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If you sell, have sold or otherwise transferred all of your TruSpine Shares you should send this document, together with the accompanying Form of Proxy, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or the transferee. However, the distribution of this document and/or the Form of Proxy into certain jurisdictions other than the United Kingdom may be restricted by law. Therefore, persons into whose possession this document and any accompanying documents come should inform themselves about, and observe, any such restrictions. If you have sold or transferred only part of your holding of TruSpine Shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

TRUSPINE TECHNOLOGIES PLC

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

Notice of General Meeting

Resolutions proposed by Named Shareholders to remove certain directors from the Board of TruSpine Technologies plc and to appoint the Proposed Directors to the Board of TruSpine Technologies plc in their place

Your attention is drawn to the letter from the CEO of TruSpine Technologies plc (“TruSpine” or the “Company”) on page 5 of this document which contains the unanimous recommendation of your Board that you vote against the Resolutions proposed by the Named Shareholders at the General Meeting and the reasons for the Board to make such recommendation.

Notice of the General Meeting to be held at 1.00 p.m. on 31 May 2023 at the Company’s offices at Spectrum House, Beehive Ring Road, Gatwick Airport, RH6 0LG, UK is set out at the end of this document. A Form of Proxy for use in connection with the General Meeting is enclosed with this document. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company’s registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX as soon as possible, and in any event, no later than 1.00 p.m. on 26 May 2023 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting). Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the “Proxy Vote” button and then following the on-screen instructions as soon as possible but in any event no later than 1.00 p.m. on 26 May 2023. If you hold TruSpine Shares in CREST and you wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) thereof by using the CREST electronic proxy appointment service, you may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. **Proxies submitted via CREST (under CREST ID 7RA36) must be sent as soon as possible and, in any event, so as to be received by the Company’s registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX, by no later than 1.00 p.m. on 26 May 2023 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).**

If you have any questions relating to this document, the General Meeting and/or the completion and return of the Form of Proxy, please telephone Share Registrars Limited on 01252 821390 or for overseas calls +44 1252 821390. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Different charges may apply to calls from mobile telephones and calls may be recorded and randomly monitored for security and training purposes. The helpline cannot provide advice on the merits of the Requisition Notice, nor can it give any financial, legal or tax advice.

The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you wish to do so and are so entitled.

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EXPECTED TIMETABLE OF EVENTS

2023

Publication and despatch of this document and Form of Proxy	5 May
Latest date to return Forms of Proxy	1.00 p.m. on 26 May
General Meeting	1.00 p.m. on 31 May

All of the above timings refer to London time unless otherwise stated. All future times and/or dates referred to in this document are subject to change at the discretion of the Company and Cairn and if any of the above times or dates should change, the revised times and/or dates will be notified by an announcement on RIS.

LETTER FROM THE CEO

TRUSPINE TECHNOLOGIES PLC

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

5 May 2023

Directors:

Laurence Richard Strauss	<i>Chief Executive Officer</i>
Norman Alec Charles Lott	<i>Group Chief Financial Officer</i>
Annabel Martha Schild	<i>Non-Executive Director</i>
Timothy Hugh David Evans	<i>Non-Executive Director</i>
Nikunj ("Nik") Kantilal Patel	<i>Non-Executive Director</i>

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

1. INTRODUCTION

On 26 April 2023, the Board announced that it had received a requisition notice from the Named Shareholders, notifying the Company that they hold in aggregate 19.4 per cent. of TruSpine Shares on the date of the requisition (the "Requisition Notice"). The Named Shareholders are requisitioning a general meeting of the Company to remove certain directors of the Company and to replace them with certain individuals proposed by the Named Shareholders.

