ABN: 89 609 406 911



ASX Announcement 12 July 2019

SECONDARY TRADING NOTICE PURSUANT TO SECTION 708A(5)(e) OF THE CORPORATIONS ACT

Creso Pharma Limited (ASX:CPH, the "Company" or "Creso") gives this notice pursuant to section 708A(5)(e) of the Corporations Act 2001 (Cth) ("Corporations Act").

The Company advises that it has issued ordinary fully paid shares in the capital of the Company ("Securities"), per the attached Appendix 3B.

The Securities are part of classes of securities quoted on ASX and may be subject to a subsequent offer for sale. The Company advises that the Shares were issued without disclosure to investors under Part 6D.2 of the Act.

The Company, as at the date of this notice, has complied with:

- (a) the provisions of Chapter 2M of the Act as they apply to the Company; and
- (b) section 674 of the Corporations Act.

As at the date of this notice, there is no information to be disclosed which is excluded information (as defined in section 708A(7) of the Corporations Act) that is reasonable for investors and their professional advisers to expect to find in a disclosure document.

Ends

About Creso Pharma Ltd

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

To learn more, please visit: www.cresopharma.com

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Forward Looking statements

This announcement contains forward-looking statements with respect to Creso and its respective operations, strategy, investments, financial performance and condition. These statements generally can be identified by use of forward-looking words such as "may", "will", "expect", "estimate", "anticipate", "intends", "believe" or "continue" or the negative thereof or similar variations. The actual results and performance of Creso could differ materially from those expressed or implied by such statements. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations. Some important factors that could cause actual results to differ materially from expectations include, among other things, general economic and market factors, competition and government regulation. The cautionary statements qualify all forward-looking statements attributable to Creso and persons acting on its behalf. Unless otherwise stated, all forward-looking statements speak only as of the date of this announcement and Creso has no obligation to update such statements, except to the extent required by applicable laws.

Investor Enquiries

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

| Creso | Pharma Limited | |
|--------|---|--|
| ABN | | |
| 89 609 | 9 406 911 | |
| We (t | he entity) give ASX the fo | ollowing information. |
| | 1 - All issues ust complete the relevant section | ns (attach sheets if there is not enough space). |
| 1 | *Class of *securities issued or to be issued | Fully Paid Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 250,000 Fully Paid Ordinary Shares |
| 3 | Principal terms of the *securities (e.g. if options, exercise price and expiry date; if partly paid *securities, the amount outstanding and due dates for payment; if *convertible securities, the conversion price and dates for conversion) | 250,000 Fully Paid Ordinary Shares, issued on the same terms and conditions as existing Fully Paid Ordinary Shares on issue. |

| 4 | Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? If the additional *securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | Yes |
|----|---|---|
| 5 | Issue price or consideration | \$0.20 per Share. |
| 6 | Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets) | 250,000 Shares issued upon the exercise of 250,000 CPHOPT4 Options (\$0.20, 13 October 2019). |
| 6a | Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A? | Yes |
| | If Yes, complete sections 6b – 6h in relation to the *securities the subject of this Appendix 3B, and comply with section 6i | |
| 6b | The date the security holder resolution under rule 7.1A was passed | 31 May 2019 |

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⁺ See chapter 19 for defined terms.

| 6c | Number of *securities issued without security holder approval under rule 7.1 | N/A |
|----|--|---------------------------------------|
| 6d | Number of *securities issued with security holder approval under rule 7.1A | N/A |
| 6e | Number of *securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting) | N/A |
| 6f | Number of *securities issued under an exception in rule 7.2 | 250,000 |
| 6g | If *securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the *issue date and both values. Include the source of the VWAP calculation. | N/A |
| 6h | If *securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements | N/A |
| 6i | Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements | 7.1 – 21,304,260 7.1A – 15,099,877 |

7 +Issue dates

Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.

