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If you have sold or otherwise transferred all of your shares in TruSpine Technologies Plc, please send this document, and the accompanying form of proxy or form of instruction, to the purchaser or transferee of those shares or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee.

TRUSPINE TECHNOLOGIES PLC

(*Incorporated and registered in England and Wales with registered number 09345973*)

NOTICE OF GENERAL MEETING

Directors:

Geoffrey Miller - Non-executive Chairman
Samuel Ogunsalu - Non-executive Director
Victoria Sena - Non-executive Director

Registered Office:

Spectrum House
Af33 Beehive Ring Road
London Gatwick Airport
Gatwick
RH6 0LG

4 August 2025

Adoption of Bitcoin Treasury Policy
Expansion of IP Portfolio
Change of Name

Dear Shareholder,

The Directors of TruSpine Technologies plc ("TruSpine" or "the Company") wish to seek shareholder approval for its recently announced decisions around balance sheet management, as well as formal approval for its strategic objectives and proposed change of name to TSP Advanced Technologies plc and seek further authorities to allot and issue shares.

On 25 June 2025, the Company announced its intention to implement a Bitcoin Treasury Policy as part of its ongoing strategy to enhance corporate flexibility and value preservation. While maintaining its primary focus on the research and development of spinal stabilisation products, the Company aims to diversify its treasury management by allocating a proportion of funds raised through equity and/or debt financing towards the acquisition of bitcoin. This initiative is designed to facilitate medium-term funding for core business activities, while also positioning the Company to benefit from potential long-term value appreciation associated with digital assets.

On 3 July 2025, the Company further announced the engagement of Alnistar Limited, a leading fintech consultancy, to advise on the strategic implementation and oversight of its Bitcoin Treasury Policy. Alnistar's remit includes guidance on custodian selection, risk management frameworks, and the establishment of robust Board-level reporting protocols, ensuring that the Company's approach to digital asset management aligns with best market practices, and that the Board ensures maximum transparency in its approach.

Recognising both the opportunities and risks inherent in digital asset exposure — particularly given the volatility and evolving regulatory landscape associated with bitcoin — and given the Board's commitment to engaging with its shareholders, the Board has determined that it is prudent and appropriate to seek shareholder approval prior to executing any bitcoin acquisitions. This approach ensures full transparency and affords shareholders the opportunity to consider and support this innovative treasury strategy.

After firstly ensuring that the Company's core business is fully funded to deliver its strategy, as defined by the Company's ability to meet any going concern test without taking into account its bitcoin holdings, the Company proposes to allocate up to 100% of net proceeds from future fundraisings to its bitcoin acquisition programme. The monies required in the near term for operational purposes within the core business, and to cover corporate overheads will be retained as cash. This dual approach is intended to optimise capital management and support the Company's growth objectives, whilst building balance sheet strength to bolster the Company's competitive position, as a business that holds valuable intellectual property with an intention to protect this position.

Importantly, the Company's core business remains the development and commercialisation of its proprietary technologies. The Company holds a suite of intellectual property and patents in the spine stabilisation field and now also seeks to expand its intellectual property portfolio through the targeted acquisition of third-party IP assets within the Life Sciences sector. This is something that has periodically considered in the past by the Company, but the Board believe that it is appropriate to specifically put this to shareholders. Therefore, shareholder approval is therefore sought to specifically define this as part of the Company's strategic objectives and operational focus.

As a consequence, the Company proposes to change its name to TSP Advanced Technologies plc, subject to shareholder approval, to better reflect the broader scope of its intellectual property portfolio and to align the brand more closely with its strategic ambitions and market positioning. The resolution to approve this change will be put to shareholders at the forthcoming general meeting, and, if passed, the new name will take effect upon registration at Companies House.