The Requisition Notice from the Named Shareholders, required the Board to convene a general meeting of the Company's shareholders to consider resolutions to remove the Company's CEO, Laurence Strauss, the Company's CFO, Norman Lott, Annabel Schild, and Nik Patel both of whom are Non-Executive Directors of the Company and to replace them with the Proposed Directors, being Todd Michael Cramer, Peter Houghton and Anthony Swoboda and to re-convene the adjourned 2022 Annual General Meeting as soon as reasonably practical (the "Requisition Resolutions").

If any or all of the Resolutions concerning the appointment of the Proposed Directors are passed, the relevant Proposed Directors will be appointed to the board of the Company subject to completion of standard regulatory due diligence which will be completed as soon as practicable.

The full text of the Requisition Notice and the accompanying explanatory statement provided by the Named Shareholders is included in Appendix I to this document.

The Board is required to convene a general meeting within 21 days of the receipt of the Requisition Notice, with such meeting being required to be held on a date not more than 28 days after the date of the notice convening it, and accordingly this document contains the notice of the General Meeting, which is to be held at 1.00 p.m. on 31 May 2023 at the Company's offices at Spectrum House, Beehive Ring Road, Gatwick Airport, RH6 0LG, UK, at which the Resolutions will be considered.

The Board unanimously recommends that all TruSpine Shareholders vote against the Requisition Resolutions.

The purpose of this document is to explain the Board's views on the Resolutions in order that shareholders are properly informed and able to make their voting decision on that basis.

2. BACKGROUND REGARDING THE CURRENT POSITION OF THE COMPANY

Introduction

TruSpine's Shares are admitted to trading on the Access segment of the AQUIS Stock Exchange Growth Market and the Company is focused on the spinal (vertebral) stabilisation 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. As announced 3 January 2023, the delays in the finalisation of the FDA 510k submission have centred around compression testing, a main test required by the FDA, however it was eventually determined that the issue was with the testing block rather than the Cervi-LOK product itself. Following adjustments to the testing block, all tests were successfully completed and are ready for submission to the FDA by the independent testing facility.

As announced on 5 April 2023, the Company is working towards making its FDA 510(k) application without further delay. In the same announcement, the Company also disclosed that it had terminated a consultancy agreement with J Lees S Consultants LLC ("JLSC") through which, *inter alia*, the services of Frank Boehm were provided. Mr Boehm was the inventor of the technologies behind Faci-LOK, Cervi-LOK and GRASP Laminoplasty systems.

The Company noted that Mr Boehm has made various claims about the validity and ownership of the Company's intellectual property. The Company confirmed that it continues to hold the intellectual property in relation to the three non-invasive spine stabilisation products under development, as set out in the Admission Document dated 19 August 2020.

The Company will subsequently seek clearance for Faci-LOK and GRASP Laminoplasty.

Board changes

On 28 February 2023, the Company announced that its then CEO Ian Roberts had resigned from his role as a director of the Company with immediate effect whilst continuing as an employee of the Company. Laurence Strauss was appointed as acting Managing Director of the Company (non-board appointment) at the same time.

On 5 April 2023, the Company announced appointment of Laurence Strauss as CEO and director of the Company. Concurrently, Martin Armstrong, the Company's then Non-executive Chairman, resigned from the Company with immediate effect.

Funding & Working capital position

As per the Company's recent announcements in 2023, the Company has been attempting to secure funding to see it through to its first FDA submission.

On 3 January 2023, the Company announced that it had entered into a bridging loan facility of £200,000 (the "Bridge Loan") and a non-binding letter of intent for a staged equity funding of £2.4 million over three tranches with a UK investment group. The terms of the loan included an 8% interest per annum and repayment from proceeds of the first tranche of the equity funding or conversion to equity on the same terms. The equity funding was subject to conditions such as appointing a non-executive director proposed by the UK investment group and an existing non-executive director moving to an executive

director role. The Company expected receipt of the Bridge Loan funds immediately and the first tranche drawdown no later than 31 January 2023, subject to due diligence and appointment of a nominated director to the board of the Company.