Cross reference: item 33 of Appendix 3B.

| | 12 July 2019 |
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8 Number and *class of all

*securities quoted on
ASX (including the

*securities in section 2 if
applicable)

| Number | +Class |
|-------------|--|
| 151,194,332 | Ordinary Fully Paid Shares (CPH) * |
| 72,796,411 | Listed CPHO Options (\$0.80, 21/08/2020) |
| | *Includes the following securities which are subject to voluntary escrow restrictions; 2,053,027 FPO Shares (escrowed to 20/09/19) 2,053,043 FPO Shares (escrowed to 20/12/19) |

9 Number and *class of all *securities not quoted on ASX (*including* the *securities in section 2 if applicable)

| Number | ⁺ Class |
|-----------|---|
| | Options |
| 400,000 | CPHOPT2 Options (\$0.40, 27/06/2020)* |
| 2,886,250 | CPHOPT3 Options (\$0.20, 13/10/2020)* |
| 2,250,000 | CPHOPT4 Options (\$0.20, 13/10/2019) |
| 300,000 | CPHOPT5 Options (\$0.50, 23/01/2021)* |
| 250,000 | CPHOPT11 Options (\$0.30, 27/07/2019) |
| 100,000 | CPHOPT12 Options (\$0.60, 27/07/2020) |
| 150,000 | CPHOPT14 Options (\$0.80, 13/07/2021)* |
| 200,000 | CPHOPT16 Options (\$0.535, 27/07/2021)* |
| 200,000 | CPHOPT17 Options (\$0.80, 27/07/2022)* |
| 200,000 | CPHOPT18 Options (\$0.55, 21/08/2021)* |
| 400,000 | CPHOPT19 Options (\$0.80, 15/09/2022)* |
| | |
| | Performance Shares |
| 1,000,000 | CPHPERSA Performance Shares* |
| 303,027 | CPHPERSB Performance Shares* |
| 303,027 | CPHPERSC Performance Shares* |
| 303,027 | CPHPERSD Performance Shares (esc to |
| | 20/09/19)* |
| 303,039 | CPHPERSE Performance Shares (esc to |
| | 20/12/19)* |
| | |
| 000 000 | Performance Rights |
| 800,000 | CPHPERR6 Performance Rights (T1)* |
| 800,000 | CPHPERR7 Performance Rights (T2)* |
| 100,000 | CPHPERR13 Performance Rights (T8)* |
| 100,000 | CPHPERR15 Performance Rights (T16)* |
| 100,000 | CPHPERR16 Performance Rights (T17)* |
| | |
| | |

⁺ See chapter 19 for defined terms.

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| | Employee Performance Rights (Under Plan) |
|---------|---|
| 132,000 | CPHPERR22 Employee Performance Rights* |
| 132,000 | CPHPERR23 Employee Performance Rights* |
| 132,000 | CPHPERR24 Employee Performance Rights* |
| 200,000 | CPHPERR27 Employee Performance Rights* |
| 100,000 | CPHPERR28 Employee Performance Rights* |
| 300,000 | CPHPERR29 Employee Performance Rights* |
| 300,000 | CPHPERR30 Employee Performance Rights* |
| 300,000 | CPHPERR31 Employee Performance Rights* |
| 100,000 | CPHPERR32 Employee Performance Rights* |
| 150,000 | CPHPERR33 Employee Performance Rights* |
| 150,000 | CPHPERR34 Employee Performance Rights* |
| 500,000 | CPHPERR35 Employee Performance Rights* |
| 400,000 | CPHPERR36 Employee Performance Rights* |
| 400,000 | CPHPERR37 Employee Performance Rights* |
| 100,000 | CPHPERR38 Employee Performance Rights* |
| 100,000 | CPHPERR39 Employee Performance Rights* |
| 100,000 | CPHPERR40 Employee Performance Rights* |
| 100,000 | CPHPERR41 Employee Performance Rights* |
| 100,000 | CPHPERR42 Employee Performance Rights* |
| | |
| | *Subject to performance milestones and/or |
| | vesting conditions. |
| | vesting conditions. |
| | |

Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)

| N/A | | | |
|-----|--|--|--|
| | | | |
| | | | |
| | | | |

Part 2 - Pro rata issue

| 11 | Is security holder approval required? | N/A |
|----|--|-----|
| 12 | Is the issue renounceable or non-renounceable? | N/A |
| 13 | Ratio in which the *securities will be offered | N/A |
| 14 | ⁺ Class of ⁺ securities to which the offer relates | N/A |
| 15 | ⁺ Record date to determine entitlements | N/A |
| 16 | Will holdings on different registers (or subregisters) be aggregated for calculating entitlements? | N/A |

Appendix 3B New issue announcement

| 17 | Policy for deciding entitlements in relation to fractions | N/A |
|----|--|-----|
| 18 | Names of countries in which the entity has security holders who will not be sent new offer documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7. | N/A |
| 19 | Closing date for receipt of acceptances or renunciations | N/A |
| 20 | Names of any underwriters | N/A |
| 21 | Amount of any underwriting fee or commission | N/A |
| 22 | Names of any brokers to the issue | N/A |
| 23 | Fee or commission payable to the broker to the issue | N/A |
| 24 | Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders | N/A |
| 25 | If the issue is contingent on security holders' approval, the date of the meeting | N/A |
| 26 | Date entitlement and acceptance form and offer documents will be sent to persons entitled | N/A |
| 27 | If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders | N/A |
| 28 | Date rights trading will begin (if applicable) | N/A |
| 29 | Date rights trading will end (if applicable) | N/A |
| 30 | How do security holders sell their entitlements <i>in full</i> through a broker? | N/A |

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⁺ See chapter 19 for defined terms.

| 31 | How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance? |
|---------|--|
| 32 | How do security holders dispose of their entitlements (except by sale through a broker)? |
| 33 | ⁺ Issue date N/A |
| | 3 - Quotation of securities d only complete this section if you are applying for quotation of securities |
| 34 | Type of *securities (tick one) |
| (a) | *Securities described in Part 1 |
| (b) | All other *securities Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities |
| Entitie | s that have ticked box 34(a) |
| Additi | onal securities forming a new class of securities |
| Tick to | o indicate you are providing the information or ents |
| 35 | If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders |
| 36 | If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories 1 - 1,000 1,001 - 5,000 5,001 - 10,000 10,001 - 100,000 100,001 and over |
| 37 | A copy of any trust deed for the additional *securities |
| Entitie | s that have ticked box 34(b) |
| 38 | Number of *securities for which *quotation is sought N/A |

| 39 | *Class of *securities for which quotation is sought | N/A | |
|----|--|--------|---------|
| | | | |
| 40 | Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities? | N/A | |
| | If the additional *securities do not rank equally, please state: (a) the date from which they do (b) the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment (c) the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment | | |
| 41 | Reason for request for quotation now | N/A | |
| | Example: In the case of restricted securities, end of restriction period | | |
| | (if issued upon conversion of another *security, clearly identify that other *security) | | |
| | | | |
| | | Number | +Class |
| 42 | Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the ⁺ securities in clause 38) | N/A | - Glade |
| | | | |

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⁺ See chapter 19 for defined terms.

Quotation agreement

- [†]Quotation of our additional [†]securities is in ASX's absolute discretion. ASX may quote the [†]securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the †securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
- If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before †quotation of the †securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: Date: 12 July 2019

