	–	–	–	(240,421)	(240,421)
Other comprehensive income	–	–	–	6,788	–	6,788
Total comprehensive loss for the year	–	–	–	6,788	(240,421)	(233,633)
Issue of shares, net of issue costs	349	621,487	–	–	–	621,836
Transactions with owners, recognised directly in equity	349	621,487	–	–	–	621,836
Balance as at 29 March 2018	7,190	2,332,702	–	2,200	(1,124,509)	1,217,583
Balance as at 29 March 2018	7,190	2,332,702	–	2,200	(1,124,509)	1,217,583
Loss for the year	–	–	–	–	(511,841)	(511,841)
Other comprehensive loss	–	–	–	(18,244)	–	(18,244)
Total comprehensive loss for the year	–	–	–	(18,244)	(511,841)	(530,085)
Issue of shares, net of issue costs	390	587,897	–	–	–	588,287
Share exchange	–	–	(200,000)	–	–	(200,000)
Transactions with owners, recognised directly in equity	390	587,897	(200,000)	–	–	(388,287)
Balance as at 29 March 2019	7,580	2,920,599	(200,000)	(16,044)	(1,636,350)	1,075,785
Balance as at 29 March 2019	7,580	2,920,599	(200,000)	(16,044)	(1,636,350)	1,075,785
Loss for the year	–	–	–	–	40,009	40,009
Other comprehensive loss	–	–	–	(8,668)	–	(8,668)
Total comprehensive loss for the period	–	–	–	(8,668)	40,009	31,341
Issue of shares, net of issue costs	27	58,003	–	–	–	58,030
Transactions with owners, recognised directly in equity	27	58,003	–	–	–	58,030
Balance as at 30 September 2019	7,607	2,978,602	(200,000)	(24,712)	(1,596,341)	1,165,156

Share Capital – Amount subscribed for share capital at nominal value.

Share Premium - Amount subscribed for share capital in excess of nominal value.

Retained earnings – the retained earnings reserve includes all current and prior periods retained profit and losses.

Translation reserve – The translation reserves includes foreign exchange movements on translating the overseas subsidiaries records, denominated in USD, to the presentational currency, GBP.

Other reserves – Other reserves represents shares that were acquired from a third party in exchange for monies paid out by the Company on the third parties behalf.

The notes form an integral part of this Historic Financial Information.

CONSOLIDATED CASH FLOW STATEMENTS

For the periods

	Note	*Audited Period ended 30 September 2019* £	*Unaudited Period ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Cash flows from operating activities					
Loss before tax		(122,182)	(548,056)	(679,592)	(240,421)
Adjustments for:					
Depreciation and amortisation		–	–	–	–
Decrease/ (Increase) in trade and other receivables		51,676	299,317	296,207	(27,529)
(Decrease)/Increase in trade and other payables		(44,674)	36,496	296,464	(149,971)
Cash used in operations		(115,180)	(212,243)	(86,921)	(417,921)
Income taxes credit		162,191	167,751	167,751	–
Net cash flows from operating activities		47,011	(44,492)	80,830	(417,921)
Investing activities					
Purchase of intangible assets		(54,041)	(79,624)	(110,987)	(136,161)
Net cash used in investing activities		(54,041)	(79,624)	(110,987)	(136,161)
Financing activities					
Proceeds from Issue of shares, net of issue costs		58,030	335,879	413,287	382,336
Proceeds from borrowings		5,000	–	–	165,000
Repayment of loans		–	–	(165,000)	–
Acquisition of owner shares		–	(200,000)	(200,000)	–
Net cash generated from financing activities		63,030	135,879	48,287	547,336
Net increase in cash and cash equivalents		56,000	11,763	18,130	(6,746)
Cash and cash equivalents at beginning of period		107	221	221	179
Exchange rate differences on cash and cash equivalents		(8,668)	-	(18,244)	6,788
Cash and cash equivalents and end of period	13	47,439	11,984	107	221

Included within the cash flow statement are the following non-cash transactions:

- The proceeds from the issue of shares of £382,336 and £413,287 in the year ended 29 March 2018 and 2019 is net of £239,500 and £175,000 bad debts as shown in note 6 and note 17 for funds not received on shares issued. These amounts were all written off in 2019.
- In the year to 29 March 2019, 666,667 shares that were acquired from a third party in settlement for a liability owed to the Company by the third party.

The notes form an integral part of this Historic Financial Information.

NOTES TO THE FINANCIAL INFORMATION

1. General Information

The principal activity of TruSpine Technologies plc (the 'Company') and its subsidiaries (together the 'Group') is the development of products for the spinal fusion market. The Company is incorporated and domiciled in England. The address of its registered office is located at Spectrum House AF33, Beehive Ring Road, Gatwick Airport, Gatwick, RH6 0LG, United Kingdom.

2. Accounting policies

The principal accounting policies applied in the preparation of this Financial Information are set out below ('Accounting Policies' or 'Policies'). These Policies have been consistently applied to all the periods presented, unless otherwise stated.

The Financial Information was approved by the Board of Directors on 18 August 2020.

2.1 Basis of preparing of financial statements

The Consolidated Financial Information of TruSpine Technologies plc has been prepared in accordance with International Financial Reporting Standards ('IFRS') and IFRIC Interpretations Committee ('IFRS IC') as adopted by the European Union. The Consolidated Financial Information has also been prepared under the historical cost convention.

The Historic Financial Information set out above does not constitute statutory accounts within the meaning of the Companies Act 2006.

The Financial Information is presented in UK Pounds Sterling rounded to the nearest pound.

The preparation of Financial Information in conformity with IFRS's requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's Accounting Policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the Financial Information are disclosed in Note 4.

(a) New and amended standards mandatory for the first time for the financial period under review

A number of new standards and amendments to standards and interpretations are effective for the financial period beginning on or after 1 April 2018 and have been applied in preparing these Financial Statements. New standards mandated for 2019 have been applied consistently across all periods presented.

The Group has adopted the following standards and amendments for the first time for the periods under review:

- IFRS 9, Financial Instruments;
- IFRS 15, Revenue from contracts with customers;
- IFRS 16 Leases; and
- Annual Improvements to IFRS Standards 2015-2017.

There was no significant impact as a result of the adoption of these standards.

(b) New standards, amendments and interpretations in issue but not yet effective or not yet endorsed and not early adopted

The standards and interpretations that are issued, but not yet effective, up to the date of issuance of the Financial Statements are listed below. The Group intends to adopt these standards, if applicable, when they become effective.

Standard	*Impact on initial application*	*Effective date*
IAS 1 and IAS 8	Definition of material	1 January 2020
IFRS 3 (Amendments)	Business combinations	*1 January 2020
IAS 1 (Amendments)	Presentation of financial statements: classification of liabilities	*1 January 2020

*Subject to EU endorsement

The Group is evaluating the impact of the new and amended standards above. The Directors believe that these new and amended standards are not expected to have a material impact on the Group's results or shareholders' funds.

2.2 Basis of consolidation

The Consolidated Financial Information consolidate the Financial Statements of the Company and of all of its subsidiary undertakings for all periods presented.

The subsidiaries included are as follows:

Name of company	*Registered address*	*Parent company*	*Class of shares*	*Share capital held*	*Nature of business*
TruSpine Technologies International Limited	Spectrum House AF33, Beehive Ring Road, Gatwick Airport, RH6 0LG	TruSpine Technologies Limited	Ordinary	100%	Medical Devices Company developing spinal fusion products
Critical Flow Technologies International Limited (to be dissolved September 2020)	Spectrum House AF33, Beehive Ring Road, Gatwick Airport, RH6 0LG	TruSpine Technologies Limited	Ordinary	100%	Medical Devices Company developing vascular catheter products
TruSpine Technologies International Inc	90 State Street, Suite 700, Albany, NY 12207, USA	TruSpine Technologies Limited	Ordinary	100%	Medical Devices Company developing spinal fusion products
Critical Flow Technologies International Inc (Dissolved 12 November 2019)	90 State Street, Suite 700, Albany, NY 12207, USA	TruSpine Technologies Limited	Ordinary	100%	Medical Devices Company developing vascular catheter products

Subsidiaries are entities over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases.

Investments in subsidiaries are accounted for at cost less impairment.

Where necessary, adjustments are made to the financial information of subsidiaries to bring the accounting policies used into line with those used by other members of the Group. All intercompany transactions and balances between Group enterprises are eliminated on consolidation.

2.3 Going concern

The Financial Information has been prepared on a going concern basis. In assessing whether the going concern assumption is appropriate, the Directors take into account all available information for the foreseeable future, in particular for the twelve months from the date of approval of the Financial Statements. This information includes management prepared cash flows forecasts, available sources of funding and

considerations of the impact of COVID-19 including how the global pandemic may impact product launch and sales.

The Directors have a reasonable expectation that the Group and Company have adequate resources to continue in operational existence for the foreseeable future. Thus, they continue to adopt the going concern basis of accounting in preparing the Financial Information. The Directors acknowledge the potential difficulties in raising funds in the future may become more difficult as a result of COVID-19 and the fact the auditors have made reference to this in their audit report. The going concern assumption is reliant on the funds raised upon IPO.

2.4 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the Board, which is considered to be the Chief Operating Decision Maker ('CODM'). The Board makes the strategic decisions and separates its activities by geographical location.

2.5 Foreign currencies

(a) Functional and presentation currency

Items included in the Financial Information of the Group's entities are measured using the currency of the primary economic environment in which the entity operates (the 'functional currency'). The functional currency of the Group is Pounds Sterling. The Financial Information is presented in Pounds Sterling, rounded to the nearest pound, which is the Company's and Group's functional currency.

(b) Transactions and balances

Foreign currency transactions are translated into the functional currency using the exchange rates prevailing at the dates of the transactions or valuation where such items are re-measured. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Income Statement. Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the income statement within 'finance income or costs'. All other foreign exchange gains and losses are presented in the income statement within 'Other net gains/(losses)'.

Translation differences on non-monetary financial assets and liabilities such as equities held at fair value through profit or loss are recognised in profit or loss as part of the fair value gain or loss. Translation differences on non-monetary financial assets measured at fair value, such as equities classified as available for sale, are included in other comprehensive income.

2.6 Intangible assets

Research costs are expensed as incurred. Development expenditures derive from costs incurred by third party contractors and management's view of time spent by individual consultants that are directly attributable to individual projects. These costs are recognised as intangible assets when the Group can demonstrate:

- the technical feasibility of completing the intangible asset so that it will be available for use or sale;
- its intention to complete the intangible asset and its ability to use or sell the asset;
- how the intangible asset will generate future economic benefits;
- the availability of resources to complete the asset; and
- the ability to measure reliably the expenditure attributable to the intangible asset during its development.

Assets that have an indefinite useful life or are not ready to use are not subject to amortisation and are tested annually for impairment. At each year-end date, the Group reviews the carrying amounts of its intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). Where the asset does not generate cash flows that are independent from other assets, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs. Recoverable amount is the higher of fair value, less costs to sell, and value in use. In assessing

value in use, the estimated future cash flows are discounted to their present value, using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset for which the estimates of future cash flows have not been adjusted. If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised as an expense immediately.

2.7 Financial Assets

Initial recognition

A financial asset or financial liability is recognised in the statement of financial position of the Company when it arises or when the Company becomes part of the contractual terms of the financial instrument.

Classification

Financial assets at amortised cost

The Company measures financial assets at amortised cost if both of the following conditions are met:

- the asset is held within a business model whose objective is to collect contractual cash flows; and
- the contractual terms of the financial asset generating cash flows at specified dates only pertain to capital and interest payments on the balance of the initial capital.

