

Terms and conditions for the issue of options

Lifespot Health Ltd (**Company**) confirms that on 25 October 2016, 6,550,000 options (**'Options'**) were issued in accordance with the following terms and conditions:

1. Each Option entitles the registered Option holder to acquire one (1) ordinary share in the Company at the exercise price of \$0.30 per share;
2. The Options may be exercised in the period commencing from the date of issue to thirty six (36) months from the date of issue;
3. The Options are exercisable by the registered option holder giving notice in writing to the Company, accompanied by payment of the exercise price for each share to be issued;
4. Options are transferable and will not be quoted on the ASX. If the Company's ordinary shares have been admitted to quotation by the ASX then the Company must apply to the ASX within ten (10) business days after the date of issue of any shares issued upon exercise of the Options, for such shares to be admitted to quotation;
5. All shares issued on the exercise of the Options will rank equally with all existing ordinary shares in the capital of the Company;
6. If, prior to the expiry of the Options, there is a reorganisation of the issued capital of the Company then the rights of an Option holder will be changed to the extent necessary in order to comply with the Listing Rules applying to a reorganisation of capital, as are applicable at the time of the reorganisation;
7. An Option holder may only participate in new issues of securities to holders of ordinary shares in the Company to the extent the Option has been exercised and the shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give reasonable notice to the Option holder of any new issue before the record date for determining entitlements to that issue in accordance with the Listing Rules;
8. If, after the vesting period of the Option but before the end of the Option period the Company gives holders of ordinary shares the right (pro rata with existing shareholdings) to subscribe for additional securities, the exercise price of an Option after the issue of those securities is adjusted in accordance with the following formula:

$$O^1 = O - \frac{E [P - (S + D)]}{N + 1}$$

Where:

- O^1 = the new exercise price of the Option
- O = the old exercise price of the Option
- E = the number of underlying securities into which one Option is exercisable
- P = the average market price per share (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date
- S = the subscription price for a security under the pro rata issue
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)
- N = the number of securities with rights or entitlements

required to be held to receive a right to one new security

9. If the Company makes a bonus issue of shares pro rata to holders of ordinary shares, the number of shares over which an Option is exercisable will be increased by the number of shares which the holder would have received if the Option had been exercised before the record date for the bonus issue;
10. The parties agree that, in so far as the Listing Rules are applicable to the Options, the parties shall do all acts, matters and things necessary to comply with the Listing Rules in respect of the treatment of the Options and the rights of the Option holder.