Erlyn Dale Joint Company Secretary

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Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

| Rule 7.1 – Issues exceeding 15% of capital | | | |
|--|------------|-------------------|--|
| Step 1: Calculate "A", the base figure from which the placement capacity is calculated | | | |
| Insert number of fully paid ⁺ ordinary securities on issue 12 months before the ⁺ issue date or date of agreement to issue | | 109,505,544 | |
| Add the following: | | | |
| Number of fully paid ⁺ ordinary securities | 23/07/2018 | 70,000 shares | |
| issued in that 12 month period under an exception in rule 7.2 | 23/07/2018 | 3,500,000 shares | |
| Number of fully paid ⁺ ordinary securities | 25/07/2018 | 2,000,000 shares | |
| issued in that 12 month period with shareholder approval | 27/07/2018 | 650,000 shares | |
| | 18/10/2018 | 250,000 shares | |
| Number of partly paid ⁺ordinary securities that became fully paid in that 12 month | 19/12/2018 | 8,212,121 shares | |
| period | 30/01/2019 | 6,055,556 shares | |
| Note: Include only ordinary securities here – other | 30/01/2019 | 2,000,000 shares | |
| classes of equity securities cannot be added Include here (if applicable) the securities the | 30/01/2019 | 750,000 shares | |
| subject of the Appendix 3B to which this form is annexed | 01/02/2019 | 555,555 shares | |
| It may be useful to set out issues of securities on different dates as separate line items | 02/07/2019 | 17,200,000 shares | |
| | 12/07/2019 | 250,000 shares | |
| | | | |
| | | | |
| Subtract the number of fully paid ⁺ ordinary securities cancelled during that 12 month period | | Nil | |
| "A" | | 150,998,776 | |

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⁺ See chapter 19 for defined terms.

| Step 2: Calculate 15% of "A" | |
|------------------------------|--------------------------------------|
| "B" | 0.15 |
| | [Note: this value cannot be changed] |
| Multiply "A" by 0.15 | 22,649,816 |

| Step 3: Calculate "C", the amount of already been used | placement capacity under r | rule 7.1 that has |
|--|----------------------------|-------------------|
| Insert number of ⁺ equity securities issued or agreed to be issued in that 12 month period not counting those issued: | 16/07/2018 | 150,000 options |
| Under an exception in rule 7.2 | 27/07/2018 | 400,000 options |
| Under rule 7.1A | 21/08/2018 | 200,000 options |
| With security holder approval under rule 7.1 or rule 7.4 | 11/09/2018 | 400,000 options |
| | 30/01/2019 | 195,556 shares |
| Note: • This applies to equity securities, unless specifically excluded – not just ordinary securities | | |
| Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed | | |
| It may be useful to set out issues of securities on different dates as separate line items | | |
| "C" | | 1,345,556 |

| Step 4: Subtract "C" from ["A" x "B"] to calculate remaining placement capacity under rule 7.1 | | |
|--|---|--|
| "A" x 0.15 Note: number must be same as shown in Step 2 | 22,649,816 | |
| Subtract "C" Note: number must be same as shown in Step 3 | 1,345,556 | |
| Total ["A" x 0.15] – "C" | 21,304,260 | |
| | this is the remaining placement capacity under rule 7.1 | |

Multiply "A" by 0.10

Part 2

Rule 7.1A – Additional placement capacity for eligible entities Step 1: Calculate "A", the base figure from which the placement capacity is calculated "A" Note: number must be same as shown in Step 1 of Part 1 Step 2: Calculate 10% of "A" "D" 0.10

Step 3: Calculate "E", the amount of placement capacity under rule 7.1A that has already been used

Note: this value cannot be changed

15,099,877

Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A

Notes:

This applies to equity securities – not just ordinary securities

Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed

Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained

It may be useful to set out issues of securities on different dates as separate line items

| Step 4: Subtract "E" from ["A" x "D"] to calculate remaining placement capacity under rule 7.1A | | |
|---|--|--|
| "A" x 0.10 Note: number must be same as shown in Step 2 | 15,099,877 | |
| Subtract "E" Note: number must be same as shown in Step 3 | N/A | |
| <i>Total</i> ["A" x 0.10] – "E" | 15,099,877 | |
| | Note: this is the remaining placement capacity under rule 7.1A | |

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⁺ See chapter 19 for defined terms.