

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934
(Amendment No. 2)*

RELMADA THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

75955J 204

(CUSIP Number)

Matthew D. Eitner
Chief Executive Officer
Laidlaw & Company (UK) Ltd.
546 Fifth Avenue, 5th Floor,
New York, NY 10036
(212) 953-4900

Copies to:

Dennis J. Block
Greenberg Traurig, LLP
200 Park Avenue
New York, NY 10166
(212) 801-2222

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 4, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 75955J 204	
1	Names of reporting persons Laidlaw & Company (UK) Ltd.
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds OO
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization England & Wales
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 0
	9 Sole dispositive power 0
	10 Shared dispositive power 0
11	Aggregate amount beneficially owned by each reporting person 0
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 0%
14	Type of reporting person BD

CUSIP No. 75955J 204	
1	Names of reporting persons Matthew D. Eitner
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds PF
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 1,134,405 ¹
	9 Sole dispositive power 0
	10 Shared dispositive power 1,134,405 ¹
11	Aggregate amount beneficially owned by each reporting person 1,134,405 ¹
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 9.6% ²
14	Type of reporting person IN

¹ Includes (i) 585,233 shares of Common Stock registered in the name of Mr. Eitner, (ii) 7,060 shares of Common Stock registered in the name of Mr. Eitner's wife, Katie L. Eitner, and (iii) 542,112 shares of Common Stock registered in the name of Mr. Ahern.

² Calculated based on 11,592,278 shares of the Common Stock outstanding as of November 18, 2015, as reported in the Issuer's Schedule 14A filed with the SEC on November 27, 2015 ("Schedule 14A"), and adjusted for shares of Common Stock underlying warrants and restricted stock awards beneficially owned by Mr. Eitner and Mr. Ahern.

CUSIP No. 75955J 204	
1	Names of reporting persons James P. Ahern
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds PF
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 1,134,405 ³
	9 Sole dispositive power 0
	10 Shared dispositive power 1,134,405 ³
11	Aggregate amount beneficially owned by each reporting person 1,134,405
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 9.6% ⁴
14	Type of reporting person IN

³ Includes (i) 585,233 shares of Common Stock registered in the name of Mr. Eitner, (ii) 7,060 shares of Common Stock registered in the name of Mr. Eitner's wife, Katie L. Eitner, and (iii) 542,112 shares of Common Stock registered in the name of Mr. Ahern.

⁴ Calculated based on 11,592,278 shares of Common Stock outstanding as of November 18, 2015, as reported in the Schedule 14A, and adjusted for shares of Common Stock underlying warrants and restricted stock awards beneficially owned by Mr. Eitner and Mr. Ahern.

CUSIP No. 75955J 204	
1	Names of reporting persons Dr. John H. Leaman
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 0
	9 Sole dispositive power 0
	10 Shared dispositive power 0
11	Aggregate amount beneficially owned by each reporting person 0
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 0%
14	Type of reporting person IN

CUSIP No. 75955J 204	
1	Names of reporting persons Dr. Todd Johnson
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 0
	9 Sole dispositive power 0
	10 Shared dispositive power 0
11	Aggregate amount beneficially owned by each reporting person 0
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 0%
14	Type of reporting person IN

CUSIP No. 75955J 204	
1	Names of reporting persons Benjamin H. Snedeker
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 0
	9 Sole dispositive power 0
	10 Shared dispositive power 0
11	Aggregate amount beneficially owned by each reporting person 0
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 0%
14	Type of reporting person IN

CUSIP No. 75955J 204	
1	Names of reporting persons David Buchen
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 0
	9 Sole dispositive power 0
	10 Shared dispositive power 0
11	Aggregate amount beneficially owned by each reporting person 0
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 0%
14	Type of reporting person IN

CUSIP No. 75955J 204	
1	Names of reporting persons Timothy S. Callahan
2	Check the appropriate box if a member of a group (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC use only
4	Source of funds
5	Check if disclosure of legal proceedings is required pursuant to Item 2(d) or 2(e) <input type="checkbox"/>
6	Citizenship or place of organization United States
Number of shares beneficially owned by each reporting person with	7 Sole voting power 0
	8 Shared voting power 0
	9 Sole dispositive power 0
	10 Shared dispositive power 0
11	Aggregate amount beneficially owned by each reporting person 0
12	Check if the aggregate amount in Row (11) excludes certain shares <input type="checkbox"/>
13	Percent of class represented by amount in Row (11) 0%
14	Type of reporting person IN

This Amendment No. 2 amends and supplements the Schedule 13D filed with the Securities and Exchange Commission (the “SEC”) on October 22, 2015 (the “Original Schedule 13D”), as amended by Amendment No. 1 to the Original Schedule 13D filed with the SEC on November 5, 2015 (the “First Amendment” and together with the Original Schedule 13D, the “Schedule 13D”) relating to the common stock, \$0.001 par value per share (the “Common Stock”), of Relmada Therapeutics, Inc., a Nevada corporation (the “Issuer”). The address of the principal executive office of the Issuer is 757 Third Avenue, Suite 2018, New York, NY 10017.

Capitalized terms not defined herein shall have the meaning ascribed to them in the Original Schedule 13D. Except as set forth herein, the Schedule 13D is unmodified.

Items 2, 3, 4, 5, 6 and 7 of the Schedule 13D are hereby amended and supplemented as follows:

Item 2. Identity and Background.

Item 2 of the Schedule 13D is hereby amended and restated as follows:

- (a) This statement is filed by:
- (i) Laidlaw & Company (UK) Ltd., a full-service investment banking and brokerage firm incorporated in England & Wales (“Laidlaw”);
 - (ii) Matthew D. Eitner, with respect to shares directly and beneficially owned by him;
 - (iii) James P. Ahern, with respect to shares directly and beneficially owned by him;
 - (iv) Dr. John H. Leaman, an intended nominee for election or appointment to the Board of Directors of the Issuer (the “Board”);
 - (v) Dr. Todd Johnson, an intended nominee for election or appointment to the Board;
 - (vi) Benjamin H. Snedeker, an intended nominee for election or appointment to the Board;
 - (vii) David Buchen, an intended nominee for election or appointment to the Board; and
 - (viii) Timothy S. Callahan, an intended nominee for election or appointment to the Board.

