

Update on Nasdaq initial public offering in the United States

As announced on 18 August 2021, Incannex Healthcare Limited (ASX: IHL, 'Incannex' or the 'Company') filed a registration statement on Form F-1 with the US Securities and Exchange Commission (the "SEC"). The filing relates to a proposed US public offering (the "Offering") of American Depositary Shares ("ADSs"), each of which will represent a certain number of ordinary shares of the Company.

Subsequent to that announcement, Incannex called an extraordinary general meeting to seek shareholder approval for the issuance of any ordinary shares under the Offering that would be in excess of the Company's placement capacity. On 17 September 2021, 99.98% of voting shareholders approved a resolution to issue up to 180 million ordinary shares in the Offering that would not count towards the Company's existing placement capacity. The shareholder approval was valid for 3 months.

Whilst that 3-month period elapsed today and it has taken several months to address comments raised by the SEC, Incannex, in conjunction with its investment bank Roth Capital Partners, believes that it has adequately addressed such comments, and is in a position to conduct the Offering in January 2022. Incannex has ample existing placement capacity under ASX Listing Rules 7.1 and 7.1A to complete the Offering, particularly following a rise in share price over the preceding 3 months.

CEO and Managing Director of Incannex Healthcare, Mr Joel Latham said: "We are grateful to our team for their work on the registration process and now look forward to marketing the Offering and listing on Nasdaq in January when institutional investors are back on deck after the relatively short winter holiday period in the northern hemisphere. It's been a momentous year for Incannex with six research and development programs that continue to progress rapidly."

Other Information

The number of securities to be sold and the price per ADS under any Offering have not yet been determined. The Offering will be subject to market conditions and there can be no assurance as to whether or when any offering may be completed or as to the actual size or terms of the Offering. All securities to be sold in the Offering would be offered by Incannex.

Concurrent with the proposed US public offering, Incannex would list the ADSs on the Nasdaq. Incannex has applied to list its ADSs on Nasdaq under the ticker symbol "IXHL", which has been granted to Incannex by Nasdaq. Incannex's ordinary shares are currently listed on the Australian Securities Exchange (ASX) under the symbol "IHL" and will continue to trade throughout the Offering and upon the completion of the Offering.

The Offering will be made only by means of a prospectus. When available, copies of the preliminary prospectus relating to and describing the terms of the Offering may be obtained from IHL's sole book-running manager to the Offering, Roth Capital Partners: 888 San Clemente, Newport Beach, CA 92660 USA, Attn: Prospectus Department, telephone: +1 800-678-9147, or email rothecm@roth.com.



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ASX Announcement (ASX: IHL)

A registration statement relating to these securities has been filed with the SEC but has not yet become effective. These securities may not be sold, nor may offers to buy be accepted, prior to the time the registration statement becomes effective. This ASX announcement does not constitute an offer to sell, or the solicitation of an offer to buy, securities in any jurisdiction, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction. Any offer or solicitation and any sale of securities will be made in accordance with the registration requirements of the US Securities Act of 1933.

ENDS

The release of this announcement has been approved for issue by IHL's Board of Directors. For further details on the announcement, interested parties should contact:

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About Incannex Healthcare Limited (ASX: IHL)

Incannex Healthcare Limited (IHL.ASX) is a clinical stage pharmaceutical development company that is developing unique medicinal cannabis pharmaceutical products and psychedelic medicine therapies for the treatment of generalised anxiety disorder (GAD), obstructive sleep apnoea (OSA), traumatic brain injury (TBI)/concussion, lung inflammation (ARDS, COPD, asthma, bronchitis), rheumatoid arthritis and inflammatory bowel disease. FDA approval and registration, subject to ongoing clinical success, is being pursued for each drug and therapy under development.

Each indication represents major global markets and currently have no, or limited, existing registered pharmacotherapy (drug) treatments available to the public.

IHL has a strong patent filing strategy in place as it develops its products and therapies in conjunction with its medical and scientific advisory board and partners

Website: www.incannex.com.au

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