This circular provides detailed information regarding the resolutions to be proposed at the forthcoming General Meeting ("GM"), including the rationale for each resolution and the Board's recommendation. The Board unanimously considers the proposed resolutions to be in the best interests of both the Company and its shareholders, and strongly urges shareholders to vote in favour of all resolutions at the GM.

Summary of Resolutions

Resolution 1 – Adoption of Bitcoin Treasury Policy

The Board believes that the establishment of a Bitcoin Treasury Policy is consistent with its objective to preserve and enhance shareholder value. Bitcoin is viewed by the Directors as a potential store of value and hedge against the debasement of currency and geopolitical uncertainty, and the Company intends to maintain a balanced treasury comprising both traditional cash reserves and bitcoin holdings. The Board is actively exploring fundraising avenues to support this strategy and, subject to shareholder approval, anticipates commencing bitcoin acquisitions in due course.

Risk Warning

Bitcoin is a highly volatile digital asset. Investors should be aware that holding or trading cryptocurrencies involves substantial risk, including potential loss of capital. Shareholders are strongly advised to consult an independent financial adviser before making any investment decisions related to cryptoassets.

Key risks include:

- **Extreme price volatility and risk of total capital loss;**
- **Lack of regulatory protection – cryptocurrencies are currently unregulated in the UK;**
- **Cybersecurity threats, including theft, hacking, and ransom attacks;**
- **Operational failures at exchanges or custodians, including fund co-mingling; and**
- **Limited legal or regulatory recourse in the event of asset loss or failure.**

Resolution 2 – Expansion of Intellectual Property Portfolio

That the Company be authorised to pursue the acquisition of third-party intellectual property assets, including patents, know-how, and related rights, in order to enhance and complement its existing portfolio. The Board believes that broadening the Company's intellectual property base will strengthen its competitive position, support ongoing research and development initiatives, and facilitate the progression of its existing spinal stabilisation products towards commercialisation. This authority is sought to provide the Company with the flexibility to act swiftly and strategically in acquiring valuable intellectual property assets as opportunities arise, thereby underpinning the Company's long-term growth objectives.

Resolution 3 – Change of Company Name

That, subject to shareholder approval, the name of the Company be changed to TSP Advanced Technologies plc to better reflect the broader scope of its intellectual property portfolio and to align the brand with its strategic ambitions and market positioning. The change of name shall take effect upon registration of the new name at Companies House.

Resolution 4 – Authority to Allot Shares

This is an ordinary resolution to grant the Directors the authority to allot and issue shares and grant rights to subscribe for shares in the Company for the purposes of Section 551 of the Companies Act 2006 (the "Act") up to the maximum aggregate nominal amount of £20,000.00 (which would allow for the issue of up to

200,000,000 new ordinary shares). This Resolution replaces any existing authorities to issue shares in the Company and the authority under this Resolution will expire at the conclusion of the next annual general meeting of the Company.

The Directors will consider utilising additional capacity to increase its capital base, as it moves towards a fully operational business, once regulatory approval is received for the Company's products. The Board believes that it is appropriate to have the authority to issue new shares on a non-pre-emptive basis to cover this requirement so that the Company can have discussions with potential investors from a position of certainty that the Company can issue further shares.

Special Resolution 5 – Disapplication of Pre-emption Rights

This is 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. This special resolution authorises the Directors to issue equity securities as continuing authority up to an aggregate nominal amount of £20,000.00 for cash on a non-pre-emptive basis pursuant to the authority conferred by Resolution 7 above. The authority granted by this Resolution will expire at the conclusion of the next annual general meeting of the Company.

General Meeting

Please find enclosed the Notice of General Meeting ("Notice of GM") to be held at 11am on 22 August 2025 at Regus, Crawley, Gatwick Airport Manor Royal, Churchill Court 3, Crawley, RH10 9LU. The Notice of GM details a number of resolutions proposed by the Company's Board, a proxy form or form of instruction for you to complete and explanatory notes which contain information on the resolutions to be proposed at the GM.