Each of the foregoing is individually referred to as a “Reporting Person” and collectively as the “Reporting Persons.” Each of the Reporting Persons is party to that certain Joint Filing and Solicitation Agreement, as further described in Item 6 hereto. Accordingly, the Reporting Persons are hereby filing a joint Schedule 13D.

(b)–(c) The address of the principal office of each of Laidlaw and Messrs. Eitner and Ahern is 546 5th Avenue, 5th Floor, New York, NY 10036. The address of the principal office of Mr. Leaman is 435 Devon Park Drive, Bldg. 700, Wayne, PA 19087. The address of the principal office of Mr. Johnson is 3624 Market Street, Suite 5E, Philadelphia, PA 19104. The address of the principal office of Mr. Snedeker is 351 Trevor Lane, Bala Cynwyd, PA, 19004. The address of the principal office of Mr. Buchen is 944 Iris Drive, Delray Beach, Florida 33483. The address of the principal office of Mr. Callahan is 7 Tiger Drive, Califon, New Jersey 07830.

The principal business of Laidlaw is serving as a full service investment banking and brokerage firm. Mr. Eitner's present principal occupation or employment is serving as Chief Executive Officer of Laidlaw. Mr. Ahern's present principal occupation or employment is serving as Managing Partner and Head of Capital Markets of Laidlaw.

Dr. Leaman's present principal occupation or employment is serving as the Chief Financial Officer of Medgenics, Inc., a Delaware corporation (NYSE: MDGN).

Dr. Johnson's present principal occupation or employment is serving as the Chief Executive officer of Cyto Vas, LLC.

Mr. Snedeker's principal occupation or employment is serving as an independent advisor and as a senior advisor to McKinsey & Company's Pharmaceutical and Medical Product and Strategy and Corporate Finance practices. Mr. Snedeker also provides consulting services to Laidlaw pursuant to an advisory and consulting agreement between Laidlaw and Trevor Lane Advisory LLC, which was disclosed as Exhibit 99.2 to the Original Schedule 13D.

Mr. Buchen's principal occupation or employment is serving as an independent consultant.

Mr. Callahan's principal occupation or employment is serving as an independent life sciences consultant.

The information required by General Instruction C to Schedule 13D with respect to (i) the executive officers and directors of Laidlaw is listed on Schedule A hereto under the heading "Laidlaw Executive Officers and Directors" and (ii) each person controlling Laidlaw and such person's executive officers and directors are listed on Schedule A hereto under the heading "Laidlaw Controlling Persons."

(d)-(e) During the last five years, none of the Reporting Persons, and to the best knowledge of the Reporting Persons none of the persons listed on Schedule A hereto, has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in such person being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Laidlaw is a full-service investment banking and brokerage firm incorporated in England & Wales. Messrs. Eitner, Ahern, Leaman, Johnson, Snedeker, Buchen and Callahan are citizens of the United States of America. The citizenship of the persons listed on Schedule A hereto is set forth therein.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning him contained herein, but is not responsible for the completeness and accuracy of the information concerning the others, except to the extent that he knows or has reason to believe that such information is inaccurate.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 of the Schedule 13D is hereby amended and supplemented by adding the following information:

Since the filing of the First Amendment, Mr. Ahern purchased 4,600 shares of Common Stock for an aggregate purchase price of \$15,663.20. The source of funding for the purchase of Common Stock was the personal funds of Mr. Ahern.

Item 4. Purpose of Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On December 4, 2015, Mr. Eitner and Mr. Ahern, the members of the Committee of Relmada Shareholders for Value Creation (the "Shareholder Value Creation Committee"), issued, via press release, an open letter to Issuer's shareholders (the "December 4 Press Release") The full text of the December 4 Press Release is attached hereto as Exhibit 99.4 and is incorporated herein by reference.

Item 5. Interest in Securities of the Issuer.

Item 5 of the Schedule 13D is hereby amended as follows:

Item 5(a)-(b) is hereby amended and restated as follows:

(a)-(b) As of December 4, 2015, the Reporting Persons beneficially owned, in the aggregate, and each of Mr. Eitner and Mr. Ahern beneficially owned, in the aggregate, 1,134,405 shares of Common Stock, representing approximately 9.6% of the Issuer's outstanding shares of Common Stock (based upon 11,592,278 shares of Common Stock outstanding as of November 18, 2015, as reported in the Schedule 14A, as adjusted for shares of Common Stock underlying warrants and restricted stock awards which are beneficially owned by Mr. Eitner and Mr. Ahern⁵). Such shares of Common Stock include an aggregate of 911,912 shares of Common Stock beneficially owned by Mr. Eitner and Mr. Ahern, representing 7.72% of the Issuer's outstanding shares of Common Stock, as adjusted, and an additional 222,493 shares of Common Stock underlying warrants and restricted stock awards which are beneficially owned by Mr. Eitner and Mr. Ahern, representing approximately 1.88% of the Issuer's outstanding shares of Common Stock, as adjusted.