Financial assets which are measured at amortised cost, are measured using the Effective Interest Rate Method (EIR) and are subject to impairment. Gains and losses are recognised in profit or loss when the asset is derecognised, modified or impaired.

Derecognition

A financial asset is derecognised when:

- the rights to receive cash flows from the asset have expired, or
- the Company has transferred its rights to receive cash flows from the asset or has undertaken the commitment to fully pay the cash flows received without significant delay to a third party under an arrangement and has either (a) transferred substantially all the risks and the assets of the asset or (b) has neither transferred nor held substantially all the risks and estimates of the asset but has transferred the control of the asset.

Impairment

The Company recognises a provision for impairment for expected credit losses regarding all financial assets. Expected credit losses are based on the balance between all the payable contractual cash flows and all discounted cash flows that the Company expects to receive. Regarding trade receivables, the Company applies the IFRS 9 simplified approach in order to calculate expected credit losses. Therefore, at every reporting date, provision for losses regarding a financial instrument is measured at an amount equal to the expected credit losses over its lifetime without monitoring changes in credit risk. To measure expected credit losses, trade receivables and contract assets have been grouped based on shared risk characteristics.

2.8 Cash and cash equivalents

Cash and cash equivalents comprise cash at bank and in hand, and are subject to an insignificant risk of changes in value.

2.9 Share capital

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

2.10 Financial liabilities including trade and other payables and borrowings

Financial liabilities measured at amortised cost using the effective interest rate method include current borrowings and trade and other payables that are short term in nature. Financial liabilities are derecognised if the Company's obligations specified in the contract expire or are discharged or cancelled.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the effective interest rate ("EIR"). The EIR amortisation is included as finance costs in profit or loss. Trade payables other payables are non-interest bearing and are stated at amortised cost using the effective interest method.

Borrowings are recognised initially at fair value, net of transaction costs incurred. Borrowings are subsequently carried at amortised cost: any difference between the proceeds and the redemption value is recognised in the income statement over the period of the borrowings, using the effective interest method. Borrowings are classified as current liabilities unless the Group has an unconditional right to defer settlement of the liability for at least one year after the end of the reporting period.

2.11 Taxation

The tax expense for the period comprises current tax. Tax is recognised in the income statement, except to the extent that it relates to items recognised directly in equity. In this case the tax is also recognised directly in other comprehensive income or directly in equity, respectively.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the Company operates and generates taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Deferred tax represents the tax expected to be payable or recoverable on the temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The Group has reoccurring tax losses which can be used to offset future profits. A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised. No deferred tax asset has been recognised in the current year.

The Group receives small and medium sized enterprises research and development tax relief for their costs incurred in developing, implementing and testing the platform software. The R&D relief is calculated on the basis of the tax laws enacted at the end of the reporting period in the United Kingdom and is recognised in the period in which it is received.

3. Financial risk management

3.1 Financial risk factors

The Company's activities expose it to a variety of financial risks. The Company's Board monitors and manages the financial risks relating to the operations of the Group. This note describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout this financial information.

Financial instruments

The financial instruments used by the Company, from which financial instrument risk arises, are trade and other receivables (see note 12), cash (see note 13) and trade and other payables (see note 14). All are held at amortised cost.

General objectives, policies and processes

The Directors have overall responsibility for the determination of the Company's risk management objectives and policies. Further details regarding these policies are set out below:

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations and arises principally from the Company's receivables from customers. Indicators that there is no reasonable expectation of recovery include, amongst others, failure to make contractual payments for a period of greater than 120 days past due.

The carrying amount of financial assets represents the maximum credit exposure.

The principal financial assets of the Company are bank balances and trade receivables. The Company deposits surplus liquid funds with counterparty banks that have high credit ratings and the Directors consider the credit risk to be minimal.

The maximum exposure is that detailed out in the trade and other receivables and cash notes.

The Company has applied IFRS 9 Financial Instruments (as revised in July 2014) and the related consequential amendments to other IFRS's. IFRS 9 introduces new requirements for the classification and measurement of financial assets and financial liabilities as well as the impairment of financial assets.

In relation to the impairment of financial assets, IFRS 9 requires an expected credit loss model as opposed to an incurred credit loss model under IAS 39. The expected credit loss model requires the Company to account for expected credit losses and changes in those expected credit losses at each reporting date to reflect changes in credit risk since initial recognition of the financial assets. In other words, it is no longer necessary for a credit event to have occurred before credit losses are recognised.

The Company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables. During the period, there were no credit losses experienced and no loss allowance being recorded.

Credit risk arises from cash and cash equivalents as well as outstanding receivables. To manage this risk, the Group periodically assesses the financial reliability of any counterparties the Group deal with.

Market risk – Foreign exchange risk

The Group is exposed to market risk, primarily relating to foreign exchange from its US subsidiary operation. The Group does not hedge against market risks as the exposure is not deemed sufficient to enter into forward contracts. The Group has not sensitised the figures for fluctuations in foreign exchange as the Directors are of the opinion that these fluctuations would not have a material impact on the Financial Information of the Group at the present time. The Directors will continue to assess the effect of movements in market risks on the Group's financial operations and initiate suitable risk management measures where necessary.

Liquidity risk

The Group's continued future operations depend on it's ability to raise sufficient working capital through the issue of share capital and generate revenue.

Interest rate risk

The maximum exposure to interest rate risk at the reporting date are detailed out with cash and trade and other payables notes

3.2 Capital risk management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern.

It is the aim of the Directors to manage the capital structure in order to reduce the overall cost of capital. The capital comprises the shareholders' equity and going forward it is also expected to include cash and cash equivalent, and borrowings.

The Group defines capital based on the total equity of the Company. The Group monitors its level of cash resources available against future planned operational activities and may issue new shares in order to raise further funds from time to time.

There are currently no restrictions on the capital of the Company.

4. Accounting estimates and judgements

The preparation of the Financial Information in conformity with IFRSs requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Information and the reported amount of expenses during the year. Actual results may vary from the estimates used to produce this Financial Information.

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant accounting judgements, estimates and assumptions

Management has considered the significant accounting judgements, estimates and assumptions and consider the following to be the critical estimate and judgement which would materially affect the Financial Statements.

Impairment of intangible assets

The Group test annually whether intangible assets have suffered any impairment, in accordance with the accounting policy. Where applicable, the recoverable amounts of cash generating units have been determined based on value in use calculations. The value in use calculations require the entity to estimate future cash flows expected to arise from the cash generating unit and apply a suitable discount rate, based on market conditions in order to calculate present value.

The recoverable amount of the product platforms has been determined based on these value in use calculations, based on information from third parties and an internal evaluation of future income streams in conjunction with the development stage the Company has reached at any one stage. These calculations require the use of estimates. The directors have concluded that no impairment charge is necessary.

Intangible assets comprise capitalised development costs in respect of three projects. These costs are considered in the light of the requirements of IAS 38 "Intangible Assets". Development costs are amortised over the life of the project once a product enters the commercial phase. The projected useful lives of intangible assets are based on management estimates of the period that the asset will be able to generate revenue. The carrying value is tested for impairment when there is an indication that the value of the assets might be impaired. Impairment tests are based upon future cash flow forecasts and involve managements judgement in relation to the products. Future events could cause the assumptions to change and therefore could impact the future results of the Company.

5. Segment information

Management has determined the operating segments based on reports reviewed by the Board of Directors that are used to make strategic decisions. During the periods presented the Group had interests in two key geographical segments, being the UK and the USA.

6 month period to 30 September 2019	*UK* £	*USA* £	*Total* £
(Loss)/profit from operations per reportable segment	(124,774)	2,592	(122,182)
Additions to non-current assets	48,126	5,915	54,041
Reportable segment assets	1,564,952	30,309	1,595,261
Reportable segment liabilities	(274,393)	(155,712)	(430,105)

Year to March 2019	*UK* £	*USA* £	*Total* £
Loss from operations per reportable segment	(673,029)	(6,563)	(679,592)
Additions to non-current assets	86,593	24,394	110,987
Reportable segment assets	1,521,025	24,539	1,545,564
Reportable segment liabilities	(302,795)	(166,985)	(469,780)

Year to March 2018	*UK* £	*USA* £	*Total* £
Loss from operations per reportable segment	(220,136)	(20,285)	(240,421)
Additions to non-current assets	136,161	–	136,161
Reportable segment assets	1,555,806	92	1,555,898
Reportable segment liabilities	(299,147)	(39,168)	(338,315)

6. Expenses by nature

	Group			
	Audited 6 months ended 30 September 2019 £	*Unaudited 6 months ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Consultancy fees	64,164	87,954	172,778	106,050
Professional and legal costs	10,374	29,556	36,934	3,205
Conference/Registration costs	–	–	2,947	1,972
Marketing & PR	–	–	–	8,151
Website costs	175	–	–	–
Bad debt expense	–	414,500	414,500	–
Office costs	5,059	2,684	6,399	7,277
Premises costs	4,974	4,997	8,578	11,359
Travel, entertainment and subsistence costs	27,864	6,336	30,646	57,327
Meeting expenses	6,909	69	888	73
Insurance	–	–	–	4,144
Other Administration expenses	668	525	1,958	4,343
	(120,187)	(546,621)	(675,628)	(203,901)

7. Employee benefits expenses

The Group had no employees in the period under review, except for the directors. All of the research and development was completed by external consultants, whose costs are shown in Note 6. The directors provided consultancy services to the Company, details of their remuneration are detailed Below. All amounts are short term in nature:

	Group			
	Audited 6 months ended 30 September 2019 £	*Unaudited 6 months ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Todd Cramer	–	1,917	1,917	52,571
Norman Lott	13,000	20,000	38,000	19,500
Simon Stephens	–	13,333	40,000	–
	13,000	32,250	79,917	72,071

The average number of directors in the 6 months to 30 September 2019 was 4 (March 2019 – 5, March 2018 – 4).

There were no pension benefits paid or payable to any of the directors in any of the periods under review.

8. Net finance (expense)/income

	Group			
	Audited Period ended 30 September 2019 £	*Unaudited 6 months ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Other interest expense	1,268	523	1,678	21,167
Bank and finance charges	727	912	2,286	15,353
	1,995	1,435	3,964	36,520

9. Taxation

Tax recognised in profit or loss

	Group		
	6 months ended 30 September 2019 £	*Year ended 29 March 2019* £	*Year ended 29 March 2018* £
Current tax credit	162,191	167,751	–
Deferred tax	–	–	–
Net tax credit	162,191	167,751	–

	Period from 1 April 2019 to 30 September 2019 £	*Year ended 29 March 2019* £	*Year ended 29 March 2018* £
Loss before tax	(122,182)	(679,592)	(240,421)
Standard rate of UK corporation tax	19%	19%	20%
Loss on ordinary activities before tax multiplied by standard rate UK corporation tax	(23,215)	(50,367)	(48,084)
Tax adjustment	(237)	(420)	(472)
Unrelieved tax losses carried forward	23,452	129,542	48,556
UK research and development tax credit	162,191	167,751	–
Tax credit	162,191	167,751	–

At 29 March 2019, the Group are carrying forward estimated tax losses of £1.03m in respect of various activities over the years. The Company did not recognise a deferred income tax credit due to uncertainty concerning the timescale of its recoverability.

10. Earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity holders of the Company by the weighted average number of ordinary shares in issue during the year, excluding ordinary shares purchased by the Company and held as treasury shares.