Ultimately, due to repeated delays to receipt of the Bridge Loan funds and non-cooperative actions on behalf of the UK investment group, the Directors no longer believed that the Bridge Loan and staged equity financing would be received by the Company. The Company is now taking legal advice on pursuing the UK investment group for the funds owed under the Bridge Loan as announced on 25 April 2023.

The Company has been able to successfully secure funding as per the recent announcements set out below:

- On 28 February 2023, the Company entered into a loan agreement and received £200,000.
- On 25 April 2023, the Company entered into a £100,000 loan agreement with Annabel Schild, Non-Executive Director of the Company. Annabel Schild is considered a "Related Party" as defined under the AQSE Growth Market Access Rulebook as a result of being a director of TruSpine. The Loan Agreement therefore constituted a related party transaction for the purposes of Rule 4.6 of the AQSE Growth Market Access Rulebook. The directors of TruSpine independent of the Loan Agreement confirmed that, having exercised reasonable care, skill and diligence, the related party transaction was fair and reasonable insofar as the shareholders of TruSpine are concerned.

As announced on 25 April 2023, the Company also anticipates receipt of a HMRC R&D tax credit of approximately £200,000 by end of Q2 2023. The Company has limited working capital resources and continues to carefully manage its cash position.

The Board of Directors

The Board comprises five directors.

Laurence Strauss, *Chief Executive Officer*

Laurence started his career in 1986 working in the City and built a private client broking business working for, *inter alia*, Allied Provincial and Elders Finance. Laurence left the City in 1992, serving as a director of Longbrooke Electrical Ltd, an electrical contracting business and overseeing its expansion, following which he replicated the growth model in another business. More recently, Laurence has been advising private clients on equity investments and initial public offerings, he was first introduced to TruSpine Technologies Plc as a fundraiser for the Company's IPO.

Norman Lott, *Group Chief Financial Officer*

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.

Annabel Schild, *Non-Executive Director*

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.

Timothy Evans, *Non-Executive Director*

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.

Nik Patel, *Non-Executive Director*

Nik has been a practising Consultant Neurosurgeon and Honorary Senior Clinical Lecturer at the Institute of Clinical Neurosciences (University of Bristol) since his appointment in 2005, where he has developed specialist interests and expertise in surgical treatments for spinal pain, cranial nerve hyperactive disorders and functional brain disorders. His surgical and research interests have focused on developing innovations, and advancing less-invasive and stream-lined procedural solutions. He has been recognised for his neurosurgical research excellence with a Medical Research Council fellowship; awards from both the American and the European Associations of Neurological Surgeons; and a Hunterian Professorship from the Royal College of Surgeons of England.

3. REASONS FOR THE BOARD'S RECOMMENDATION TO VOTE AGAINST THE REQUISITION RESOLUTIONS

CEO Statement

As an existing shareholder of the Company, I was pleased to be asked to join the Company, first as acting Managing Director (non-board position) and then as Chief Executive Officer (board position). Nonetheless, it has been a challenging start, with our Board immediately facing a series of complex decisions and a need to restructure. We note that in the Requisition Notice tabled for the General Meeting, in the 'Statement of Members', the current Board are held responsible for the decline in the share price. This is a rather odd statement given the monumental decline in the share price that took place since the Company's introduction to the Aquis Stock Exchange in August 2020, and that just over two months have passed since the Board restructure and my appointment.

I am pleased to confirm that since 28 February 2023, the steps we have already taken are paving the way to re-focus the business and management team. From an operational standpoint, we have delivered a reduction in overheads, while our new management team and advisers remain focussed on progressing the FDA application and core business.

Following joining TruSpine as CEO I became aware the Company needed to undergo a transition process. I can reassure TruSpine Shareholders that we have already made tangible progress. I would also like to thank our Board, and in particular Non-Executive Director Annabel Schild for her unwavering support and belief in the future of TruSpine. My focus as CEO is to create value for shareholders and I remain committed to this.