As of December 4, 2015, each of Mr. Eitner and Mr. Ahern may be deemed to have shared voting power and shared dispositive power with regard to, and therefore may be deemed to beneficially own (as that term is defined in Rule 13d-3 under the Act), 1,134,405 shares of Common Stock, including (i) 585,233 shares of Common Stock registered in the name of Mr. Eitner (or 5.00% of the Issuer's outstanding Common Stock, as adjusted solely with respect to the shares of Common Stock underlying warrants and restricted stock awards which are beneficially owned by Mr. Eitner⁶), (ii) 7,060 shares of Common Stock registered in the name of Mr. Eitner's wife, Katie L. Eitner, (or 0.06% of the Issuer's outstanding Common Stock as reported in the Schedule 14A) and (iii) 542,112 shares of Common Stock registered in the name of Mr. Ahern (or 4.63% of the Issuer's outstanding Common Stock, as adjusted solely with respect to the shares of Common Stock underlying warrants and restricted stock awards which are beneficially owned by Mr. Ahern⁷). Each of Mr. Eitner and Mr. Ahern disclaims beneficial ownership of shares not registered in their respective names for all other purposes.

⁵ The adjusted number of outstanding shares of Common Stock (11,814,771) is arrived at by adding the number of shares of Common Stock underlying warrants and restricted stock awards beneficially owned by Mr. Eitner and Mr. Ahern (222,493) to the number of shares of Common Stock outstanding as of November 18, 2015, as reported in the Schedule 14A (11,592,278).

⁶ The adjusted number of outstanding shares of Common Stock (11,703,525) is arrived at by adding the number of shares of Common Stock underlying warrants and restricted stock awards beneficially owned by Mr. Eitner (111,247) to the number of shares of Common Stock outstanding as of November 18, 2015, as reported in the Schedule 14A (11,592,278).

⁷ The adjusted number of outstanding shares of Common Stock (11,703,524) is arrived at by adding the number of shares of Common Stock underlying warrants and restricted stock awards beneficially owned by Mr. Ahern (111,246) to the number of shares of Common Stock outstanding as of October 2, 2015, as reported in the Schedule 14A (11,592,278).

Mrs. Eitner is a citizen of the United States of America, her address is c/o Matthew D. Eitner, 546 5th Avenue, 5th Floor, New York, NY 10036 and her principal occupation is serving as a homemaker. During the last five years, to the best knowledge of the Reporting Persons, Mrs. Eitner has not been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction that resulted in Mrs. Eitner being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Laidlaw and Messrs. Leaman, Johnson, Snedeker, Buchen and Callahan do not have beneficial ownership, shared voting power or shared dispositive power of any shares of Common Stock. To the Reporting Persons' best knowledge, no shares of Common Stock are beneficially owned by any of the persons identified in Schedule A.

Each Reporting Person, as a member of a "group" with the other Reporting Persons for the purposes of Section 13(d)(3) of the Securities Exchange Act of 1934, as amended, may be deemed the beneficial owner of the shares of Common Stock directly owned by the other Reporting Persons. Each Reporting Person disclaims beneficial ownership of such shares of Common Stock except to the extent of his or its pecuniary interest therein.

Item 5(c) of the Schedule 13D is hereby amended and supplemented by adding the following information:

(c) The following table sets forth a list of all transactions with respect to the Common Stock effected since the filing of the First Amendment by any of the Reporting Persons, inclusive of transactions effected through December 4, 2015. There have been no transactions in shares of the Issuer, to the best of the knowledge of the Reporting Persons, by any of the persons listed on Schedule A of the Schedule 13D since the filing of the First Amendment. Except as otherwise noted, all such transactions were effected in the open market, and the table includes commissions paid in per share prices.

Name	Trade Date	Settlement Date	No. of Shares	Price Per Share (\$)	Transaction Type
James P. Ahern	11/5/2015	11/10/2015	100	3.7800	Purchase
James P. Ahern	11/5/2015	11/10/2015	500	3.6800	Purchase
James P. Ahern	11/11/2015	11/13/2015	3,600	3.4016	Purchase
James P. Ahern	12/1/2015	12/4/2015	400	2.9975	Purchase

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and supplemented by adding the following information:

On December 4, 2015, the Reporting Persons entered into a Joint Filing and Solicitation Agreement in which, among other things, (a) the Reporting Persons agreed to the joint filing on behalf of each of them of statements on Schedule 13D with respect to the securities of the Issuer to the extent required by applicable law, (b) the Reporting Persons agreed to solicit written consents or proxies for the election of the Reporting Person's nominees at the Issuer's 2015 annual meeting or at a special meeting called for such purpose and to take all other action necessary or advisable to achieve the foregoing and (c) Laidlaw agreed to bear all expenses incurred in connection with such activities, including approved expenses incurred by any of the parties in connection with the solicitation, subject to certain limitations. The Joint Filing and Solicitation Agreement is attached hereto as Exhibit 99.5 and is incorporated herein by reference.

Pursuant to letter agreements, Laidlaw & Company has agreed to indemnify each of Messrs. Leaman, Johnson, Snedeker, Buchen and Callahan against claims arising out of or based upon their being a nominee for election to the Board or a "participant in the solicitation" in connection with a solicitation. The form of the indemnification letter agreement is attached hereto as Exhibit 99.6 and is incorporated herein by reference.

The Advisory and Consultant Agreement with Trevor Lane Advisory LLC, which was disclosed as Exhibit 99.2 to the Original Schedule 13D, will terminate upon Mr. Snedeker's election or appointment to the Board.

Item 7. Material to Be Filed as Exhibits.

Item 7 of the Original Schedule 13D is hereby amended and supplemented by adding the following information:

<u>Exhibit No.</u>	<u>Description</u>
99.4	Press Release, dated December 4, 2015, issued by the Shareholder Value Creation Committee.
99.5	Joint Filing and Solicitation Agreement by and among Laidlaw & Company (UK) Ltd., Matthew D. Eitner, James P. Ahern, Dr. John H. Leaman, Dr. Todd Johnson, Benjamin H. Snedeker, David Buchen and Timothy S. Callahan, dated December 4, 2015.
99.6	Form of Indemnification Letter Agreement.
99.7	Powers of Attorney.

SIGNATURES

After reasonable inquiry and to the best of each of the undersigned's knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: December 4, 2015

LIDLAW & COMPANY (UK) LTD.