Profit attributable to equity holders of the Company	*Audited Period ended 30 September 2019*	*Unaudited Period ended 30 September 2018*	*Audited Year ended 29 March 2019*	*Audited Year ended 29 March 2018*
Profit/(Loss) attributable to equity holders) of the Company	40,009	(380,305)	(511,841)	(240,421
Weighted average number of ordinary shares in issue	75,871,582	74,141,661	74,927,082	70,934,566
Earnings/ per share (pence)	0.05	(0.51)	(0.68)	(0.34)

11. Intangible assets

	Development costs £	*Patent rights* £	*Total* £
Cost and As at 1 April 2017	1,138,714	3,395	1,142,109
Additions	96,180	39,981	136,161
Disposals	–	–	–
As at 29 March 2018	1,234,894	43,376	1,278,270
Additions	91,502	19,485	110,987
Disposals	–	–	–
As at 29 March 2019	1,326,396	62,861	1,389,257
Additions	48,126	5,915	54,041
Disposals	–	–	–
As at 30 September 2019	1,374,522	68,776	1,443,298
Amortisation/Impairment As at 1 April 2017	–	–	–
As at 30 September 2019	–	–	–
Net book value			
As at 29 March 2018	1,234,894	43,376	1,278,270
As at 29 March 2019	1,326,396	62,861	1,389,257
As at 30 September 2019	1,374,522	68,776	1,443,298

The Company is currently actively developing, with a view to commercializing, three key medical products as follows:

- Faci-LOK spinal system;
- Cervi-FAS spinal system; and
- GRASP Laminoplasty system.

Development costs comprise of costs incurred by third party contractors and management's view of time spent by individual consultants The Company capitalises development costs and details of the accounting policy can be found in Note 2.6.

The intangible assets are reviewed for impairment annually and whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. The recoverable amount of intangible assets is determined based on a value in use calculation using cash flow forecasts derived from the most recent financial model information available. As of 30 September 2019, no impairment was recorded.

The intangible assets have not been amortised in the periods covered in these statements as the assets are still in their development stage and not yet been put in to use/commercialised. The key estimate used by management is in respect of the timing of the commercialisation of the products.

12. Trade and other receivables

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
VAT receivable	4,121	471	2,668
Other receivables	100,403	155,729	274,739
	104,524	156,200	277,407

Other receivables relate to monies owed by third parties as follows:

As detailed in note 17, Enduro Partnership Ltd owed the Company £239,500 as at 29 March 2018 and this was written off in the following year.

Other receivables also include monies owed to the Company by Euro SI Ltd as detailed in note 17 on Related parties.

13. Cash and cash equivalents

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Cash at bank and in hand	47,439	107	221
	47,439	107	221

The majority of the Group's cash at bank is held with institutions with an BAA1 credit rating. No interest rate sensitivity has been applied on the grounds management consider the impact to be immaterial

14. Trade and other payables

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Trade payables	307,332	346,701	155,435
Loans (see below)	33,850	28,850	165,000
Accruals	84,750	88,250	–
Other payables	4,173	5,979	17,880
	430,105	469,780	338,315

Loan movements

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Opening balance	28,850	165,000	–
Borrowings during the period	5,000	28,850	165,000
Repayments of loans	–	(165,000)	–
	33,850	28,850	165,000

No interest rate sensitivity has been applied on the grounds management consider the impact to be immaterial

15. Equity and other reserves

	Number of shares	*Share capital* £	*Share premium* £	*Other reserves* £	*Total* £
Issued and fully paid					
As at 1 April 2017	68,410,522	6,841	1,711,215	–	1,718,056
Movement during the year	3,490,998	349	621,487	–	621,836
As at 29 March 2018	71,901,520	7,190	2,332,702	–	2,339,892
Movement during the year	3,899,229	390	587,897	(200,000)	388,287
As at 29 March 2019	75,800,749	7,580	2,920,599	(200,000)	2,728,179
Movement during the year	266,667	27	58,003	–	58,030
As at 30 September 2019	76,067,416	7,607	2,978,602	(200,000)	2,786,209

Other reserves comprise of 666,667 shares that were acquired from a third party in exchange for monies paid out by the Company during the year to 29 March 2019.

16. Commitments and contingencies

There are no further single matters pending that the Group expects to be material in relation to the Group's business, financial result or results of operations.

17. Related parties

Directors' transactions

The directors provided consultancy services to the Company, details of their remuneration are covered in note 7.

Loans from directors

Amounts payable as a result of loan funds extended to the Company by directors are as follows:

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Simon Stephens	33,850	28,850	–

These amounts are repayable on demand, unsecured and interest free.

Loans to Euro SI Limited

Euro SI Limited is a related party of the Group because Norman Lott is a director of the company.

Loan funds were extended to Euro SI Limited by the Company. The amounts payable at each period end are as follows:

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Euro SI Limited	97,682	111,679	–

These amounts are repayable on demand, unsecured and interest free.

Amounts owed by Enduro Partnership Limited ("EPL")

EPL was a related party of the Group as Shaun Smith a former director of TruSpine Technologies Limited is a director of the company.

Amounts were owed by EPL to the Company for monies raised for the Company. The amounts payable at each period end are as follows:

	Audited Period ended 30 September 2019 £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Enduro Partnership Limited	–	–	239,500

The £239,500 receivable as at 29 March 2018 was written off in the subsequent period.

Transactions with Copian Capital Partners Limited

Copian Capital Partners Limited is a related party of the Group because Norman Lott is a director of the company.

Copian Capital Partners Limited provide management services to the Company. Copian Capital Partners Limited made the following charges to the Company together with the balances owing as detailed below:

	Group			
	Audited Period ended 30 September 2019 £	*Unaudited Period ended 30 September 2018* £	*Audited Year ended 29 March 2019* £	*Audited Year ended 29 March 2018* £
Services charged by Copian Capital Partners Limited	30,000	30,500	60,500	14,000
Balance owed by Copian Capital Partners Limited to the Company	–	889	12,079	33,439
Balance owed by the Company to Copian Capital Partners Limited	26,154	–	–	–

Intra group transactions

All intra Group transactions are eliminated on consolidation and have not been further disclosed here.

Transaction with Professor Frank Boehm

Professor Frank Boehm is a related party because he is integral to the business and is a consultant to the Group.

The Company entered into a sale and purchase agreement with Frank Boehm on 12 June 2019, whereby Frank Boehm (the seller) sold the technology and Intellectual property of the Laminoplasty system (GRASP) to the Company (the purchaser) in exchange for the technology and intellectual property relating to the Vascular Catheter (VOSC). The products are deemed to be comparable in value and the carrying value of the VOSC product at the date of the trade was £419,641.

18. Ultimate controlling parties

The Directors consider that there is no ultimate controlling party of the Company.

19. Events after the reporting date

Subsequent to the 30 September 2019, the date of this statement, an additional 13,092,255 ordinary shares have been issued giving a total number of ordinary shares in issue of 84,413,905 at the date of the signing of this statement.

On 7 May 2020, a resolution was passed approving a reduction of capital whereby the share premium account of the Company was cancelled by an amount of £2,250,000.

At a meeting of the Company on the 28 May 2020 resolutions were passed to re-register the Company as a public limited company. Re-Registration became effective on 5 June 2020 and accordingly new articles of association of the Company were adopted. The name of the Company changed from TruSpine Technologies Limited to TruSpine Technologies Plc.

Following the year end, the COVID-19 pandemic has had a global impact. The situation is continually developing and as at the date of this report the situation will need continual attention and will continue to evolve over time. In our view, consistent with others, COVID-19 is considered to be a non-adjusting post balance sheet event and no adjustment is made in the financial statements as a result.

The rapid development and fluidity of the COVID-19 virus makes it difficult to predict the ultimate impact on the Company at this stage. In line with most experts, we believe that the impact of the virus will be material on the general economy and central banks have already begun to reduce interest rates and taking other measures. Undoubtedly, this will have implications for the Company's operations, for example restricting travel movements and impacting fund raising activities as investors look to delay decisions until the crisis is over. Management is in the process of addressing the impact of COVID-19 on the Company, however given the fluidity and volatility of the situation it is not possible to quantify the impact at this stage.

20. Auditors

The Historic Financial Information has been audited for the following periods:

- Year ended 29 March 2018;
- Year ended 29 March 2019; and
- 6 months ended 30 September 2019.

The opinion on the year ended 29 March 2018 is qualified due to an inability to confirm the opening balances as at 1 April 2017.

The audit opinion for the two subsequent periods is unmodified and the qualification ceases to apply as at 1 April 2018 and at the date of Admission.

PART IV

ADDITIONAL INFORMATION

1. Responsibility

The Directors of the Company, whose names appear on page 11 of this Document, accept full responsibility, collectively and individually, for the information contained in this Document. To the best of the Directors' knowledge and belief (who have taken all reasonable care to ensure that this is the case), the information contained in this Document is in accordance with the facts and there is no other material information the omission of which is likely to affect the import of such information.

2. The Company

2.1 TruSpine Technologies Limited was incorporated in England and Wales as a private limited company on 8 December 2014 under company number 09345973 and with its registered office at The Beehive City Place, Gatwick Airport, West Sussex, United Kingdom, RH6 0PA.

2.2 The Company changed its registered office to 101 Finsbury Pavement, London, EC2A 1RS on 12 August 2016, and then again to Spectrum House, Af33 Beehive Ring Road, London Gatwick Airport, Gatwick, RH6 0LG on 8 January 2019.

2.3 The Company was re-registered as a public limited company on 5 June 2020 under the Act and with the name TruSpine Technologies Plc with registered number 09345973 and registered office at Spectrum House, Af33 Beehive Ring Road, London Gatwick Airport, Gatwick, EH6 0LG.

2.4 The Company is a public limited company and accordingly the liability of its members is limited. The Company and its activities and operations are principally regulated by the Act and the regulations made thereunder.

2.5 The Company's telephone number is +44(0)207 118 0852.

2.6 The accounting reference date of the Company is currently 29 March.

2.7 The Company's website is at: http://truspine.org/.

3. Share Capital of the Company

3.1 The Company's share capital on incorporation (8 December 2014) comprised one ordinary share with a nominal value of £0.01 (Founder Share). On 16 February 2015, the Founder Share was subdivided into 100 Shares with nominal value of £0.0001 each.

3.2 Since incorporation to the date of this Document, the Company has issued 17,618,635 Ordinary Shares by way of subscription for cash to raise in aggregate gross funding of £4,515,625 (prior to £414,500 being written off pursuant to the circumstances described in paragraph 3.6 below) and a further 6,270,833 Ordinary Shares for non-cash consideration (in relation to services performed or in lieu of certain liabilities.

3.3 The Ordinary Shares issued by way of subscription for cash have been allotted in five rounds as follows (references to aggregate funds raised in each round have been rounded to the nearest GBP (£):

3.3.1 **Round 1**: (Founder Round): 59,955,626 Ordinary Shares were issued in February 2015 at nominal value (£0.0001);

3.3.2 **Round 2**: 5,887,238 Ordinary Shares were issued between August 2016 and November 2016 at a value of £0.1995058973 per share, to raise in aggregate £1,174,539;

3.3.3 **Round 3**: 7,953,619 Ordinary Shares were issued between April 2016 and September 2019, at a value of £0.30 (subject to three exceptions) per share, to raise in aggregate £2,191,086.

(a) Round 3 covered four accounting periods and the number of shares allotted in each period is as follows:

(i) year ended 29 March 2017: 2,567,557;

(ii) year ended 29 March 2018: 2,553,499;

(iii) year ended 29 March 2019: 2,565,896; and

(iv) 1 April 2019 to 30 September 2019: 266,667.