I am aware that suggestions have been made questioning the Company's good title to its intellectual property. In particular I note in the 'Statement of Members' that they wish to 'negotiate a new license'. This implies TruSpine does not hold the intellectual property. This is simply not true, and this, along with other suggestions that have been circulated add up to what we believe is a blatant and cynical attempt to remove value from the Company and shareholders, and sabotage the Company's FDA approval process.

The Company confirms that it holds the intellectual property in relation to the three non-invasive spine stabilisation products under development, as set out in the Admission Document dated 19 August 2020.

I strongly urge shareholders to vote against the Resolutions to avoid any further disruption and delays to the Company's progress.

Conclusion

In conclusion, the Board firmly believes that the appointment of the Proposed Directors and the removal of certain current directors of the Company would be detrimental to the interests of TruSpine Shareholders.

4. RECOMMENDATION

For the reasons set out above, the Board considers that the Requisition Resolutions are, in each case, not in the best interests of the Company or TruSpine Shareholders, as a whole.

The Board therefore unanimously recommends that all TruSpine Shareholders vote AGAINST the Requisition Resolutions which are set out as resolutions 1 to 8 in the Form of Proxy, as they intend to do in respect of their aggregate shareholdings of 6.6 per cent of the Company's current issued share capital.

5. ACTION TO BE TAKEN

You will find, set out at the end of this document, a Notice convening the General Meeting, to be held at 1.00 p.m. on 31 May 2023 at the Company's offices at Spectrum House, Beehive Ring Road, Gatwick Airport, RH6 0LG, UK at which the Resolutions will be considered. The full text of the Resolutions is set out in the attached Notice. Voting at the General Meeting will be by poll and not on a show of hands and each TruSpine Shareholder entitled to attend and who is present in person or by proxy will be entitled to one vote for each TruSpine Share held.

You will find enclosed with this document a Form of Proxy for use at the General Meeting or any adjournment thereof. Whether or not you intend to be present at the General Meeting, you are requested to complete and sign the Form of Proxy in accordance with the instructions printed on it so as to be received by the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, GU9 7XX as soon as possible, and in any event, no later than 1.00 p.m. on 26 May 2023 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

You may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 1.00 p.m. on 26 May 2023.

If you hold TruSpine Shares in CREST and you wish to appoint a proxy or proxies for the General Meeting or any adjournment(s) thereof by using the CREST electronic proxy appointment service, you may do so by using the CREST proxy voting service in accordance with the procedures set out in the CREST manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to that CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. Proxies submitted via CREST (under CREST ID 7RA36) must be sent as soon as possible and, in any event, so as to be received by the Company's registrars, Share Registrars Limited, by no later than 1.00 p.m. on 26 May 2023 (or, in the case of an adjournment, not later than 48 hours (excluding non-working days) before the time fixed for the holding of the adjourned meeting).

Shareholders wishing to complete their paper Form of Proxy in line with the Board's recommendations should place an "X" in the boxes under the heading "Against" alongside resolutions 1 to 8.

If you have any questions relating to this document, the General Meeting and/or the completion and return of the Form of Proxy, please telephone Share Registrars Limited, on 01252 821390. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between

9.00 a.m. and 5.30 p.m., Monday to Friday (excluding public holidays in England and Wales). Please note that Share Registrars Limited cannot provide any financial, legal or tax advice and calls may be recorded and monitored for security and training purposes.

The completion and return of a Form of Proxy (or the electronic appointment of a proxy) will not preclude you from attending and voting in person at the General Meeting or any adjournment thereof, if you wish to do so and are so entitled.