By: /s/ Matthew D. Eitner

Name: Matthew D. Eitner

Title: Chief Executive Officer

/s/ Matthew D. Eitner

Matthew D. Eitner

Individually and as attorney-in-fact for Dr. John H. Leaman, Dr. Todd Johnson, Benjamin H. Snedeker, David Buchen and Timothy S. Callahan

/s/ James P. Ahern

James P. Ahern

PRESS RELEASE**FOR IMMEDIATE RELEASE:****SHAREHOLDER VALUE CREATION COMMITTEE URGES RELMADA
SHAREHOLDERS TO STOP, LOOK AND LISTEN BEFORE SIGNING OR
RETURNING ANY PROXY CARD DISTRIBUTED BY RELMADA FOR THE 2015
ANNUAL MEETING**

Shareholders will soon be receiving the Shareholder Value Creation Committee's proxy and consent materials and GOLD Proxy Card and GOLD Consent

Urges Shareholders to send clear message to the Relmada Board of Directors by WITHHOLDING their vote on the GOLD Proxy Card when it becomes available

New York, NY – December 4, 2015 – The Committee of Relmada Shareholders for Value Creation (the **Shareholder Value Creation Committee**), a group of shareholders of Relmada Therapeutics, Inc., (OTCQB: RLMD) (**Relmada**) unaffiliated with Relmada, announced today that it issued an open letter urging fellow shareholders of Relmada to **STOP, LOOK and LISTEN** before taking any action in response to the Relmada's solicitation of proxies for its 2015 annual meeting of shareholders. The complete text of the letter to shareholders follows:

December 4, 2015

Dear Fellow Shareholders:

The Committee of Relmada Shareholders for Value Creation (the **Shareholder Value Creation Committee**), a group of shareholders of Relmada Therapeutics, Inc., (**Relmada**) unaffiliated with Relmada, intends to nominate five highly qualified, independent directors for election or appointment to Relmada's board of directors.

The Shareholder Value Creation Committee believes Relmada has tremendous potential – as evidenced by our beneficial ownership of approximately 9.56% of Relmada's outstanding shares, making us one of Relmada's largest shareholders.

Soon you will be receiving the Shareholder Value Creation Committee's proxy and consent solicitation materials and **GOLD** proxy card and **GOLD** consent. **We urge you NOT to vote any proxy card sent to you by Relmada and to wait for the Shareholder Value Creation Committee's consent solicitation and proxy materials.**

Over the past year, Relmada has underperformed both the S&P 500 and the Nasdaq Biotech Index on an absolute, split-adjusted basis by 83% and 94%, respectively. We believe that this underperformance is due principally to two factors: (i) Relmada's failure to sharply focus on commercial product development and the commercial execution of its pain therapeutics and (ii) Relmada's failure to attract the high-quality, healthcare-focused institutional investors necessary to alleviate Relmada's current capital shortfall and provide the capital infusion needed to develop Relmada's core products.

Rather than addressing Relmada's performance issues and capital shortfalls, we believe Relmada's board of directors and management have, contrary to the interest of all shareholders, focused on taking actions that appear to be intended to entrench themselves, including, among other things:

- staggering the board of directors into three classes;
- appointing new directors to the board without shareholder approval and after the expiration of Relmada's advanced notice deadline (i.e., the date by which a shareholder must provide prior notice of its director nominees or business to be brought before a shareholder meeting) in an attempt to eliminate shareholder challenges;
- revising Relmada's bylaws to eliminate the shareholders' right to amend the bylaws and to provide that the bylaws can be amended only by Relmada's board of directors;
- reducing the quorum required for the Relmada's annual meeting from a majority to 34%; and
- establishing Nevada as the exclusive forum for litigation involving Relmada, its directors and shareholders.

Relmada's failure to attract high-quality institutional investors, its failure to appropriately focus on clinical, regulatory and commercial execution in pain therapeutics and its recent focus on actions that more deeply entrench its board and management, underscore the need for Relmada to add to its board and management team directors and officers with current experience in specialty pharmaceutical operations, clinical and commercial product development, institutional health care investing and corporate governance.

Due to our frustration with Relmada's continuing underperformance, we intend to nominate the following five highly qualified, independent directors for election or appointment to Relmada's board of directors, each of whom bring expertise currently lacking at the board level and will seek to work collaboratively with Relmada's management and existing directors to optimize value for **all** shareholders.

- **Dr. John Leaman** is the CFO of Medgenics (NYSE: MDGN). Prior to joining Medgenics, Dr. Leaman served as VP of Commercial Assessment at Shire plc, a global specialty pharmaceutical company, with responsibility for the strategic assessment of licensing and M&A opportunities. Prior to joining Shire, Dr. Leaman was a Principal at Devon Park Bioventures, a venture capital fund targeting investments in therapeutics companies, where he oversaw the fund's investment and corporate board duties in multiple life science investments including Proteon Therapeutics, Inc., Inotek Pharmaceuticals Corp., ZS Pharma, Inc. and MicuRx Pharmaceuticals, Inc. Prior to that, he was an Associate Principal at McKinsey & Company, where he provided consulting services to senior management of several top 20 pharmaceutical companies including M&A and corporate finance, payer/reimbursement strategies and strategic product development. He received an M.D. and an M.B.A. from the University of Pennsylvania's School of Medicine and Wharton School, respectively. He received a degree in Psychology, Philosophy and Physiology at Oriel College, University of Oxford, while completing a Rhodes scholarship. Dr. Leaman received a B.S. in biology from Elizabethtown College.
-

· **Dr. Todd Johnson**, MD, MBA is CEO of CytoVas, a precision healthcare diagnostics company spun out of the University of Pennsylvania. Before joining CytoVas, Dr. Johnson was the Divisional Vice President of Global Marketing for the Pharmaceutical Products Pipeline at Abbott/Abbvie and the Senior Vice President of Early Stage Development at MDS/Celerion, a leading healthcare clinical research organization. Dr. Johnson also spent five years at McKinsey & Company as a consultant in the Pharmaceutical and Medical Products practice. Over his distinguished healthcare career, Dr. Johnson has overseen hundreds of clinical trials and served as the Principal Investigator on several global studies. Dr. Johnson holds a Bachelor of Arts from the University of Pennsylvania, an MBA from its Wharton School, and an MD from the University of Pennsylvania's School of Medicine.

