

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Incannex Healthcare Limited (IHL)

ACN/ARSN 096 635 246

1. Details of substantial holder (1)

Name Roth Capital Partners, LLC

ACN/ARSN (if applicable) Not applicable

The holder became a substantial holder on 23/11/2021

2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Fully paid ordinary shares	175,876,390	175,876,390	14.64% (based on a total of 1,201,675,681 shares)

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Roth Capital Partners, LLC	<p>Relevant interest pursuant to section 608(1) of the <i>Corporations Act (2001)</i> Cth, due to Roth Capital Partners, LLC possessing a right to restrict the disposal of fully paid ordinary shares in IHL held by the directors and officers of IHL by virtue of the undertaking contained in lock-up agreements that have been delivered by the directors and officers of IHL in connection with a proposed public offering in the United States of American Depository Shares, representing ordinary shares of Incannex Healthcare Limited.</p> <p>These lock-up agreements give Roth Capital Partners, LLC a "relevant interest" in these fully paid ordinary shares in IHL under section 608(1)(c) of the <i>Corporations Act</i>, notwithstanding that Roth Capital Partners, LLC has no right to acquire these shares or to control the voting rights attached to these shares.</p>	175,876,390 fully paid ordinary shares

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Roth Capital Partners, LLC	Joel Latham	Joel Latham	18,148,414 fully paid ordinary shares
Roth Capital Partners, LLC	Troy Valentine	Troy Valentine	33,851,198 fully paid ordinary shares
Roth Capital Partners, LLC	Sudhanshu Agarwal	Sudhanshu Agarwal	107,303,093 fully paid ordinary shares
Roth Capital Partners, LLC	Peter Widdows	Peter Widdows	16,573,685 fully paid ordinary shares

Roth Capital Partners, LLC	Madhukar Bhalla	Madhukar Bhalla	=nil= fully paid ordinary shares
----------------------------	-----------------	-----------------	----------------------------------

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Roth Capital Partners, LLC	23 November 2021	none		175,876,390 fully paid ordinary shares

For personal use only

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Not Applicable	Not Applicable

7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Roth Capital Partners, LLC	888 San Clemente Drive, Suite 400, Newport Beach, CA 92660

Signature

print name

Richard Platt

capacity

General Counsel

sign here



date

11/21 / 2021

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown."
- (9) Details of the consideration must include any and all benefits, moneys and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.