Yours faithfully,

Laurence Strauss

CEO

DEFINITIONS

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

“Board”	the current board of directors of the Company
“Company” or “TruSpine”	TruSpine Technologies plc, registered in England and Wales with registered number 09345973
“CREST”	the relevant system (as defined in the Regulations) in respect of which Euroclear is the operator (as defined in the Regulations)
“CREST Manual”	the CREST manual consisting of the CREST reference manual; CREST international manual; CREST central counterparty service manual; CREST rules; CCSS operations manual and CREST glossary of terms available at http://www.euroclear.com
“CREST Proxy Instruction”	a properly authenticated CREST message appointing and instructing a proxy to attend and vote in place of a shareholder at the General Meeting and containing the information required to be contained in the CREST Manual
“Directors”	the directors of the Company being Laurence Strauss, Norman Lott, Annabel Schild, Timothy Evans and Nik Patel
“Euroclear”	Euroclear UK & Ireland Limited
“Form of Proxy”	the Form of Proxy enclosed with this document, for use by shareholders in connection with the General Meeting
“General Meeting”	the general meeting of the Company to be held at 1.00 p.m. on 31 May 2023 (and any adjournment thereof) for the purposes of considering and, if thought fit, passing the Resolutions
“Named Shareholders”	Janice Lee Stone, Peter Houghton, Todd Michael Cramer and Christopher Blank
“Notice”	the notice of the General Meeting accompanying this document
“Proposed Directors”	Todd Michael Cramer, Peter Houghton and Anthony Swoboda
“Regulations”	the Uncertificated Securities Regulations 2001 of the United Kingdom
“Requisition Resolutions” or “Resolutions”	each of the ordinary resolutions to be proposed at the General Meeting pursuant to the Requisition (and set out in the Notice contained in this document) to remove the Company’s CEO, Laurence Strauss, the Company’s CFO, Norman Lott, Annabel Schild, and Nik Patel both of whom are Non-Executive Directors of the Company and to replace them with the Named Shareholders Nominees, being Todd Michael Cramer, Peter Houghton and Anthony Swoboda and to re-convene the adjourned 2022 Annual General Meeting as soon as reasonably practical
“TruSpine Shareholders”	the holders of TruSpine Shares from time to time

“TruSpine Shares”	the 118,311,869 ordinary shares of 0.01 pence each in the capital of the Company, having the rights set out in the Company’s Articles of Association
“UK” or “United Kingdom”	the United Kingdom of Great Britain and Northern Ireland
“pence”, “pounds sterling”, “sterling”, “£” or “p”	the lawful currency of the United Kingdom

All times referred to are London time unless otherwise stated.

All references to legislation in this document are to the legislation of England and Wales unless the contrary is indicated. Any reference to any provision of any legislation shall include any amendment, modification, re-enactment or extension thereof.

Words importing the singular shall include the plural and vice versa, and words importing the masculine gender shall include the feminine or neutral gender.

APPENDIX 1

REQUISITION NOTICE AND EXPLANATORY STATEMENT PROVIDED BY THE NAMED SHAREHOLDERS

To: The Directors
TruSpine Technologies PLC (the "Company")
Spectrum House Af33 Beehive Ring Road, London Gatwick Airport,
Gatwick, England, RH6 0LG
England

Date: 14 April 2023

Dear Sirs

REQUISITION UNDER S303 COMPANIES ACT 2006: GENERAL MEETING

In accordance with section 303(1) of the Companies Act 2006, we, the undersigned, require you to proceed to convene a general meeting of the Company, within 21 days from the date you receive this requisition, for the purpose of considering the finances and future of the Company and for the purpose of considering and, if thought fit, passing the following resolutions which are being proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

1. THAT Norman Alec Charles Lott be removed as a director and company secretary of the Company.
2. THAT Nikunj Kantilal Patel be removed as a director of the Company.
3. THAT Annabel Martha Schild be removed as a director of the Company.
4. THAT Laurence Richard Strauss be removed as a director of the Company.
5. THAT Todd Michael Cramer be appointed as a director of the Company.
6. THAT Peter Houghton be appointed as a director of the Company.
7. THAT Anthony Swoboda be appointed a director of the Company.
8. THAT the adjourned 2022 Annual General Meeting be re-convened as soon as reasonably practical.