· **Ben Snedeker** is an independent advisor working with clients on a broad range of issues in the areas of pharmaceuticals and biotechnology and is a senior advisor to McKinsey & Company's Pharmaceutical and Medical Product and Strategy and Corporate Finance practices. Mr. Snedeker was formerly a Vice-President at D.E. Shaw & Company where he was the portfolio manager for global long-short healthcare equities. In this role, Mr. Snedeker directly managed the firm's beta-neutral global healthcare portfolio, as well as co-leading the company's private healthcare investing arm and managing healthcare investments in D.E. Shaw's cross-sector long-short portfolio. Prior to D.E. Shaw, Mr. Snedeker was an Associate Principal at McKinsey & Company where he specialized in the area of pharmaceutical and medical products and was a co-founder of the company's Philadelphia office. While at McKinsey, Mr. Snedeker had the opportunity to work alongside numerous global healthcare leaders on a wide variety of topics including global mergers and acquisitions, new product launches, product lifecycle strategies and reorganizations. Prior to McKinsey, Mr. Snedeker was a formulation and prototype chemist at McNeil Consumer Healthcare, a Johnson and Johnson Company. Mr. Snedeker holds a B.S. in Chemistry from Penn State University (Phi Beta Kappa) and an M.S. in Chemistry from Yale University.

· **David Buchen** was most recently the Executive Vice-President Commercial, North American Generics and International at Actavis where he was responsible for combined revenues in excess of \$8 billion. Prior to this role, Mr. Buchen served for 12 years as Actavis' Chief Legal Officer and Secretary to the Board, having responsibility for global legal affairs, including M&A, corporate securities, intellectual property, antitrust, employment and litigation. In this role, Mr. Buchen was integral to Actavis' growth from a domestic generics company with \$500 million in revenue to a \$16 billion multinational specialty pharmaceutical company. Mr. Buchen was also responsible for the Global Internal Audit and Global Ethics and Compliance departments. Prior to Actavis, Mr. Buchen served in various positions of increasing responsibility with Chiron Vision/Bausch + Lomb Surgical and was also counsel at a large multinational law firm. Mr. Buchen has served on the boards of Somerset Pharmaceuticals and Del Mar Indemnity and was a member of more than a dozen boards of Actavis' subsidiary companies. Mr. Buchen was recognized in 2014 by the National Law Journal as one of the Top 50 General Counsel in the United States. He holds a Bachelor of Arts degree from the University of California at Berkeley and a Juris Doctor degree (cum laude) from the George Washington University Law School.

· **Tim Callahan** is a global life sciences business leader with over 22 years experience in pharmaceutical and biologic commercialization, most recently with the Actavis organization. At Actavis, he served as Senior Vice President, Commercial Operations where he played a leadership role in the transformation of the Actavis brand pharmaceutical business into a \$7B/yr division with a focus in multiple specialty markets. In this position, Mr. Callahan led the global brand commercial teams, including sales, marketing, market access, business operations, and strategic marketing. Previously, Mr. Callahan served as Vice President, International Brands & Biologics Marketing at Actavis, and as Vice President, Sales & Marketing for the company's Nephrology division. Earlier in his career, Mr. Callahan held positions of increasing responsibility in commercial leadership at Watson Pharmaceuticals and Schein Pharmaceutical. Mr. Callahan currently serves as a Director for Synergy Pharmaceuticals (NASDAQ: SGYP) where he is a member of both the audit and commercial committees. Mr. Callahan was educated at Cornell University and holds a Bachelor of Science degree in Applied Economics and Business Management.

Soon you will be receiving the Shareholder Value Creation Committee's proxy and consent solicitation materials and proxy card and GOLD consent. In the coming days, we intend to file with the Securities and Exchange Commission a proxy statement to solicit proxies both to elect our director nominees at Relmada's 2015 annual meeting and also seeking authority to withhold your vote from counting towards a quorum at Relmada's 2015 annual meeting. By giving us your authority on our **GOLD** proxy card, when available, to withhold your vote from counting towards a quorum at the 2015 annual meeting, you will be sending a strong message to the Relmada board of directors against entrenchment and in favor of maximizing long-term value and shareholder return. In addition, we intend to file a consent solicitation seeking your consent (i) to expand Relmada's board of directors and appoint certain of our director nominees to fill the newly created seats and (ii) to call a special meeting of the Relmada shareholders for the purpose of removing existing directors and appointing our director candidates. By simultaneously launching the above described proxy and consent solicitations, we will maximize shareholders' opportunity to elect or appoint the Shareholder Value Creation Committee's five-highly qualified, independent director candidates to the Relmada board of directors. The Shareholder Value Creation Committee is committed to pursuing all available legal remedies to provide Relmada shareholders with the opportunity to elect to the Relmada board of directors our highly-qualified, independent director candidates.

To have your vote counted for the Shareholder Value Creation Committee's independent nominees, you will need to complete and return our GOLD proxy card and our GOLD consent.

- **DO NOT** return the proxy card sent to you by the current Relmada board of directors, and
 - **DO NOT** vote by responding to the email solicitations sent to you by the current Relmada board of directors
 - **DO NOT** allow their proxy solicitor to call you at home and take your vote over the telephone.
-

If your shares are held in street name only your bank or broker can vote your shares, and only upon receipt of your specific instructions by telephone, internet or mail. At this time we are urging you to take **NO ACTION** in regard to voting your shares.