Resolutions 1, 2, 3 and 4 in the Notice of GM will be proposed as Ordinary Resolutions and Resolution 5 will be proposed as a Special Resolution.

Shareholders are encouraged to submit a proxy vote in advance of the General Meeting. You are strongly encouraged to use your right to appoint the Chair of the GM as your proxy to attend the meeting and vote on your behalf. Shareholders can either deliver the form of proxy by hand, by mail, by facsimile or as an attachment by email in accordance with the instructions contained thereon. Delivery of a form of proxy will not preclude a shareholder from attending and voting at the General Meeting in person if the shareholder wishes.

Recommendation

The Directors unanimously believe that the resolutions are in the best interests of the Company and its Shareholders and unanimously recommend that Shareholders vote in favour of the resolutions as they intend to do in respect of their own holdings of Ordinary Shares which amount, in aggregate, to 14,311,828 Ordinary Shares, representing approximately 8.8% per cent. of the Company's issued share capital.

The Board looks forward to updating shareholders on the progress of the Company at the General Meeting.

Yours faithfully,

Geoff Miller

Non-executive Chairman

Important Notices

TruSpine Technologies Plc (the "Company") intends to hold treasury reserves and surplus cash in bitcoin. Bitcoin is a type of cryptocurrency or cryptoasset. Whilst the Board of Directors of the Company considers holding bitcoin to be in the best interests of the Company, the Board remains aware that the financial regulator in the UK (the "Financial Conduct Authority" or "FCA") considers investment in bitcoin to be high risk. At the outset, it is important to note that an investment in the Company is not an investment in bitcoin, either directly or by proxy. However, the Board of Directors of the Company consider bitcoin to be an appropriate store of value and growth for the Company's reserves and, accordingly, the Company is materially exposed to bitcoin. Such an approach is innovative, and the Board of Directors of the Company wish to be clear and transparent with prospective and actual investors in the Company on the Company's position in this regard.

The Company is neither authorised nor regulated by the FCA and cryptocurrencies (such as bitcoin) are unregulated in the UK. As with most other investments, the value of bitcoin can go down as well as up, and therefore the value of bitcoin holdings can fluctuate. The Company may not be able to realise any future bitcoin exposure for the same as it paid in the first place or even for the value the Company ascribes to bitcoin positions due to these market movements. As bitcoin is unregulated, the Company is not protected by the UK's Financial Ombudsman Service or the Financial Services Compensation Scheme.

Nevertheless, the Board of Directors of the Company has taken the decision to invest in bitcoin, and in doing so is mindful of the special risks bitcoin presents to the Company's financial position. These risks include (but are not limited to): (i) the value of bitcoin can be highly volatile, with value dropping as quickly as it can rise. Investors in bitcoin must be prepared to lose all money invested in bitcoin; (ii) the bitcoin market is largely unregulated. There is a risk of losing money due to risks such as cyber-attacks, financial crime and counterparty failure; (iii) the Company may not be able to sell bitcoin at will. The ability to sell bitcoin depends on various factors, including the supply and demand in the market at the relevant time. Operational failings such as technology outages, cyber-attacks and comingling of funds could cause unwanted delay; and (iv) cryptoassets are characterised in some quarters by high degrees of fraud, money laundering and financial crime. In addition, there is a perception in some quarters that cyber-attacks are prominent which can lead to theft of holdings or ransom demands. The Board of Directors of the Company does not subscribe to such a negative view, especially in relation to bitcoin. However, prospective investors in the Company are encouraged to do their own research before investing.

RISK FACTORS

Volatility of Bitcoin Price
Bitcoin is subject to extreme price volatility, with values capable of rising or falling sharply over short periods. This volatility can have a material adverse effect on the company's financial position and results. Investors should be aware that the value of the Company's bitcoin holdings may fluctuate significantly, leading to substantial losses. There is no guarantee that the Company will be able to realise its bitcoin holdings at expected valuations.