(b) the three exceptions referred to at paragraph 3.3.3 above each relate to the year ended 29 March 2017 and are as follows:

(i) one shareholder received all of their 666,666 Ordinary Shares at a valuation of £0.15 per Ordinary Share;

(ii) one shareholder received all of their 200,000 Ordinary Shares at a valuation of £0.20 per Ordinary Share; and

(iii) one shareholder received all of their 250,000 Ordinary Shares for nominal consideration,

resulting in aggregate, gross funds raised of £575,267 for the period ended 29 March 2017;

(c) during the period covered by Round 3, the Company also issued 2,270,833 Ordinary Shares to certain individuals in lieu of certain liabilities, of which 937,500 were issued in the financial year ending 29 March 2018 and 1,333,333 were issued in the financial year ending 29 March 2019.

3.3.4 **Round 4**: 3,500,001 Ordinary Shares were issued between October 2019 and March 2020 at a value of £0.30 per Ordinary Share, to raise in aggregate £1,050,000; and

3.3.5 **Round 5**: 277,777 Ordinary Shares were issued between March 2020 and the date of this Document at a value of £0.36 per share, to raise in aggregate £100,000.

3.4 The Company has also issued a further 4,000,000 shares for non-cash consideration from 31 December 2019 up to the date of this Document in consideration for historic services performed by certain consultants for the Company.

3.5 The Company will issue 3,700,442 Ordinary Shares pursuant to the Pre-IPO Subscription on Admission at a subscription price of £0.36 per share to raise in aggregate £1,332,160. The Pre-IPO Subscription will bring the Company's total number of shares in issue to 87,778,967 and the total nominal value of its share capital to £8,777.8967.

3.6 A number of subscriptions for shares in the Company were made via The Enduro Partnership Limited ("**Enduro**"), which was appointed as an intermediary custodian by certain pension groups and their administrators ("**Enduro Investors**") during 2015 and 2016 and was responsible for advancing subscription monies from the Enduro Investors to the Company. The Company issued and allotted the full number of ordinary shares due to the Enduro Investors pursuant to the relevant subscription arrangements. However, there were a number of instances for which the full amount of subscription monies due from the Enduro Investors was not advanced by Enduro to the Company (resulting in a shortfall of approximately £414,500). Over time, it became apparent to the Company that the full amount would not be advanced by Enduro and the Company terminated all relations with Enduro pursuant to a letter dated 18 June 2018. The Company has undertaken its own analysis of the subscription amounts due from Enduro in relation to the Enduro Investors and has since concluded that Enduro had been paying part of the subscription monies to the Company, and retaining the other part of the subscription monies (totalling approximately £414,500) and not accounting for this amount to the Company. The unpaid amount has been written off as bad debt by the Company.

3.7 The Company's share premium account was partly cancelled, pursuant to a share capital reduction (which was approved by the Company's shareholders on 6 May 2020 and recorded at Companies House on 15 May 2020), by £2.25 million to £729,098.

3.8 Pursuant to the Act, with effect from 1 October 2009, the concept of authorised share capital was abolished and accordingly there is no limit on the maximum number of shares that may be allotted by the Company save for those restrictions set out in the Articles.

3.9 As at 18 August 2020 (being the latest practicable date prior to the issue of this Document), the issued and fully paid up share capital of the Company was as follows:

Issued and fully paid			
As at date of Document		*As at Admission*	
Number and Class	*Total Aggregate Amount (£)*	*Number and Class*	*Total Aggregate Amount (£)*
83,845,194 Ordinary Shares of £0.0001	£8,384.5194	87,778,967 Ordinary Shares of £0.0001 Each	£8,777.8967

3.10 Prior to Admission, the Company's share capital consists of one class of Ordinary Shares with equal voting rights (subject to the Articles) and the Ordinary Shares are freely transferable in both certificated and uncertificated form. No Shareholder has any different voting rights from any other Shareholder. The same rights will apply to the Company's Issued Share Capital following Admission.

General Meeting

3.11 A general meeting of the Company took place on 13 August 2020, at which the Company passed resolutions to retroactively approve the various allotments detailed from paragraphs 3.3.1 to 3.5 above. At the time these allotments were made the Directors' did not have sufficient authority to allot the Ordinary Shares, and there had been no disapplication of pre-emptions rights pursuant to section 561 of the Act in relation to thereto. Accordingly the following resolutions were passed on 13 August 2020 to correct this matter:

3.11.1 Resolution 1: An ordinary resolution to grant the Directors with authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Act up to the maximum aggregate nominal amount of £3,354;

3.11.2 Resolution 2: a special resolution to dis-apply the statutory rights of pre-emption in respect of the allotment of equity securities for cash under Section 561(1) of the Act up to an aggregate nominal amount of £3,354 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 1;

3.11.3 Resolution 3: a special resolution to ratify (i) the allotment of ordinary shares by the directors of the Company, which were allotted in contravention of section 551 of the Act incrementally throughout the period from August 2016 up to the date of the General Meeting, and (ii) the disapplication of pre-emption rights as if section 561(1) of the Act did not apply to such allotments; and

3.11.4 Resolution 4: a special resolution of the shareholders to waive any rights they may have pursuant to section 563 of the Act in relation to the contravention of section 561 of the Act in respect of the allotments.

4. Summary of the Articles of Association of the Company

Pursuant to section 31 of the Act, the objects for which the Company is established are unrestricted and the Company has full power and authority to carry out any object not prohibited by law. The Articles, which were adopted by special resolution passed on 28 May 2020, contain, *inter alia*, provisions to the following effect:

4.1 ***Voting rights***

At general meetings of the Company, on a show of hands every member holding Ordinary Shares who (being an individual) is present in person or by proxy or (being a corporation) is present by a duly authorised representative or by proxy, unless the proxy (in either case) or the representative is himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share held by him.

4.2 ***Variation of rights***

Subject to the provisions of the Act, if the capital of the Company is divided into different classes of shares, the rights attached to any class may be varied or abrogated (a) in such manner as may be provided by such rights or (b) in the absence of any such provision with the written consent of the holders of three quarters in nominal value of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of shares of that class.

4.3 ***Transfer of shares***

All transfers of certificated shares may be affected by transfer in writing in any usual or common form or in any other form acceptable to the Directors. All transfers of uncertificated shares shall be made in accordance with, and be subject to, the Uncertificated Securities Regulations 2001 and the facilities and requirements of the Relevant System concerned and subject thereto in accordance with any arrangements made by the Board.

4.4 ***Return of capital on a winding up***

On a winding up, the liquidator may, with the sanction of a special resolution and any other sanction required by law, divide among the members in specie the whole or any part of the assets of the Company and whether or not the assets shall consist of property of one kind or shall consist of properties of different kinds and for such purpose may set such value as he deems fair upon any one or more class or classes of property and may determine how such division shall be carried out as between members or classes of members as the liquidator determines.

4.5 ***Restrictions on shares***

If the Board is satisfied that a member, or any person appearing to be interested in shares in the Company, has been duly served with a notice under section 793 of the Act and is in default in supplying to the Company the information thereby required within a prescribed period after the service of such notice, the Board may serve on such member or on any such person a notice ("a direction notice") in respect of the shares in relation to which the default occurred ("default shares") directing that a member shall not be entitled to vote at any general meeting or class meeting of the Company. Where default shares represent at least 0.25 per cent. of the class of shares concerned the direction notice may in addition direct that any dividend (including shares issued in lieu of a dividend) which would otherwise be payable on such shares shall be retained by the Company without liability to pay interest and no transfer of any of the shares held by the member shall be registered unless it is a transfer on sale to a *bona fide* unconnected third party, or by the acceptance of a take-over offer or through a sale through a recognised investment exchange as defined in the FSMA.

4.6 ***Pre-emption***

Subject to the provisions of the Act and any resolution of the Company relating thereto or relating to any authority to allot any shares in the Company or grant any right to subscribe for or convert any securities into any shares of the Company, the Directors may allot (with or without conferring a right of renunciation), grant options over offer or otherwise deal with or dispose of shares of the Company to or in favour of such persons on such terms and conditions at a premium or at par and at such times as the Directors think fit.

4.7 ***Share capital***

The Company may, from time to time by ordinary resolution, (a) consolidate and divide all or any of its shares into shares of larger amount; or (b) sub-divide all or any of its shares into shares of smaller amount.

The Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any manner authorised and subject to the provisions of the Act.

4.8 ***Purchases and redemption***

Subject to the provisions of the Act, the Company may purchase its own shares (including redeemable shares).

4.9 ***Borrowing powers***

Subject to the provisions of the Act, the Board may exercise all the powers of the Company to borrow money and to mortgage or charge all or any part of its undertaking, property and assets (both present and future), including its uncalled capital, and to issue debentures and other securities, whether outright or as collateral security, for any debt, liability or obligation of the Company or of any third party.

4.10 ***Dividends and other distributions***

Subject to the provisions of the Act, the Company may, by ordinary resolution in general meeting, declare dividends in accordance with the respective rights of the members, but no dividend shall exceed the amount recommended by the Board. The Board may pay interim dividends if it appears to them that the profits available for distribution justify the payment.

All dividends shall be apportioned and paid proportionately to the amounts paid up on the shares during any portion or portions of the period in respect of which the dividend is paid.

Any dividends or other sums payable on or in respect of a share unclaimed for one year after having been declared may be invested or otherwise made use of by the Directors for the benefit of the Company until claimed. Any dividend unclaimed after a period of twelve years from the date on which it became due for payment shall be forfeited and shall revert to the Company.

The Board may, if authorised by an ordinary resolution of the Company in general meeting, offer members the right to elect to receive Ordinary Shares credited as fully paid up instead of cash, in respect of the whole (or some part, to be determined by the Board) of any dividend specified by the ordinary resolution.

4.11 ***Directors***

At every annual general meeting any Directors:

(a) who have been appointed by the Directors since the last annual general meeting; or

(b) who were not appointed or reappointed at one of the preceding two annual general meetings must retire from office and may offer themselves for reappointment by the members.

The Directors may resolve to authorise a matter proposed to them which would otherwise result in a Director infringing his duty under section 175 of the Act to avoid a situation in which he has, or can have, a direct or indirect interest that conflicts, or possibly may conflict, with the interests of the Company and which may reasonably be regarded as likely to give rise to a conflict of interest.

The Directors who do not hold executive office shall be paid by way of fees for their services as directors such sums as the Board may from time to time determine.

Each Director shall be entitled to any reasonable expenses as he may properly incur, including in attending meetings of the Board, committees of the Board, general meetings or separate meetings of any class of shares or of debentures of the Company.

Unless otherwise determined by ordinary resolution of the Company, the number of Directors shall not be less than two but is not subject to any maximum (unless determined by ordinary resolution). A Director shall not be required to hold any shares in the Company by way of qualification.

The Directors may purchase and maintain insurance at the expense of the Company for a person who is, or was at any time, a Director, officer or employee of the Company or any other body in which the Company is or has been interested, against any liability incurred by such persons in respect of any act or omission in the actual or proposed exercise of their powers and/or otherwise is relative to their duties, powers or offices in relation to the Company or any such other company, body or pension fund.

4.12 ***Authorisation and Notification of interests***

The Board may authorise a matter in respect of any situation in which a Director has, or can have, a direct or indirect interest that conflicts with the interests of the Company, provided that:

(a) the Director has declared the full nature and extent of the situation to the Board; and

(b) the Directors (other than the conflicted Director who shall not be counted in the quorum at any meeting of the Directors and shall not vote on any resolution of the Directors in relation to such authorisation) may resolve to authorise the conflict and determine the continuing performance by the Director of his duties in relation to such matter.

4.13 ***Overseas members***

A member who (having no registered address in the UK) has not supplied to the Company an address for the service of notice within the UK at which notices may be given to him or an address to which notices may be sent using electronic communications shall not be entitled to receive notices from the Company.