In accordance with section 314 of the Companies Act 2006, we also require you to circulate with the above resolutions the attached statement on the subject matter of the resolutions.

We confirm that we are members representing at least 5 per cent of the total paid-up capital of the company carrying the right of voting at general meetings of the company.

We undertake to pay a sum which is reasonably sufficient to meet the expenses of the Company in giving effect to the requisition to circulate a statement pursuant to section 314 of the Companies Act 2006.

Yours faithfully

Janice Lee Stone

Peter Houghton

Todd Michael Cramer

Christopher Blank

NAMED SHAREHOLDERS

STATEMENT OF MEMBERS

On introduction to the Aquis Stock Exchange in August 2020, TruSpine's share price was 35 pence.

On 13 April 2023, TruSpine's share price was 1.0 pence.

The current Board must take responsibility for this decline.

TruSpine's 2022 AGM was convened by the Board for 27 October 2022. On 27 October, TruSpine's AGM was adjourned to 31 October without explanation to the market or those present at the meeting. On 31 October, TruSpine's AGM was further adjourned until further notice without explanation to the market or those present at the meeting.

TruSpine's announcements in 2023 indicate that (i) TruSpine is running out of cash and (ii) the current Board has no clear pathway to raising funds and/or commercializing TruSpine's valuable technology.

1. The current board of TruSpine has no expertise in the spinal medical device field.
2. TruSpine dismissed Anthony Swoboda as its V.P. of sales in August 2022 without providing any reason.
3. TruSpine has terminated its consulting agreement with the inventor of the technology.
4. In an announcement on 31 October 2022, TruSpine reported it had "been approached with an equity funding package" which has failed to materialize.
5. The newly appointed CEO and Director, Laurence Strauss, has no experience in the medical device field.
6. TruSpine failed to pay fees in respect of US patent application 16/206509 in April 2023 resulting in that US patent application being lost.
7. While dismissing Ian Roberts as CEO and Director in 2023, TruSpine still retains him as an employee.
8. TruSpine has a long list of unpaid creditors and no apparent means of paying these creditors.

In view of the above, certain shareholders have requisitioned a general meeting under s303 Companies Act 2006. The requisitionists seek to install new management and undertake reorganization and refinancing to bring TruSpine's technologies to market.

The requisitionists wish to replace four members of the existing Board with three proposed directors. If appointed, the three proposed directors will:

1. appoint a new CFO based in England tasked in particular with recovering the loans to related companies.
2. re-organize and recapitalize TruSpine initially by pursuing negotiations with a funder who provided a Letter of Intent to TruSpine.
3. seek funding from additional sources in a transparent manner within the applicable rules.

4. negotiate a new license to the technology based on a plan to file appropriate regulatory approval applications, further develop the technology and undertake a marketing plan including building a marketing organization.
5. provide an outline of their plan to all shareholders seeking such information, who write to them at the following e-mail: truspinerreq2023@gmail.com.

Shareholders holding in aggregate approximately 19.35 per cent of TruSpine's issued share capital are calling for the removal of four directors (Messrs Lott, Strauss & Patel and Ms. Schild) and the appointment of three proposed directors.

First Proposed Director – Peter Houghton

Mr. Houghton holds 1,500,000 shares.

He was a director of TruSpine from July 2019 to September 2019. Peter Houghton has worked in the medical device field for 27 years holding an array of sales and sales leadership positions within the vascular, neuroscience, orthopedic and biologic markets. He began his career working for a small Midwest medical distributor before joining Arrow International selling catheter based products in Chicago. Eventually accepting a promotion into management, he relocated to the Boston area. Joining the sales leadership team at Codman (a Johnson and Johnson Company) in 2002 was his first introduction to the field of neurosciences and exposure to the spine market. He has been working directly in the spinal implant & biologics market leading successful sales teams with industry leaders Medtronic Spine & Biologics, innovators K2M, Inc. and most recently as principal of a medical distributorship with a wide array of medical devices and consulting services.