If you have any questions or need further assistance, please call our proxy solicitor: MacKenzie Partners, Inc. toll-free at 800-322-2885, 212-929-5500 (call collect) or via email at proxy@mackenziepartners.com.

Thank you for your support.

Matthew Eitner

James Ahern

The Committee of Relmada Shareholders for Value Creation

ADDITIONAL INFORMATION

The Shareholder Value Creation Committee intends to make a filing with the Securities and Exchange Commission a proxy statement and a consent statement. Shareholders are advised to read the definitive proxy statement, the definitive consent statement and the other documents related to the solicitation of shareholders when these become available because these documents will contain important information, including additional information relating to the participants in the proxy and consent solicitations. When completed and available, the Shareholder Value Creation Committee's definitive proxy statement and consent statement and **GOLD** proxy card and **GOLD** consent will be mailed to Relmada shareholders. These materials and other materials filed by the Shareholder Value Creation Committee will be available at no charge on the SEC's website at www.sec.gov. The definitive proxy statement and consent statement and other documents filed by the Shareholder Value Creation Committee will also be available without charge from Relmada's proxy solicitor, MacKenzie Partners at toll-free at 800-322-2885, 212-929-5500 (call collect) or via email at proxy@mackenziepartners.com.

PARTICIPANTS IN THE SOLICITATION

The participants in the proxy solicitation and the consent solicitation by the Shareholder Value Creation Committee will include Laidlaw & Company (UK) Ltd., Matthew D. Eitner and James P. Ahern and each of the individuals nominated by the Shareholder Value Creation Committee for election or appointment to the Relmada board of directors: Dr. John Leaman, Dr. Todd Johnson, Ben Snedeker, David Buchen and Tim Callahan.

Laidlaw is a full service investment banking and brokerage firm incorporated in England and Wales. Mr. Eitner's present principal occupation or employment is serving as Chief Executive Officer of Laidlaw. Mr. Ahern's present principal occupation or employment is serving as Managing Partner and Head of Capital Markets of Laidlaw.

As of today, Mr. Eitner and Mr. Ahern beneficially own, in the aggregate, 1,129,805 shares of Relmada's common stock, which currently represents approximately 9.56% of the issued and outstanding shares of Common Stock. None of Laidlaw, Dr. Leaman, Dr. Johnson, Mr. Snedeker, Mr. Buchen or Mr. Callahan have beneficial ownership of any shares of Relmada's common stock.

Additional information regarding Laidlaw, Mr. Eitner and Mr. Ahern, including their director or indirect interests in Relmada, by security holdings or otherwise is contained in the Schedule 13D initially filed by Laidlaw, Mr. Eitner and Mr. Ahern on October 21, 2015, as amended on November 5, 2015 and as may be amended from time to time (the **Schedule 13D**). The Schedule 13D currently is available at no charge on the SEC's website at www.sec.gov.

JOINT FILING AND SOLICITATION AGREEMENT

This Agreement (this "Agreement") is made and entered into as of December 4, 2015, by and among (1) Laidlaw & Company (UK) Ltd., a full-service investment banking and brokerage firm incorporated in England & Wales ("Laidlaw"), Matthew D. Eitner and James P. Ahern (collectively, the "Laidlaw Parties") and (2) Dr. John H. Leaman, Todd Johnson, Ben Snedeker, David Buchen and Timothy S. Callahan (Messrs. Leaman, Johnson, Snedeker, Buchen and Callahan, collectively the "Nominees" and, such Nominees together with the Laidlaw Parties, the "Parties" or, the "Group" and each, a "Party").

WHEREAS, certain of the undersigned are stockholders, direct or beneficial, of Relmada Therapeutics, Inc., a Nevada corporation (the "Company");

WHEREAS, the Parties wish to form a group for the purpose of (i) seeking the election of the Nominees to the Board of Directors of the Company (the "Board") at the 2015 annual meeting of stockholders of the Company (including any other meeting of stockholders held in lieu thereof, and any adjournments, postponements, reschedulings or continuations thereof (the "2015 Annual Meeting"), (ii) seeking stockholder authority to withhold the vote of stockholders from counting towards a quorum at the 2015 Annual Meeting, (iii) seeking the consent of stockholders, pursuant to a consent solicitation, to expand the size of the Board and appoint certain of the Nominees to fill the newly created seats and to call a special meeting of the Company's stockholders for the purpose of removing existing directors and appointing the Nominees, and (iv) taking all other action that the Group deems necessary to achieve the foregoing.

NOW, IT IS AGREED, this 4th day of December 2015 by the parties hereto:

1. In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), each of the undersigned (collectively, the "Group") agrees to the joint filing on behalf of each of them of statements on Schedule 13D, and any amendments thereto, with respect to the securities of the Company. Each member of the Group shall be responsible for the accuracy and completeness of his/its own disclosure therein, and is not responsible for the accuracy and completeness of the information concerning the other members, unless such member knows or has reason to know that such information is inaccurate. Laidlaw or its representative shall provide each member of the Group with copies of all Schedule 13D filings and other public filings to be filed on behalf of such member at least 12 hours prior to the filing or submission thereof.

2. So long as this agreement is in effect, each of the undersigned shall provide written notice to Greenberg Traurig, LLP ("GT") of (i) any of their purchases or sales of securities of the Company; or (ii) any securities of the Company over which they acquire or dispose of beneficial ownership. Notice shall be given no later than 12 hours after each such transaction.

3. Each of the undersigned agrees to form the Group for the purpose of (i) soliciting proxies or written consents for the election of the persons nominated by the Group to the Board at the 2015 Annual Meeting, (ii) seeking stockholder authority to withhold the vote of stockholders from counting towards a quorum at the 2015 Annual Meeting, (iii) seeking the consent of stockholders, pursuant to a consent solicitation, to expand the size of the Board and appoint certain of the Nominees to fill the newly created seats and to call a special meeting of the Company's stockholders for the purpose of removing existing directors and appointing the Nominees, (iv) taking such other actions as the parties deem advisable, and (v) taking all other action necessary or advisable to achieve the foregoing.