4.14 ***Meetings of Shareholders***

Subject to the requirement to convene and hold annual general meetings in accordance with the requirements of the Act, the Board may call general meetings whenever and at such times and places as it shall determine and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene a general meeting in accordance with the requirements of the Act. An annual general meeting shall be called by at least 21 days' notice. All general meetings shall be called by at least 14 days' notice. Subject to the provisions of the Articles and to any restrictions imposed on any shares, the notice shall be given to all the members, the Directors and the auditors for the time being of the Company. The notice shall specify the time and place of the meeting and notice convening a meeting to pass a special resolution shall specify the intention to propose the resolution as such. The accidental omission to give notice of a meeting, or to send a form of proxy with a notice where required by the Articles, to any person entitled to receive the same, or the non-receipt of a notice of meeting or form of proxy by any person, shall not invalidate the proceedings of that meeting. The appointment of a proxy shall be executed by or on behalf of the appointer. Delivery of a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned. A member may appoint more than one proxy to attend on the same occasion. A corporation which is a member of the Company may authorise such person as it thinks fit to act as its representative at any meeting of the Company or at any separate meeting of the holders of any class of shares.

4.15 ***CREST***

The Articles are consistent with CREST membership and, *inter alia*, allow for the holding and transfer of securities of the Company in uncertificated form. Application will be made for the admission of the Ordinary Shares into CREST with effect from Admission.

5. Directors' Interests

5.1 On Admission the interests of the Directors and their immediate families and, so far as they are aware having made due and careful enquiries, of persons connected with them (all of which are beneficial, unless otherwise stated) (so far as is known to the Directors, or could with reasonable diligence be ascertained by them) (within the meaning of sections 252 to 254 of the Act) in the Issued Share Capital is and will be as follows:

Name	*Number of Ordinary Shares on Admission*	*% of Issued Share Capital*
Martin Charles Armstrong	333,333*	0.38%
Norman Alec Charles Lott	1,750,000	1.99%
Ian Anthony Roberts	861,111**	0.98%
Annabel Martha Schild	4,166,667	4.75%
Dr Timothy Hugh David Evans	166,667***	0.19%

* Martin Armstrong's Ordinary Shares are held by Cheam Marketing Consultants Limited, a company which Martin Armstrong is the ultimate beneficial owner of.

** Ian Roberts' shareholding includes 361,111 Ordinary Shares held by his spouse.

*** Dr Timothy Evans' Ordinary Shares are held by Mortgage Matter Company SSAS, a small self-administered pension scheme of which Timothy Evans is a trustee and beneficiary.

5.2 The Company and the Directors are not aware of any arrangements or operations which may, at a subsequent date, result in a change in control of the Company, or, that the Company is owned or controlled directly or indirectly by any entity.

5.3 Save as disclosed in paragraphs 5.1 above and 6.1 below, as at the date of this Document, the Directors are not aware of any interest which will immediately following Admission represent 3 per cent. or more of the Issued Share Capital or voting rights of the Company or of any person who, directly or indirectly, jointly or severally, exercises or could exercise control of the Company.

5.4 There are no outstanding loans granted or guarantees provided by the Company to or for the benefit of any of the Directors.

5.5 No Director has any interest, whether direct or indirect, in any transaction which is or was unusual in its nature or conditions or significant to the business of the Company taken as a whole and which was effected by the Company during the current or immediately preceding financial year, or during any earlier financial year and which remains in any respect outstanding or unperformed.

6. Significant Shareholders

6.1 As at 18 August 2020 (being the latest practicable date prior to the publication of this Document), the Company has been notified or is aware of the following holdings which will, following Admission, represent more than 3 per cent. of the Issued Share Capital or voting rights of the Company:

Name	*Number of Ordinary Shares on Admission*	*% of Issued Share Capital*
LCS Trust	20,000,000	22.78%
FocusPlay Retirement Benefit Scheme	4,629,905	5.27%
Annabel Martha Schild	4,166,667	4.75%

6.2 The Company is not, so far as it is aware, directly or indirectly owned or controlled by another person or entity.

7. Directors' Terms of Appointment

The Company has entered into service agreements and letters of appointment with its board members. Summaries of these service agreements and letters of appointment have been included below:

Executive Director Service Agreements

7.1 ***Service Agreement with Ian Roberts***

On 17 February 2020, Ian Roberts entered into a service agreement with the Company, under the terms of which he has agreed to act as Chief Executive Officer of the Company. The service agreement is effective from 17 February 2020 and may be terminated by either party giving not less than six (6) months' notice in writing. The fee payable by the Company in consideration for the performance of the services is £70,000 per annum, increasing to £100,000 per annum upon Admission, in each case payable in monthly instalments. Ian Roberts is also entitled to 2.5 per cent. of the enlarged issued share capital in the Company (as at Admission) in Options as part of his remuneration package.

The Director's fees will be reviewed by the Remuneration Committee on the first anniversary of Admission or upon the FDA approval of either of the Products, whichever is earlier. The service agreement is governed by the laws of England and Wales.

7.2 ***Service Agreement with Norman Lott***

On 3 March 2020, Norman Lott entered into a service agreement with the Company, under the terms of which he has agreed to act as Chief Financial Officer of the Company. The service agreement is effective from the date of Admission and may be terminated by either party giving not less than three (3) months' notice in writing. The fee payable by the Company in consideration for the performance of the services is £60,000 per annum payable in equal monthly instalments. The Director's fees will

be reviewed by the Remuneration Committee on the first anniversary of Admission or upon the FDA approval of either of the Products, whichever is earlier. The service agreement is governed by the laws of England and Wales.

Non-Executive Director Letters of Appointment

7.3 ***Letter of Appointment with Martin Armstrong***

On 2 June 2020, Martin Armstrong signed a letter of appointment with the Company, pursuant to which he agreed to act as an Independent Non-Executive Director of the Company. The appointment is effective from the date of Admission and may be terminated by either party giving to the other not less than one (1) month's notice in writing. The fee payable to Martin Armstrong is £12,000 per annum. The letter of appointment is governed by the laws of England and Wales.

7.4 ***Letter of Appointment with Annabel Schild***

On 29 May 2020, Annabel Schild signed a letter of appointment with the Company, pursuant to which she agreed to act as an Independent Non-Executive Director of the Company. The appointment is effective from the date of Admission and may be terminated by either party giving to the other not less than one (1) month's notice in writing. The fee payable to Annabel Schild is £12,000 per annum. The letter of appointment is governed by the laws of England and Wales.

7.5 ***Letter of Appointment with Dr Timothy Evans***

On 29 May 2020, Timothy Evans signed a letter of appointment with the Company, pursuant to which he agreed to act as an Independent Non-Executive Director of the Company. The appointment is effective from the date of Admission and may be terminated by either party giving to the other not less than one month's notice in writing. The fee payable to Timothy Evans is £12,000 per annum. The letter of appointment is governed by the laws of England and Wales.

Save as referred to above, there are no service agreements or letters of appointment in existence between any of the Directors and the Company.

The aggregate remuneration paid (including any contingent or deferred compensation) and benefits in kind granted to the Directors by the Company during the financial period ended 29 March was £79,917 and £13,000 in the 6 months to 30 September 2019. The Company has set aside or accrued £Nil to provide pension, retirement or similar benefits.

Key Consultants Terms of Engagements

Summaries of the terms of engagement between the Company and its key consultants are set out at paragraphs 9.2 to 9.7 of this Part IV.

7.6 ***Medical Advisory Board***

The Company has constituted a medical advisory board who will provide scientific and medical knowledge and insight to the Directors in relation to the development, manufacture, marketing and sale of the Products. The Medical Advisory Board will comprise four individuals whose names are as follows:

Leon Liem
Richard Bassin
Mark Smith
William Lavelle

Further details on the Medical Advisory Board are set out at Paragraph 15 of Part I of this Document.

Each member of the Medical Advisory Board will enter into a letter of appointment with the Company effective on or before Admission. Such letters of appointment shall be made on substantially identical terms for each member as follows. The services to be performed by each member of the Medical Advisory Board shall relate specifically to the scientific and technical aspects of the development, testing, marketing and commercialisation of the Products. The Medical Advisory Board will not be entitled to a monthly fee in connection with their engagement but will be entitled to participate in the Company's Option Plans. The letters of appointment with each member of the Medical Advisory Board are governed by the laws of England and Wales.

8. Additional Information on the Directors

8.1 Biographies for each of the Directors are set out at Paragraph 14 of Part I of the Document.

8.2 In addition to directorships of the Company, the Directors hold or have held the following directorships (including directorships of companies registered outside England and Wales) or have been partners in the following partnerships within the five years prior to the date of this Document:

Director	*Current Directorships*	*Past Directorships*
Martin Charles Armstrong	Cheam Marketing Consultants Limited Choiceforce Limited Prizelawn Developments Limited TBA Company Secretarial Limited TruSpine Technologies Plc Turpin Barker Armstrong Wheatley Road Management Company Limited Whiteoak Developments Limited	None
Norman Alec Charles Lott	Business Comply Limited Copian Capital Investments Ltd Copian Capital Partners Ltd Critical Flow Limited Critical Flow Technologies International Limited Medilink Global (UK) Limited Music Vault Films Ltd OPP Systems Ltd Papa Entertainment Limited Percipience IPR Ltd Sciencom Limited Trafalgar Property Group Plc TruSpine Technologies International Limited TruSpine Technologies Plc	African Land Ltd Euro SI Ltd Haleride Limited Nordic Panorama Plc Percipience Analytics Limited Regen Biotech Ltd Regen Therapeutics Ltd Roli Books (UK) Ltd Skywalker Investments Plc Tiger Books International Plc
Ian Anthony Roberts	TruSpine Technologies International Limited TruSpine Technologies Plc	Bethian Asset Management Limited Imperia Financial Solutions Limited
Annabel Martha Schild	Laurus Properties Limited TruSpine Technologies Plc	MW Restaurants Ltd Fratelli Holdings Ltd Caffe Fratelli Limited Caffe Fratelli Franchise Limited Putney High Street Partners Limited Liability Partnership Belou Properties LLP
Dr Timothy Hugh David Evans	Mothers2mothers (UK) Ltd Blossom House School Limited TruSpine Technologies Plc	Naturally Healthy Women Limited Lanend Limited

8.3 Norman Lott was a director of African Land Limited which was (amongst others, including primarily Capital Alternatives Limited) involved in an FCA proceeding on the basis that its operations constituted an unauthorised collective investment scheme ("**CIS**"). Operating a CIS is a regulated activity and only authorised firms and individuals are permitted to operate them. The proceeding related to African Land Limited's involvement with Capital Alternatives Limited during 2009 and 2013 in a scheme which sold individual acres of land in Sierra Leone for the purpose of growing and selling rice. The judge found in favour of the FCA on the basis that the land, which was individually let, was managed as a whole by these companies, thereby rendering it a CIS. Norman Lott resigned as a director of African

Land Limited on 18 July 2014. The proceedings took place in October 2017. Norman Lott was not named or criticised in the proceedings.

8.4 Dr Timothy Evans was a director of Naturally Healthy Women Limited which entered into creditors' voluntary liquidation on 5 March 2019. Dr Timothy Evans is still recorded as a director of Naturally Healthy Women Limited with Companies House.

8.5 Annabel Schild was a director of Caffe Fratelli Limited and Fratelli Holdings Ltd which entered into creditors' voluntary liquidation on 10 October 2018 and 24 April 2019 respectively. Annabel Schild resigned as a director from both companies on 6 October 2017.

8.6 Ian Roberts was a director of Bethian Asset Management Limited and Imperia Financial Solutions Ltd which were dissolved via compulsory strike off on 7 August 2018 and 28 February 2017 respectively. In each case Ian Roberts' directorship was terminated on the date of dissolution.