Second Proposed Director - Anthony Swoboda

Mr. Swoboda holds no shares.

He was appointed a sales and marketing consultant by TruSpine in June 2021. Anthony Swoboda is an Executive Sales/Marketing Management Professional with extensive global experience in spinal and orthopedic medical device sales with multinational organizations and more recently with a couple of spinal medical device startups. He has an established record of success in maximizing profitability and developing high performing teams. He is highly skilled in delivery of exceptional service and advancement of top-level objectives. Broad strengths in sales, marketing, management, training and education, logistics, project management, and operations. He possesses outstanding communication, presentation, and negotiating skills. Fully experienced in working with sales teams to meet and exceed targeted goals, develop profitable and productive business relationships with hospitals, surgeons, and their clinical teams. Anthony's prior experience includes working at CONSENSUS ORTHOPEDICS / TRACPATCH, Memphis, TN from 2018 – 2021 where he was Director of US Sales. He developed a distribution network of 50+ orthopedic distributors prior to launch and negotiated a lucrative contract within the government healthcare system (VA/DOD) with immediate access. Earlier at MedTech Solutions LLC from 2017 to 2018 he was a principal of sales and crafted the strategic direction of the sales and drive execution of all sales related activities distributing amniotic tissue products and durable medical equipment.

Third Proposed Director - Todd Michael Cramer

Mr. Cramer holds 1,200,000 shares.

He was a director of TruSpine from August 2015 to July 2019. Todd Cramer is a seasoned healthcare administrator for the past 35+ years. He has been a Clinical Services line administrator in virtually all sectors of American healthcare. His professional experience began with a clinical degree in Cardiopulmonary sciences later obtaining a graduate degree in hospital administration MBA/MHA from the Milano Graduate School of Business, a division of New School University in NYC. His duties throughout his career include clinical performance, the supply chain for his divisions of responsibility, development, and planning, and regulatory oversight. He has had several ventures in the business/private sector of healthcare from ownership of a medical staffing agency, practice administration, consulting, and as the 1st COO of Truspine in its early days. His tenure as COO and later as Group CEO was a period of much growth and advancement in product development at Truspine. Todd was instrumental in the partnership with MIT at that time. Todd is well-versed in complicated operation of local and regional health systems and all delivery models.

If you would like any further information, please contact

James Gordon
Gordons Partnership
22 Great James Street
London WC1N 3ES
T +44 20 7421 9425
E james@gordonsols.co.uk

APPENDIX 2

TRUSPINE TECHNOLOGIES PLC

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

NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a general meeting of the shareholders of TruSpine Technologies plc (the "Company") (the "General Meeting") will be held at 1.00 p.m. on 31 May 2023 at the Company's offices at Spectrum House, Beehive Ring Road, Gatwick Airport, RH6 0LG, UK, for the purpose of considering and, if thought fit, passing the following resolutions, each of which shall be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

THAT:

1. Norman Alec Charles Lott be and is hereby removed from the office of director of the Company with immediate effect.
2. Nikunj Kantilal Patel be and is hereby removed from the office of director of the Company with immediate effect.
3. Annabel Martha Schild be and is hereby removed from the office of director of the Company with immediate effect.
4. Laurence Richard Strauss be and is hereby removed from the office of director of the Company with immediate effect.
5. Todd Michael Cramer, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.
6. Peter Houghton, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.
7. Anthony Swoboda, having indicated his willingness to act, be and is hereby appointed a director of the Company with immediate effect.
8. The adjourned 2022 Annual General Meeting be re-convened as soon as reasonably practical.

Dated: 5 May 2023

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

By order of the Board

Norman Lott
Company Secretary

Notes:

1.A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to exercise all or any of the member's rights to attend, speak and vote at the meeting. A proxy need not be a member of the Company. If a member appoints more than one proxy in relation to the meeting, each proxy must be appointed to exercise the rights attached to a different share or shares held by that member.