4. Laidlaw agrees to directly pay all expenses incurred in connection with the Group's activities set forth in Section 3 on the date hereof. Any expenses incurred, or expected to be incurred, by any Nominee in connection with the Group's activities that such Nominee intends to submit for reimbursement by Laidlaw shall first be pre-approved by Laidlaw.

5. Each of the undersigned agrees that any SEC filing, press release or stockholder communication proposed to be made or issued by the Group or any member of the Group in connection with the Group's activities set forth in Section 3 shall be first approved by Laidlaw, or its representatives, which approval shall not be unreasonably withheld. Any Nominee that intends to engage in any communications with other stockholders of the Company on behalf of the Group shall first provide Laidlaw with reasonable notice of such communication and a reasonable opportunity to review and comment to the extent it is a written communication with respect to the Group's activities. The Parties hereby agree to work in good faith to resolve any disagreement that may arise between or among any of the members of the Group concerning decisions to be made, actions to be taken or statements to be made in connection with the Group's activities. The Parties further agree that the Laidlaw Parties shall be the primary decision makers with respect to the content and timing of the public or private communications and negotiating positions taken on behalf of the Group.

6. The relationship of the parties hereto shall be limited to carrying on the business of the Group in accordance with the terms of this Agreement. Such relationship shall be construed and deemed to be for the sole and limited purpose of carrying on such business as described herein. Nothing herein shall be construed to authorize any party to act as an agent for any other party, or to create a joint venture or partnership, or to constitute an indemnification. Nothing herein shall restrict any party's right to purchase or sell securities of the Company, as he/it deems appropriate, in his/its sole discretion, provided that all such sales are made in compliance with all applicable securities laws.

7. This Agreement may be executed in counterparts, each of which shall be deemed an original and all of which, taken together, shall constitute but one and the same instrument, which may be sufficiently evidenced by one counterpart.

8. In the event of any dispute arising out of the provisions of this Agreement or their investment in the Company, the parties hereto consent and submit to the exclusive jurisdiction of the Federal and State Courts in the State of New York.

9. Any party hereto may terminate his/its obligations under this Agreement on 24 hours' written notice to all other parties, with a copy by fax to Dennis J. Block at GT, Fax No. (212) 805-5555.

10. Each party acknowledges that GT shall act as counsel for both the Group and Laidlaw and its affiliates relating to their investment in the Company.

11. The terms and provisions of this Agreement may not be modified, waived or amended without the prior written consent of each Party.

12. Each of the undersigned parties hereby agrees that this Agreement shall be filed as an exhibit to a Schedule 13D pursuant to Rule 13d-1(k)(1)(iii) under the Exchange Act.

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be executed as of the day and year first above written.

LIDLAW & COMPANY (UK) LTD.

/s/ Matthew D. Eitner

Name: Matthew D. Eitner

Title: Chief Executive Officer

/s/ Matthew D. Eitner

MATTHEW D. EITNER

/s/ James P. Ahern

JAMES P. AHERN

/s/ Dr. John H. Leaman

DR. JOHN H. LEAMAN

/s/ Dr. Todd Johnson

DR. TODD JOHNSON

/s/ Ben Snedeker

BEN SNEDEKER

/s/ David Buchen

DAVID BUCHEN

/s/ Timothy S. Callahan

TIMOTHY S. CALLAHAN

[LAIDLAW LETTERHEAD]

_____, 2015

Highly confidential**[CANDIDATE NAME]****[CANDIDATE ADDRESS]**

Dear Mr./Ms. _____:

This letter agreement (this "Agreement") refers to your agreement to be nominated by Laidlaw & Company (UK) Ltd., a private limited company incorporated in England and Wales ("Laidlaw") for election to, or to fill a vacancy on, the Board of Directors of Relmada Therapeutics, Inc. (the "Board"), a Nevada corporation (the "Company"). Laidlaw currently is considering nominating you and/or certain other persons (each, a "Nominee"), at the annual or a special meeting of the Company's stockholders, for election to the Board and/or, following a consent solicitation to expand the Board, to fill vacancies on the Board and currently plans to solicit proxies or consents (the "Solicitation") in furtherance of the same. By executing this Agreement, you agree that, if Laidlaw selects you as a Nominee, you will fully and actively participate in the Solicitation, and you will devote the time and energy reasonably required to conduct an effective campaign for the election of you and the other Nominees to the Board.

1. Responsibilities.

(a) By signing this Agreement and the written consent attached hereto as Exhibit A, you agree, among other things:

(i) To be named as a Nominee in any nominating materials submitted to the Company and in any Solicitation materials or other Securities and Exchange Commission ("SEC") filings that may be prepared by Laidlaw in connection with your nomination as a Nominee or the Solicitation (collectively, the "Solicitation Materials");

(ii) To provide true and complete information concerning (A) your background, experience, abilities, professional qualifications and integrity as may be requested from time to time by Laidlaw or (B) such other matters as are required or customary to be disclosed regarding you, your nomination as a Nominee or the Solicitation under (x) the Company's bylaws (the "Bylaws") or (y) pursuant to the Securities Exchange Act of 1934, as amended, or the rules and regulations promulgated thereunder;

(iii) To not omit any information that may be material to an understanding of your background, experience, abilities, professional qualifications and integrity or in order to make any information you may provide Laidlaw not misleading in the context in which it is provided;

(iv) That your agreement to be a Nominee, and any information regarding you, or your nomination or that you provide to Laidlaw pursuant to this Agreement, may be included in the nominating materials submitted by Laidlaw to the Company and disclosed by Laidlaw in its Solicitation materials, SEC filings or otherwise; and

(v) If elected to the Board, you will serve as a director of the Company, and in that capacity you will (A) act in the best interests of the Company and its stockholders, (B) exercise your independent judgment and act in good faith, and (C) duly consider all matters that come before the Board, in each case, consistent with your fiduciary duties as a director; and

(vi) If requested by Laidlaw, and upon reasonable notice, you agree to attend and participate in meetings with stockholders, analysts, fund managers, representatives of nominee holders, proxy advisory firms, members of the media, and other persons in connection with the Solicitation, the election of the Nominees or any stockholder resolutions or matters Laidlaw may determine to bring before the Company's stockholders.