Regulatory Uncertainty
The regulatory environment for bitcoin and other digital assets is evolving and remains uncertain in many jurisdictions. Changes in laws or regulations could adversely affect the Company's ability to hold, trade, or use bitcoin. There is a risk that future regulatory action could require the Company to divest its bitcoin holdings or restrict its operations. Non-compliance with applicable regulations could result in penalties or reputational harm.

Security and Custody Risks
The Company's bitcoin holdings are subject to security risks, including cyberattacks, hacking, and theft. Despite using third-party, institutional-grade custodians, there is no absolute guarantee against loss or misappropriation. Any security breach could result in the partial or total loss of the Company's bitcoin assets. The Company may have limited recourse to recover lost or stolen assets.

Liquidity Constraints
Bitcoin markets may experience periods of illiquidity, which could impact the Company's ability to sell its holdings quickly or at favourable prices. Market disruptions, technological failures, or a lack of counterparties may further constrain liquidity. In such scenarios, the company may be forced to accept lower prices or delay transactions. This could adversely affect the Company's financial performance.

Reputational Risks
The association with bitcoin and the wider cryptoasset sector may expose the Company to reputational risks. Negative perceptions arising from links to illicit activity, cybercrime, or regulatory scrutiny could impact stakeholder confidence. Adverse media coverage or public opinion may affect the company's relationships with investors, customers, or partners. Reputational damage could have long-term consequences for the business.

Market Acceptance and Adoption
The value and utility of bitcoin depend on its continued acceptance by users, merchants, and investors. Any decline in adoption or negative trends in public perception could reduce demand and depress prices. Technological changes or superior alternatives could also undermine bitcoin's position. The Company's exposure to bitcoin may therefore become less valuable or obsolete.

Counterparty Risk
The Company relies on third-party custodians and service providers to safeguard its bitcoin assets. There is a risk that such counterparties may fail, become insolvent, or act negligently. In such cases, the Company could suffer financial loss or face difficulties in accessing its assets. The effectiveness of risk mitigation depends on the reliability and integrity of these third parties.

Legal and Tax Risks
The legal and tax treatment of bitcoin is complex and subject to change. Uncertainty regarding classification, reporting obligations, or tax liabilities could result in unforeseen costs or compliance issues. The Company may need to adapt to new legal interpretations or regulatory guidance. Failure to comply with applicable laws could result in penalties or operational restrictions.

Technology and Operational Risks
Bitcoin relies on complex technological infrastructure, including blockchain networks and cryptographic protocols. System failures, software bugs, or protocol changes could disrupt the company's ability to access or transfer its holdings. Operational risks also include human error and inadequate internal controls. Such risks may lead to financial loss or operational disruption.

Environmental and ESG Concerns

Bitcoin mining and transaction processing are energy-intensive and have raised environmental, social, and governance (ESG) concerns. Negative perceptions around bitcoin's environmental impact could affect the company's ESG ratings or investor appetite. Regulatory measures targeting environmental sustainability could restrict or penalise bitcoin-related activities. The Company may face increased scrutiny from stakeholders on its ESG performance.

Concentration Risk
A significant portion of the Company's assets may be concentrated in bitcoin, exposing it to heightened risk from adverse market movements. Lack of diversification increases vulnerability to price shocks or sector-specific developments. Concentration risk may also amplify the impact of regulatory or technological changes. Investors should consider the implications of such exposure.

Risk of Forks and Protocol Changes
Bitcoin's underlying protocol may be altered through network upgrades or contentious forks. Such changes can result in the creation of new digital assets or disruption to existing holdings. The Company may face operational challenges in managing forks or adapting to protocol changes. There is also the risk of loss or confusion regarding asset ownership.

Cybersecurity Threats
The Company's digital assets are attractive targets for cybercriminals seeking to exploit vulnerabilities. Cybersecurity threats include phishing, malware, ransomware, and denial-of-service attacks. A successful attack could compromise the company's systems or result in unauthorised transfers. Ongoing investment in cybersecurity measures is necessary to mitigate these risks.