8.7 Save as disclosed in paragraphs 8.3 to 8.6 above none of the Directors has:

8.7.1 had any previous names;

8.7.2 any convictions in relation to fraudulent offences;

8.7.3 had any bankruptcy order made against him or entered into any voluntary arrangements;

8.7.4 been a director of a company which has been placed in receivership, insolvent liquidation, administration, been subject to a voluntary arrangement or any composition or arrangement with its creditors generally or any class of its creditors whilst he was a director of that company or within the 12 months after he ceased to be a director of that company;

8.7.5 been a partner in any partnership which has been placed in insolvent liquidation, administration or been the subject of a partnership voluntary arrangement whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

8.7.6 been the owner of any assets or a partner in any partnership which has been placed in receivership whilst he was a partner in that partnership or within the 12 months after he ceased to be a partner in that partnership;

8.7.7 been publicly criticised by any statutory or regulatory authority (including recognised professional bodies); or

8.7.8 been disqualified by a court from acting as a director of any company or from acting in the management or conduct of the affairs of a Company.

8.8 Save as disclosed in this Document, so far as the Directors have been able to ascertain, none of the Directors has currently, or has had previously, any conflict of interest between any duties to the Company and their private interests or any duties they owe.

9. Material Contracts

Commercial

9.1 ***IP Sale Agreement dated 26 February 2015 as amended by an Addendum dated 20 May 2020***

On 26 February 2015 the Company entered into an intellectual property sale agreement with Professor Frank Boehm ("**Original IP Agreement**") pursuant to which Frank Boehm agreed to sell to the Company all rights, title and interest to the Patents identified below and certain technical information relating thereto:

Invention Disclosed	*Relevant Proposed Product*	*Application Number*	*Filing Date (month/date/ year)*	*Application Type*
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Faci-LOK and Cervi-LOK	PCT/US16/13030	1/12/2016	(PCT) International Application
Spinal Stabilization without implantation of hardware into the vertebrae proper or violation of cortical bone	Faci-Lok and Cervi-LOK	62/102,581	1/12/2015	US Provisional Application

On 28 May 2020, the parties entered into an Addendum to the Original IP Agreement. Amongst other things, under the Addendum, the definition of Intellectual Property Rights was amended to include the following new patent applications that were made following the date of the Original IP Agreement:

Invention Disclosed	*Relevant Proposed Product*	*Application Number*	*Filing Date (month/date/ year)*	*Application Type*
Spinal Stabilization without implantation of hardware into the vertebrae proper or violation of cortical bone	Faci-LOK and Cervi-LOK	15/646,615 (now issued patent 10,687,866)	7/11/2017 (issued on 06/23/2020)	US Utility Application
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Faci-LOK and Cervi-LOK	62/592,819	11/30/2017	US Provisional Application
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Faci-LOK and Cervi-LOK	PCT/US19/63751	11/27/2019	Patent Convention Treaty (PCT) International Application
Device and method to establish stabilization of the cervical spine without implantation of hardware or violation of the cortical bone	Cervi-LOK	16/206,509	11/30/2018	US Utility Application
Minimally Intrusive Cervicothoracic Laminoplasty System	GRASP Laminoplasty	62/833,330	4/12/2019	US Provisional Application

The Addendum also provided that the consideration due for the sale of the Intellectual Property Rights is the allotment by the Company of 20,000,000 Ordinary Shares in the Company to a family trust nominated by Frank Boehm, being the LCS Trust, of which Janice Lee Stone is the sole trustee and Janice Lee Stone and Lilianna Stone are the sole beneficiaries.

Pursuant to the Addendum, Frank Boehm agrees to grant an exclusive license to the Company to use the Intellectual Property Rights and technical information, pending registration of the same into the Company's name, as well as any improvement thereof, on a worldwide basis. The Addendum also gives the Company power of attorney in relation to the Intellectual Property Rights and technical information until such time that the Company is registered as the owner.

Frank Boehm gives certain standard warranties in relation to title to and the validity of the Intellectual Property Rights and technical information transferred under the Original IP Agreement and the Addendum. Both the Original IP Agreement and the Addendum are governed in accordance with the laws of England and Wales.

Agreements with Commercial Partners

9.2 ***Master Services Agreement and Statement of Work with Lincotek MEDICAL LLC (Lincotek")***

On 1 March 2020, TruSpine US entered into a master services agreement ("**MSA**") and an associated statement of work ("**SOW**") with Lincotek, pursuant to which Lincotek agreed to provide product development, testing and manufacturing services in relation to the Products. The current SOW relates specifically to the Cervi-LOK Product and includes the product development phases of the product from prototype, through 510(k) FDA clearance to design transfer and launch. The total fees payable by TruSpine US in consideration for the services under this SOW are USD$293,000 (not including additional expenses) split into monthly instalments of USD$27,000 and for which a deposit of three months of fees (USD$81,000) has been paid. The estimated project duration under the statement of work is 15 months.

The MSA contains a broad indemnity given by TruSpine US in favour of Lincotek for any breach of intellectual property rights, personal injury, property damage, negligence or wilful misconduct on the part of the TruSpine US. The MSA continues in force for a period of 5 years from the effective date or the duration specified under any statement of work entered into thereunder and automatically renews for successive one year periods unless, in the event that all services outstanding under a statement of work have been completed, either party provides 90 days' prior written notice not to renew the agreement. The agreement is governed by the laws of the state of Texas.

9.3 ***Master Consulting Services Agreement with Emergo Global Consulting LLC***

On 18 February 2020, TruSpine US entered into a Master Consulting Services Agreement with Emergo Global Consulting LLC ("**Emergo**"), pursuant to which Emergo agreed to provide consultancy services to TruSpine US, in relation to making a pre-submission to the FDA in relation to the Company's Cervi-LOK product. The services include, amongst other things (i) determining what information needs to be provided to the FDA, (ii) the preparation of FDA pre-submission documents; and (iii) attending a pre-submission meeting or call with the FDA. Emergo warrants that the services will be performed in accordance with the agreement, the schedule of work and generally recognised industry standards for similar services.

In consideration for the services, TruSpine US agreed to pay a total fee of USD$19,500. Fifty per cent. of the fee is payable up front as a deposit, and the remaining fifty per cent. will be invoiced when the services are performed. The agreement continues in force until terminated by mutual agreement between the parties, or (i) on 10 days' prior written notice by TruSpine US; (ii) on 30 days written notice by Emergo, or (iii) by Emergo for "good cause" as defined in the agreement. Emergo's liability for any claim under the agreement is limited to the total fee payable by TruSpine US.

9.4 ***Consultancy Services Agreement and Predicate Data Licence Agreement with Orthokinetic LLC***

On 20 April 2020, the Company entered into a consultancy services agreement with Orthokinetic Technologies LLC ("**Orthokinetic**"), pursuant to which Orthokinetic agreed to provide consultation and assistance with regulatory and test strategies and analyses in relation to the Company's Products, including in relation to the Company's FDA 510(k) clearance strategy and test plan. The agreement continues in force for a term of one year unless it is terminated sooner by the Company (upon 30 days' prior written notice) or Orthokinetic on 60 days' prior written notice, or in the event that the work is completed. Consultancy services provided by Orthokinetic are charged at a rate of USD$400 per hour and the estimated total cost of the services is USD$14,300. The agreement is governed in accordance with the laws of the state of North Carolina.

Alongside the Consultancy Services Agreement, the Company has also entered into a Predicate Data Licence Agreement with Orthokinetic dated 29 April 2020, pursuant to which Orthokinetic agrees to grant a perpetual, non-exclusive, worldwide license (without the right to sub-licence) to the Company, to use certain predicate data in any legal manner whatsoever, including in connection with a regulatory filing. The cost for the licence is USD$9,500 which is included as part of the total cost (USD$14,300) provided under the Consultancy Services Agreement. The Predicate Data Licence Agreement is governed in accordance with the laws of the state of North Carolina.

9.5 ***Consultancy Agreement with J Lee S Consultants LLC***

The Company has entered into a consultancy agreement with J Lee S Consultants LLC ("**JLSC**") which came into effect on 30 April 2020, pursuant to which JLSC agreed to procure that Professor Frank Boehm and Janice Lee Stone perform certain services in relation to the development and commercialisation of the Technologies. The fees payable by the Company in consideration for the services are USD$10,000 each month and JLSC are not entitled to any equity in the Company. JLSC are also entitled to milestone payments upon the achievement of certain Company milestones as follows:

- USD$10,000 for the publication of a patent application (where the Company has agreed to the same);
- USD$20,000 for the issuance of a patent; and
- USD$25,000 for an FDA Clearance relating to the IP.

The agreement provides that any intellectual property which is developed by Frank Boehm or Janice Lee Stone during their performance of the services, and which relate to the Technologies, will be owned exclusively by the Company.

The consultancy agreement is for an initial term of two years and shall continue thereafter on a rolling annual basis if not terminated prior. Either party may terminate the agreement by giving one year's written notice. The consultancy agreement is governed by the laws of Illinois.

Consultancy Agreements

9.6 ***Consultancy Agreement with Copian Capital Partners Limited***

On 5 May 2020, the Company entered into a consultancy agreement with Copian Capital Partners Limited ("**Copian**") pursuant to which Copian agreed to provide consultancy services in relation to short term pre-IPO funding, the IPO process and ongoing management support. The consideration payable in respect of the services is as follows:

- an introductory fee of 5 per cent. of the total pre-IPO funding introduced by Copian or its agents;
- an introductory fee of 2.5 per cent. of the total IPO funding introduced by Copian or its agents;
- £5,000 per month during the pre-IPO period from the commencement date to Admission;
- £6,000 per month for the 12 months following Admission, and thereafter if the agreement is extended; and
- a £35,000 success fee which becomes due on successful introduction to a registered stock exchange through IPO.

Copian has introduced £1,360,000 worth of total IPO funding and therefore is entitled to receive £34,000 (being 2.5 per cent. of the funds introduced) in addition to the £35,000 success fee, resulting in a total aggregate fee of £69,000 due to Copian, pursuant to their engagement Letter. Copian has agreed with the Company that such sum is to be satisfied by the issue of the Copian Fee Shares on Admission.

The agreement is for an indefinite term and may be terminated by either party giving three months' written notice to the other, but only after the expiry of a period of 12 months from Admission. The agreement is governed by the laws of England and Wales.

9.7 ***Consultancy Agreement with Peter Houghton***

On 1 October 2019, the Company entered into a consultancy agreement with Peter Houghton pursuant to which Peter Houghton agreed to perform certain marketing, sales and promotional services for the Company in relation to the Products. The fee payable by the Company in consideration for the services is USD$6,250 per month. The agreement also provides that Peter Houghton will be eligible to retain his existing equity award of 1,500,000 Ordinary Shares in the Company and be eligible to receive additional equity awards subject to the attainment of certain milestones. The consultancy agreement is for an indefinite period and may be terminated by either party giving one month's written notice. The consultancy agreement is governed by the laws of England and Wales.

Real Estate

9.8 ***Licence to Occupy with Copian Capital Partners Limited – Principal Business Address***

On 1 April 2020, the Company entered into a licence to occupy agreement with Copian Capital Partners Limited in respect of the property at Spectrum House Af33 Beehive Ring Road, London Gatwick Airport, Gatwick, RH6 0LG, its principal office address. The agreement is for an indefinite term until terminated and the licence fee is £600.40 per month. The licence to occupy is governed by the laws of England and Wales.