2.To appoint as a proxy a person other than the chair of the meeting, a member must insert the proxy's full name in the box on the proxy form. If a member signs and returns a proxy form with no name inserted in the box, the chair of the meeting will be deemed to be the member's proxy. Where a member appoints as a proxy someone other than the chair, the member is responsible for ensuring that the proxy attends the meeting and is aware of the member's voting intentions. If a member wishes a proxy to make any comments on the member's behalf, the member will need to appoint someone other than the chair and give them the relevant instructions directly.

3.A member which is a corporation is entitled to appoint one or more corporate representatives to exercise the same powers on behalf of the corporation as the corporation could exercise if it were an individual member. If a member which is a corporation appoints more than one corporate representative in relation to the meeting, each representative must exercise the rights attached to a different share or shares held by that member. In the case of a member which is a corporation, the proxy form must be executed under the corporation's common seal or signed on its behalf by a duly authorised officer of the corporation or an attorney for the corporation.

4.A Form of Proxy is enclosed. To be valid, the Form of Proxy (and any power of attorney or other authority (if any) under which it is signed) must be duly completed and signed and deposited at the office of the Company's registrars, Share Registrars Limited, 3 The Millennium Centre, Crosby Way, Farnham, Surrey, GU9 7XX not less than 48 hours (excluding non-working days) before the time for holding the meeting (or any adjourned meeting). Completion of a Form of Proxy does not preclude a member from attending and voting in person at the meeting if (s)he so wishes.

5.Shareholders may also lodge a proxy vote online with Share Registrars Limited. You can register your vote for the General Meeting by logging on to www.shareregistrars.uk.com, clicking on the "Proxy Vote" button and then following the on-screen instructions as soon as possible but in any event no later than 1.00 p.m. on 26 May 2023.

6.Pursuant to Regulation 41 of the CREST Regulations, the Company specifies that only those members entered in the Company's register of members at 1.00 p.m. on 26 May 2023 shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their names at that time. Changes in the Company's register of members after that time shall be disregarded in determining the rights of any person to attend and vote at the meeting. If the meeting is adjourned, only those members entered in the Company's register of members 48 hours (excluding non-working days) before the time and date of the adjourned meeting shall be entitled to attend and vote at the adjourned meeting.

7.CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the General Meeting to be held on 31 May 2023 and any adjournment(s) thereof 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 voting service provider should refer to their CREST sponsors or voting service provider(s), who will be able to take the appropriate action on their behalf.

8.In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST Proxy Instruction must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message must be transmitted so as to be received by the Company's Registrars, Share Registrars Limited (CREST Participant ID: 7RA36), no later than 48 hours (excluding non-working days) before the time appointed for the meeting. 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 Company's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

9.CREST members and, where applicable, their CREST sponsor or voting service provider should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. 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 takes) 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 sponsor or voting service provider are referred in particular to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

10.The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the CREST Regulations.

11.You may not use any electronic address (within the meaning of section 333(4) of the Act) provided in this notice or in any related documents to communicate with the Company for any purposes other than those expressly stated.

12.Your personal data includes all data provided by you, or on your behalf, which relates to you as a shareholder, including your name and contact details, the votes you cast and your reference number (as attributed to you by the Company or its registrars). The Company determines the purposes for which, and the manner in which, your personal data is to be processed. The Company and any third party to which it discloses the data (including the Company's registrars) may process your personal data for the purposes of compiling and updating the Company's records, fulfilling its legal obligations and processing the shareholder rights you exercise.

13.As at 4 May 2023 (being the last practicable date prior to the publication of this notice), the Company's issued share capital consisted of 118,311,869 ordinary shares of £0.0001 each, carrying one vote per share. Therefore, the total voting rights in the Company as at 4 May 2023 (being the latest practicable date prior to the posting of this document) were 118,311,869.