Loss or Destruction of Private Keys
Access to bitcoin is controlled by private cryptographic keys, the loss or destruction of which results in permanent loss of the associated assets. Human error, hardware failure, or malicious activity could lead to key loss. The Company must implement robust key management protocols to reduce this risk. Even with precautions, there is no absolute safeguard.

Insurance Limitations
Insurance cover for digital assets such as bitcoin may be limited or unavailable. Even where insurance is in place, it may not cover all potential losses or may be subject to exclusions and limitations. The Company may therefore be exposed to uninsured risks. Investors should be aware that insurance does not eliminate the possibility of loss.

Accounting and Valuation Uncertainty
The accounting treatment and valuation of bitcoin may be subject to differing interpretations and evolving standards. Changes in accounting policies or guidance could affect the Company's financial statements. Valuation challenges may arise due to price volatility or lack of observable market data. This could impact reported results and investor understanding.

Risk of Regulatory Enforcement
Authorities may take enforcement action against companies involved in digital assets, including bitcoin. Such actions could include fines, sanctions, or restrictions on operations. The Company may incur significant costs in responding to investigations or defending its position. Regulatory enforcement could have a material adverse effect on the business.

Cross-Border Risks
Bitcoin transactions are global and may expose the company to cross-border legal, regulatory, or tax risks. Differences in jurisdictional approaches could result in conflicting obligations or increased compliance burdens. The Company may face challenges in navigating international regulatory frameworks. Cross-border risks may also affect the ability to transfer or realise assets.

Risk of Market Manipulation
The bitcoin market is susceptible to manipulation due to its relative lack of oversight and transparency. Market participants may engage in practices such as spoofing, wash trading, or pump-and-dump schemes. Such activities can distort prices and adversely affect the Company's holdings. Regulatory intervention may not always prevent or remedy market abuse.

Lack of Recourse and Consumer Protections

Unlike traditional financial assets, bitcoin holdings may not benefit from statutory recourse or consumer protection schemes. In the event of loss, theft, or fraud, investors may have limited or no avenues for recovery. The Company's exposure to bitcoin is therefore inherently riskier than holding regulated financial instruments. Investors must consider the implications of this lack of protection.

TRUSPINE TECHNOLOGIES PLC

(Incorporated and registered in England and Wales with registration number 09345973)

NOTICE OF GENERAL MEETING

Notice is given of a general meeting of TruSpine Technologies PLC (the **"Company"**) will be held at Regus, Crawley, Gatwick Airport Manor Royal, Churchill Court 3, Crawley, RH10 9LU on 22 August 2025 at 11 a.m. to consider the following resolutions, of which resolution 1, 2, 3 and 4 will be proposed as ordinary resolutions and resolution 5 as a special resolution:

ORDINARY RESOLUTIONS

1. THAT the Company adopt a Bitcoin Treasury Policy.
2. THAT the Company can expand its Intellectual Property Portfolio by acquiring third-party intellectual property assets, including patents, know-how, and related rights, in order to enhance and complement its existing portfolio.
3. THAT, subject to shareholder approval, the name of the Company be changed to TSP Advanced Technologies plc to reflect the broader scope of its intellectual property portfolio and to align the brand with its strategic ambitions and market positioning, such change to take effect upon registration at Companies House.
4. ThAT, in substitution for all existing authorities for the allotment of shares by the Directors, which are hereby revoked, but without prejudice to any allotment, offer or agreement already made pursuant thereto, the Directors be and they are hereby generally and unconditionally authorised, pursuant to section 551 of the Companies Act 2006 (the "Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into such shares (all of which transactions are hereafter referred to as an allotment of "relevant securities") up to an aggregate nominal amount of £20,000.00, provided such authority expires (unless previously renewed, varied or revoked by the Company in annual general meeting) at the conclusion of the next annual general meeting of the Company following the passing of this resolution save that the Company may before such expiry, variation or revocation make an offer or agreement which would or might require such relevant securities to be allotted after such expiry, variation or revocation and the Directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred hereby had not expired or been varied or revoked.