Other Material Contracts

9.9 ***Settlement Agreement made between the Company and Adam V. Ciccarino***

The Company entered into a settlement agreement with Adam V. Ciccarino ("**AC**") on 11 May 2020 in respect of historic consultancy services provided by AC to the Company. Under the terms of the agreement, the Company procured the issuance to AC of 400,000 Ordinary Shares in the capital of the Company at nominal value for no cash consideration by way of compensation for the historic services.

The shares issued to AC were issued in full and final settlement of any and all claims of rights of action that AC has, or may have, against the Company or any of its group companies (including any of their officers, employees or workers) arising out of or in relation to the performance of AC's services. AC also warrants to the Company that he has no right or interest whatsoever in any intellectual property which was or may have been developed or created by him (in whole or in part) during the performance of his services, and that such intellectual property is solely owned (legally and beneficially) by the Company.

The terms of the settlement agreement are governed by the laws of England and Wales, and the courts of England and Wales shall have exclusive jurisdiction.

9.10 ***Settlement Agreement made between the Company and Bob Suluzzo***

The Company entered into a settlement agreement with Bob Suluzzo ("**BS**") on 7 May 2020 in respect of historic consultancy services provided by BS to the Company. Under the terms of the agreement, the Company procured the issuance to BS of 350,000 Ordinary Shares in the capital of the Company at nominal value for no cash consideration by way of compensation for the historic services.

The remaining terms of the agreement are made on the exact terms as those detailed above in relation to the settlement agreement made between the Company and Adam Ciccarino at paragraph 9.9 above.

9.11 ***Settlement Agreement made between the Company and George T. Halleck***

The Company entered into a settlement agreement with George T. Halleck ("**GH**") on 11 May 2020 in respect of historic consultancy services provided by GH to the Company. Under the terms of the agreement, the Company procured the issuance to GH of 600,000 Ordinary Shares in the capital of the Company at nominal value for no cash consideration by way of compensation for the historic services.

The remaining terms of the agreement are made on the exact terms as those detailed above in relation to the settlement agreement made between the Company and Adam Ciccarino at paragraph 9.9 above.

9.12 ***Settlement Agreement made between the Company and Richard M. Rafferty***

The Company entered into a settlement agreement with Richard M. Rafferty ("**RR**") on 7 May 2020 in respect of historic consultancy services provided by RR to the Company. Under the terms of the agreement, the Company procured the issuance to RR of 400,000 Ordinary Shares in the capital of the Company at nominal value for no cash consideration by way of compensation for the historic services.

The remaining terms of the agreement are made on the exact terms as those detailed above in relation to the settlement agreement made between the Company and Adam Ciccarino at paragraph 9.9 above.

Material Contracts relating to Admission

9.13 ***Lock-In and Orderly Market Agreements***

9.13.1 *PDMR Lock-In*

On Admission the Company will enter into a lock-in and orderly market agreement between (1) the Persons Discharging Managerial Responsibility, being the Directors and Peter Houghton ("**PDMRs**"), (2) the Company (3) WH Ireland and (4) Cairn, (the "**PDMR Lock-In Agreement**") pursuant to which the Persons Discharging Managerial Responsibility agree with Cairn, WH Ireland and the Company not to dispose of any Ordinary Shares held by them for a period of 12 months from Admission (the "**Lock-In Period**"). In addition, each of the PDMRs have undertaken to the Company, WH Ireland and Cairn not to dispose of their Shares for a period of 12 months after the end of the Lock-In Period without first consulting the Company, WH Ireland and Cairn in order to maintain an orderly market for the Shares. Certain disposals are excluded from the PDMR Lock-In Agreement including those relating to acceptance of a general offer made to all Shareholders, pursuant to a court order or as otherwise agreed to by Cairn, WH Ireland and the Company. The PDMR Lock-In Agreement also contains covenants given by the PDMRs to use all their reasonable endeavours to ensure that any persons deemed to be connected with them also adhere to the terms of the PDMR Lock-In Agreement.

Martin Armstrong's Ordinary Shares are held by Cheam Marketing Consultants Limited, a company registered in England of which Martin Armstrong is the ultimate beneficial owner.

Dr Timothy Evans' Ordinary Shares are held by Mortgage Matter Company SASS, a small self-administered pension scheme of which Dr Timothy Evans is a trustee and beneficiary.

9.13.2 *The LCS Trust Lock-In*

The LCS Trust is the single largest shareholder in the Company holding 20,000,000 Ordinary Shares (approximately 22.8 per cent. of the Company's entire issued share capital) as at Admission. The LCS Trust acquired its 20,000,000 Ordinary Shares pursuant to the IP Sale Agreement referred to in paragraph 9.1 of this Part IV.

On Admission the Company will enter into a lock-in and orderly market agreement between (1) the LCS Trust, (2) the Company, (3) WH Ireland, and (4) Cairn (the "**LCS Lock-In Agreement**"), pursuant to which the LCS Trust agrees with Cairn, W H Ireland and the Company not to dispose of any Ordinary Shares held by them for a period of 12 months from Admission. In addition, the LCS Trust has undertaken to the Company, WH Ireland and Cairn not to dispose of their Shares for a period of 12 months after the end of the Lock-In Period without first consulting the Company, WH Ireland and Cairn in order to maintain an orderly market for the Shares. The LCS Trust Lock-In Agreement also contains covenants given by LCS Trust to use all their reasonable endeavours to ensure that any persons deemed to be connected with them also adhere to the terms of the LCS Trust Lock-In Agreement. The LCS Lock-In Agreement is made on substantially identical terms to the PDMR Lock-In Agreement.

9.13.3 *Locked-in Parties Lock-in*

On Admission the Company will enter into a lock-in agreement between (1) the Locked-In Parties, (2) the Company, (3) WH Ireland, and (4) Cairn (the "**Locked-In Parties Lock-In Agreement**"), pursuant to which the Locked-In Parties agree with Cairn, W H Ireland and the Company not to dispose of any Ordinary Shares held by them for a period of 12 months from Admission. There are no orderly market restrictions of the kind described at paragraphs 9.13.1 and 9.13.2 above. Save for that difference the Locked-in Parties Lock-In Agreement is made on substantially identical terms to the PDMR Lock-In Agreement. The Locked-In Parties Lock-In Agreement also contains covenants given by the Locked-In Parties to use all their reasonable endeavours to ensure that any persons deemed to be connected with them also adhere to the terms of the Locked-In Parties Lock-In Agreement.

9.14 ***Introduction Agreement***

On Admission, the Company and the Directors entered into an introduction agreement ("I**ntroduction Agreement**") with Cairn as the Company's corporate adviser. Under the terms of the Introduction Agreement, the Company and the Directors have given certain customary warranties (and the Company has given indemnities) to Cairn in connection with Admission and other matters relating to the Group and its affairs. Cairn may terminate the Introduction Agreement in certain specified circumstances prior to Admission, principally if any of the warranties have ceased to be true and accurate or shall have become misleading or in the event of circumstances existing which make it impracticable or inadvisable to proceed with Admission. The liability of the Directors in respect of a breach of the warranties given in the Introduction Agreement is limited in time and amount. The liability of the Company pursuant to the Introduction Agreement is unlimited by time and amount. The Introduction Agreement is subject to the satisfaction or waiver of a number of conditions, including Admission. Such conditions must be satisfied (or where possible, waived) by 20 August 2020.

9.15 ***Cairn Financial Advisers LLP Engagement Letter***

Pursuant to an engagement letter dated 19 December 2019, Cairn Financial Advisers ("**Cairn**") agreed to act as the Company's corporate adviser in relation to the Company's proposed Admission to the previously named NEX Exchange (now Aquis Stock Exchange). In consideration for the services provided under the letter of engagement, the Company agreed to pay Cairn a transaction fee of £75,000.

It has been subsequently agreed between the Company and Cairn that Cairn will receive an additional £15,000 in respect of services carried out by Cairn in connection with Admission, such sum to be satisfied by the issue of the Cairn Fee Shares on Admission.

9.16 ***Cairn Financial Advisers LLP Corporate Adviser Agreement***

On Admission, the Company entered into a corporate adviser agreement with Cairn pursuant to which, conditional upon Admission, the Company appointed Cairn to act as its corporate adviser for the purposes of the Aquis Stock Exchange Rules. The Company agreed to pay Cairn an annual retainer of £25,000 per annum.

9.17 ***Cairn Financial Advisers LLP Warrant Letter and Instrument***

Pursuant to a letter dated 19 December 2019 ("**Warrant Letter**"), the Company agreed to grant Cairn warrants over such number of Ordinary Shares as constitute one (1) percent of the Company's issued share capital on Admission ("**Warrants**"). Such Warrants shall be exercisable at a price of £0.36 for a period of five years following Admission.

On Admission, the Company entered into a warrant instrument for the purpose of granting the Warrants pursuant to the Warrant Letter.

9.18 ***Broker Agreement with WH Ireland Limited***

The Company has engaged WH Ireland to act as the Company's broker in connection with its proposed admission to trading on the NEX Exchange (all references are deemed varied to the Aquis Exchange Growth Market – see below). The term of the appointment commenced on 17 March 2020 and shall continue for a period of 12 months and shall continue until terminated by either party giving at least 3 months' written notice.

WH Ireland's fees are to be satisfied as follows:

- a fee of £10,000 plus VAT on publication of the research communications to institutional investors and the private client broking community; and
- subject to and conditional upon Admission, an annual retainer fee of £30,000, of which 50 per cent. will be satisfied in cash and 50 per cent. will be satisfied in new shares issued at the prevailing mid-market price, quarterly in advance.

The annual retainer fee will increase on each anniversary of the engagement in accordance with changes over each such year.

The Company also agrees to pay WH Ireland a commission (typically 6 per cent.) of the money raised from investors introduced by WH Ireland whilst its shares are trading.

Although the engagement letter refers to the NEX Exchange, it is understood by both parties that in light of the change of ownership of the exchange, these references are intended to be substituted for references to the Aquis Stock Exchange Growth Market.

9.19 ***Registrar Agreement***

The Company engaged Share Registrars Limited on 9 December 2019 to act as the Company's registration agent to maintain the Company's registers and produce reports. The Company has agreed to pay the Registrar's fees on a quarterly basis. The agreement is governed by the laws of England and Wales.

9.20 ***Engagement Letter with Walbrook PR Limited***

Pursuant to an engagement letter dated 24 March 2020, Walbrook PR Limited ("**Walbrook**") agreed to provide public relations consultancy services to the Company with effect from 1 April 2020. Under the terms of the letter of engagement, the Company will pay to Walbrook a consultancy fee of £1,500 (excluding VAT) per month, payable monthly by direct debit. This fee will be reviewed upon Admission. Operating costs will be charged monthly to the Company in arrears.

The Company is entitled to terminate the agreement with Walbrook on serving not less than 3 months' notice, and/or immediately on serving written notice if Walbrook breaches any terms of the engagement and fails to remedy it within 30 days of receiving written notice of the same, or fails to provide the public relations consultancy services with reasonable skill and care, or in any way brings the Company into disrepute. Where in Walbrook's reasonable opinion, termination is wholly or partly due to a take-over or change in control of the Company or the disposal by the Company of the whole or a substantial part of its business and/or assets, the notice period for termination is 6 months.

The terms of the Walbrook engagement letter are subject to English Law and the English Courts shall have exclusive jurisdiction.

10. Related Party Transactions

Save as disclosed in this Document, there are no material related party transactions required to be disclosed under the accounting standards applicable to the Company, to which the Company was a party during the period of twelve months preceding the date of this Document.

Transactions with Professor Frank Boehm

Professor Frank Boehm is a related party because he is integral to the business and is a consultant to the Group through the consultancy agreement with JLSC.