SPECIAL RESOLUTION

5. THAT, the Directors are hereby empowered pursuant to section 570 of the Act to, subject to resolution 4 above, allot equity securities for cash pursuant to the authority conferred by resolution 4 as if section 561(1) of the Act did not apply to any such allotment provided that such power shall be limited to:

   (a) the allotment of equity securities in connection with an offer of equity securities to the holders of ordinary shares in proportion (as nearly as may be practicable) to their respective holdings; and to holders of other equity securities as required by the rights of those securities or as the Directors otherwise consider necessary, but subject to such exclusions or arrangements as the Directors may deem necessary or expedient in relation to the treasury shares, fractional entitlements, record dates, arising out of any legal or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange; and

   (b) the allotment of equity securities (otherwise than pursuant to sub paragraph (a) above) up to an aggregate nominal amount of £20,000.00,

and provided that this power shall expire on the conclusion of the next annual general meeting of the Company (unless renewed, varied or revoked by the Company prior to or on that date) following the passing of this resolution save that the Company may, before such expiry, make offer(s) or agreement(s) which would or might require equity securities to be allotted after such expiry and the Directors may allot equity securities in pursuance of any such offers or agreements notwithstanding that the power conferred by this resolution has expired.

By Order of the Board
N*orman Lott*

Company Secretary
4 August 2025

Registered Office:
Spectrum House
Af33 Beehive Ring Road
London Gatwick Airport
Gatwick
RH6 0LG

NOTES

1. As a member of the Company, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
2. A Form of Proxy is enclosed with this Notice for use in connection with this business set out above. To be valid, Forms of Proxy and any power of attorney or other authority under which it is signed must be lodged with the Company's Registrar, Avenir Registrars Ltd, by no later than 11.00 a.m. on 20 August 2025, by using one of the following methods:
    - by post to Avenir Registrars Ltd, 5 St John's Lane, London, EC1M 4BH;
    - by e-mail to proxy@avenir-registrars.co.uk;
    - through the Holder Portal (please contact Avenir Registrars on registers@avenir-registrars.co.uk in order to register for the Holder Portal);
    - through CREST (see Notes 3 to 6 (inclusive) below).
3. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so by using the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
4. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message (a "**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications, and must contain the information required for such instruction, as described in the CREST Manual (available via www.euroclear.com/CREST). The message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy must, in order to be valid, be transmitted so as to be received by the issuer's agent, Avenir Registrars Ltd, with CREST ID RA20, by 11 a.m. on 20 August 2025. For this purpose, the time of receipt will be taken to be the time (as determined by the time stamp applied to the message by the CREST Application Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.
5. CREST members and, where applicable, their CREST sponsors, or voting service providers should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular message. Normal system timings and limitations will, therefore, apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member, or sponsored member, or has appointed a voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting system providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
6. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
7. In the case of joint holders of Ordinary Shares, the signature of only one of the joint holders is required on the Form of Proxy but the vote of the first named on the register of members will be accepted to the exclusion of the other joint holders.
8. Pursuant to Regulation 41 of the Uncertificated Securities Regulations 2001, to be entitled to vote at the GM (and for the purpose of the determination by the Company of the votes they may cast), a member of the Company must be entered in the register of members of the Company at 11.00 a.m. on 20 August 2025.

9. As at the close of business on 31 July 2025, the Company's issued share capital comprised 163,431,523 ordinary shares of £0.0001 each. Each Ordinary Share carries the right to one vote at a general meeting of the Company, and therefore the total number of voting rights in the Company as at the time and date given above is 163,431,523.