The Company entered into a sale and purchase agreement with Frank Boehm on 12 June 2019, whereby Frank Boehm (the seller) sold the technology and Intellectual property of the Laminoplasty system (GRASP) to the Company (the purchaser) in exchange for the technology and intellectual property relating to the Vascular Catheter (VOSC). The products are deemed to be comparable in value and the carrying value of the VOSC product at the date of the trade was £419,641.

The Company also entered into the IP Sale Agreement with Frank Boehm, details of which are set out at paragraph 9.1 of Part IV.

11. Litigation

The Company is not involved in any legal, governmental or arbitration proceedings which may have or have had since incorporation a significant effect on the Company's financial position or profitability and, so far as the Directors are aware, there are no such proceedings pending or threatened against the Company.

12. United Kingdom Taxation

General

The following summary is intended as a general guide for UK tax resident Shareholders as to their tax position under current UK tax legislation and HMRC practice as at the date of this Document. Such law and practice (including, without limitation, rates of tax) is in principle subject to change at any time. The Company is at the date of this Document resident for tax purposes in the United Kingdom and the following is based on that status. It should be noted that a number of the UK tax treatments referred to below relate to unquoted shares as shares quoted on the Aquis Stock Exchange Growth Market are generally treated as unquoted for these purposes.

This summary is not a complete and exhaustive analysis of all the potential UK tax consequences for holders of Ordinary Shares. It addresses certain limited aspects of the UK taxation position applicable to Shareholders resident and domiciled for tax purposes in the UK (except in so far as express reference is made to the treatment of non-UK residents) and who are absolute beneficial owners of their Ordinary Shares and who hold their Ordinary Shares as an investment. This summary does not address the position of certain classes of Shareholders who (together with associates) have a 5 per cent. or greater interest in the Company, or, such as dealers in securities, market makers, brokers, intermediaries, collective investment schemes, pension funds, charities or UK insurance companies or whose shares are held under a personal equity plan or an individual savings account or are "employment related securities" as defined in section 421B of the Income Tax (Earnings and Pensions) Act 2003. Any person who is in any doubt as to their tax position or who is subject to taxation in a jurisdiction other than the UK should consult their professional advisers immediately as to the taxation consequences of their purchase, ownership and disposition of Ordinary Shares.

This summary is based on current United Kingdom tax legislation. Shareholders should be aware that future legislative, administrative and judicial changes could affect the taxation consequences described below.

Taxation of dividends

United Kingdom resident shareholders

UK resident individuals are entitled to a £2,000 annual dividend allowance. Dividends received and not exceeding this allowance will not be subject to income tax. Dividends received in excess of this allowance will be taxed at 7.5 per cent. up to the limit of the basic rate income tax band. Dividends received in excess of the basic tax income tax band will be taxed at 32.5 per cent. up to the limit of the higher rate income tax band. Where dividends are received in excess of the higher rate income tax band, then the excess will be taxed at 38.1 per cent. being at the additional rate of income tax.

For the year 2020/21 in England and Wales, the basic rate band is the first £37,500 of income in excess of any personal allowance, the higher rate band is income between £37,500 and £150,000 in excess of any available personal allowance and the additional rate band applies to income in excess of £150,000 (these bands differ slightly in Scotland).

Where an individual's taxable income exceeds £100,000, their personal allowance is abated by £1 for every £2 of income such that individuals with income equal to or in excess of £125,000 will have no personal allowance.

Dividends received by the trustees of discretionary or accumulation trusts and not exceeding the first band will be taxed at 7.5 per cent. The first band is established by taking £1,000 and dividing this amount by the number of settlements formed by the settlor up to a maximum of 5. The minimum first band is £200. Any dividends received by such trusts in excess of the first band will be taxed at 38.1 per cent. If the shareholder is in doubt as to the amount of the first band, then independent professional advice should be sought.

United Kingdom pension funds and charities are generally exempt from tax on dividends which they receive.

Companies

Subject to UK dividend exemption rules, a corporate Shareholder resident in the UK (for tax purposes) should generally not be subject to corporation tax or income tax on dividend payments received from the Company.

Non-residents

Non-UK resident shareholders may be liable to tax on the dividend income under the tax law of their jurisdiction of residence and should consult their own tax advisers in respect of their liabilities on dividend payments.

Taxation of chargeable gains

United Kingdom resident shareholders

A disposal of Ordinary Shares by a Shareholder, who is resident for tax purposes in the UK, will in general be subject to UK taxation on the chargeable gain arising on a disposal of Ordinary Shares.

UK resident individuals are entitled to an annual allowance to be deducted from any chargeable gain that would otherwise be taxable in the relevant tax year. The annual allowance for the tax year to 5 April 2021 is £12,500. Generally speaking, where the individual's taxable chargeable gains exceeds the allowance, then these gains will be taxed at 10 per cent., but only to the extent that the individual's taxable income and chargeable gains do not exceed the basic rate income tax band. Where the individual's taxable income and chargeable gains exceeds the basic rate income tax band and then the remaining chargeable gain will be taxed at 20 per cent.

The trustees of discretionary or accumulation trusts may be able to claim an annual allowance being one-half of the allowance available to individuals. For the tax year ended 5 April 2021 the allowance is £6,250. Independent professional advice should be sort before claiming this allowance. Where the allowance is claimed then chargeable gains in excess of this amount will be liable to tax at 20 per cent. Where the allowance is not claimed then the whole chargeable gain will be liable to tax at 20 per cent.

Non-residents

A Shareholder who is not resident in the UK for tax purposes, but who carries on a trade, profession or vocation in the UK through a permanent establishment (where the Shareholder is a company) or through a branch or agency (where the Shareholder is not a company) and has used, held or acquired the Ordinary Shares for the purposes of such trade, profession or vocation through such permanent establishment, branch or agency (as appropriate) will be subject to UK tax on capital gains on the disposal of Ordinary Shares.

In addition, any holders of Ordinary Shares who are individuals and who dispose of shares while they are temporarily non-resident may be treated as disposing of them in the tax year in which they again become resident in the UK.

All non-resident or non-domiciled shareholders should seek professional advice before considering a transaction which could be considered a chargeable gain.

Companies

For UK corporates, chargeable gains are currently chargeable at the rate of 19 per cent. subject to indexation (if acquired before 31 December 2019) which may apply to reduce any such gain, although indexation cannot create or increase a capital loss. Other reliefs may be relevant.

Stamp Duty and Stamp Duty Reserve Tax ("SDRT")

The statements below (which apply whether or not a Shareholder is resident or domiciled in the UK) summarise the current position and are intended as a general guide only to stamp duty and SDRT. Certain categories of person are not liable to stamp duty or SDRT, and special rules apply to agreements made by broker dealers and market makers in the ordinary course of their business and to certain categories of person (such as depositaries and clearance services) who may be liable to stamp duty or SDRT at a higher rate or who may, although not primarily liable for tax, be required to notify and account for SDRT under the Stamp Duty Reserve Tax Regulations 1986.

The Aquis Stock Exchange Growth Market is designated as a Recognised Growth Market by HMRC which means that trades executed in UK companies on this market are exempt from UK Stamp Duty and Stamp Duty Reserve Tax.

Inheritance tax

Shareholders regardless of their tax status should seek independent professional advice when considering any event which may give rise to an inheritance tax charge.

Ordinary Shares beneficially owned by an individual Shareholder will be subject to UK inheritance tax on the death of the Shareholder (even if the Shareholder is not domiciled or deemed domiciled in the UK); although the availability of exemptions and reliefs may mean that in some circumstances there is no actual tax liability. A lifetime transfer of assets to another individual or trust may also be subject to UK inheritance tax based on the loss of value to the donor, although again exemptions and reliefs may be relevant. Particular rules apply to gifts where the donor reserves or retains some benefit.

The above is a summary of certain aspects of current law and practice in the UK, which does not constitute legal advice. Therefore, a Shareholder who is in any doubt as to their tax position, or who is subject to tax in a jurisdiction other than the UK, should consult their professional adviser immediately.

13. General

13.1 The total costs and expenses in relation to Admission payable by the Company are estimated to amount to approximately £208,000 (excluding VAT).

13.2 Except as disclosed in this Document and for the advisers named on page 11 of this Document, no person has received, directly or indirectly, from the Company during the twelve months preceding the date of this Document or has entered into any contractual arrangements to receive, directly or indirectly, from the Company on or after the start of trading on the Aquis Stock Exchange Growth Market, fees totalling £10,000 or more or securities in the Company with a value of £10,000 or more (calculated by reference to the price) or any other benefit to a value of £10,000 or more.

13.3 Except as disclosed in this Document, there has been no significant change in the financial or trading position of the Company since 29 March 2019, the date to which the Financial Information in Part III of this Document was prepared.

13.4 PKF Littlejohn LLP have been appointed as the auditors of the Company for the financial year ending 29 March 2021. PKF Littlejohn LLP are registered to carry out audit work by the Institute of Chartered Accountants in England and Wales. PKF Littlejohn LLP's business address is at 1 Westferry Circus, Canary Wharf, London, E14 4HD.

13.5 PKF Littlejohn LLP has given and has not withdrawn its written consent to the issue of this Document with the inclusion herein of their report as set out in Part III of this Document and the references thereto. PKF Littlejohn LLP also accepts responsibility for its report.

13.6 Cairn Financial Advisers LLP, who are authorised and regulated by the FCA, has given and not withdrawn its written consent to the inclusion in this Document of references to its name in the form and context in which it appears. Cairn Financial Advisers LLP is acting exclusively for the Company in connection with Admission and not for any other persons. Cairn Financial Advisers LLP will not be responsible to any other persons other than the Company for providing the protections afforded to customers of Cairn Financial Advisers LLP or for advising any such person in connection with Admission. Cairn Financial Advisers LLP is registered in England and Wales under company number: OC351689 and with registered address at Cheyne House Crown Court, 62-63 Cheapside, London, England, EC2V 6AX.

13.7 W H Ireland, Hill Dickinson LLP, Schmeiser, Olsen & Watts LLP, have each given and not withdrawn their written consent to the inclusion in this Document of references to its name in the form and context in which they appear.

13.8 There are no investments in progress and there are no future investments in respect of which the Directors have already made firm commitments which are significant to the Company.

13.9 No financial information contained in this Document is intended by the Company to represent nor constitute a forecast of profits by the Company nor constitute publication of accounts by it.

13.10 The Directors accept responsibility for the financial information contained in Part III of this Document which has been prepared by PKF Littlejohn LLP in accordance with the law applicable to the Company and the Company confirms that such financial information has been accurately reproduced. The Directors are not aware of any facts which have been omitted which would render the financial information at Part III inaccurate or misleading.

13.11 On Admission, the Company will have cash resources of £1,000,000 after expenses. The current funds are sufficient to fund the proposed uses stated in Part I of this Document.

13.12 Save for the Company's website at http://truspine.org/ and as set out in this Document, there are no patents or intellectual property rights, licenses or particular contracts, which are of material importance to the Company's business or profitability.

13.13 Save as disclosed in this Document, as far as the Directors are aware there are no environmental issues that may affect Company's utilisation of any tangible fixed assets.

13.14 The Ordinary Shares have not been sold, nor are they available, in whole or in part, to the public in connection with the application for Admission.

14. Working Capital

The Directors are of the opinion, having made due and careful enquiry, that the working capital available to the Company on Admission will be sufficient for the present requirements of the Company, that is, for the period of twelve months following Admission.

15. Availability of this Document

Copies of this Document will be available free of charge to the public during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) from the registered office of the Company and shall remain available for at least one month after the date of Admission. The Document is also available on the Company's website http://truspine.org/profile/ (please note that information on the website does not form part of the Admission Document unless that information is incorporated by reference into the Admission Document).

Dated: 19 August 2020