You represent that any information that you supply to Laidlaw (the "Nominee Information") will be true, complete and correct when provided and will not omit any information that may be material to understanding your background, experience, abilities, professional qualifications and integrity or that otherwise would be necessary in order to make the Nominee Information you provide not misleading in the context in which it is provided. In addition, you agree that, concurrently with your execution of this Agreement, you will execute a written consent (in the form attached as Exhibit A), in which you consent to being a Nominee, consent to being named in the Solicitation Materials as a Nominee and, if elected or appointed, you consent to serving as a director of the Company. You also agree that you will promptly provide Laidlaw (x) any necessary updates or corrections to your Nominee Information, to the extent you become aware that any such information is incomplete or inaccurate in any respect, and (y) such additional information as Laidlaw may request in connection with your nomination or the Solicitation.

(b) The parties to this Agreement acknowledge and agree that you are not an employee, agent or representative of Laidlaw; that you are independent of, and not controlled by or acting at the direction of, Laidlaw; and that, if elected, you will act as an independent director of the Company, on behalf of the Company and all of the stockholders of the Company, and will in no way be controlled by, report to, or act at the direction of, Laidlaw. You understand you have no authority to act as an agent of Laidlaw and agree that you will not represent that you are an agent of Laidlaw to any person.

2. No Nomination Obligation. Notwithstanding anything in this Agreement to the contrary, you acknowledge that Laidlaw is not obligated to nominate you or any other potential Nominee for election or appointment to the Board or to commence, conduct or complete the Solicitation.

3. Indemnification.

(a) As a material inducement to you to become a Nominee, Laidlaw hereby agrees to indemnify, defend and hold you harmless from and against any and all losses, claims, damages, liabilities, judgments, fines, penalties, settlement payments, awards, costs, expenses and amounts of any type (including reasonable fees and disbursements of counsel and costs of investigation) (collectively, "Losses") to which you become subject or which you incur in connection with being made, or threatened to be made, a party or witness (or in any other capacity) to any proceeding at law or in equity or before any governmental agency or board or any other body whatsoever (whether arbitral, civil, criminal, trial, appeal, administrative, formal, informal, investigative or other) (a "Proceeding"), arising out of or based upon your being a Nominee or a "participant in a solicitation" (as defined in the rules and regulations under the Securities Exchange Act of 1934, as amended) in connection with the Solicitation.

(b) The indemnification obligation set forth in subparagraph (a) of this paragraph 5 will not apply to the extent (i) the Losses (or any costs of defending you in a Proceeding) are otherwise paid or payable under any directors and officers insurance policy that may separately provide coverage to you as a Nominee or a director of the Company, or (ii) such Losses arise or result from (A) your gross negligence or willful misconduct, or (B) any untrue statement or omission made by you or made by Laidlaw in reliance upon and in conformity with any Nominee Information furnished by you for use in your nomination materials or in the Solicitation material or another document to be made available to the public; it being understood that you are furnishing the Nominee Information expressly for use in the nominating materials to be submitted by Laidlaw to the Company and in the Solicitation materials and other filings to be made publicly available in connection with the Solicitation. We expect that if you are elected or appointed to the Board, (x) you will be entitled to the same indemnification and advancement of expenses with respect to your service as a director of the Company as the Company provides to its other directors and (y) you will be entitled to be covered by any directors and officers liability insurance policy that the Company from time to time may maintain for its directors, each in accordance with the Company's policies as in effect from time to time. After you are elected or appointed to the Board, Laidlaw's indemnification obligations will cease and the Company will be deemed for all purposes to be the obligor with respect to any and all such Losses sustained in connection with a Proceeding which Laidlaw otherwise would be required to indemnify you pursuant to this paragraph 5.

(c) In the event of the commencement or threatened commencement of any Proceeding in respect of which you may seek indemnification from Laidlaw hereunder, you will give prompt written notice thereof to Laidlaw; provided, however, that your failure to provide prompt notice shall not relieve Laidlaw of its indemnification obligations hereunder, except to the extent that Laidlaw is materially prejudiced as a result thereof. Laidlaw shall timely pay all reasonable fees and disbursements of the defense counsel selected by Laidlaw (which shall be a nationally recognized law firm) in respect of any such Proceeding with respect to which Laidlaw provides you indemnification as they become due and payable. In addition to such defense counsel, you shall have the right to retain your own separate defense counsel and participate in the defense of the Proceeding if you so desire, provided that you shall be responsible for the fees and expenses of such counsel and costs of such participation.

(d) Laidlaw shall not indemnify you or otherwise be liable for any settlement of any Proceeding (or any related Losses) effected by you or on your behalf without the prior written consent of Laidlaw. Without your prior written consent, Laidlaw shall not settle any Proceeding in any manner that (i) would impose any material penalty, obligation or limitation on you (other than monetary damages that will be paid by insurance or the Company or that Laidlaw agrees to pay), (ii) that contains any admission of wrongdoing on your part or (iii) otherwise reasonably would result in damage to your professional reputation.

(e) Your rights to indemnification under this Agreement shall include the right to be advanced any and all expenses incurred in connection with any indemnifiable claim promptly upon your request as such expenses are incurred, subject to your executing a written undertaking to repay the amount of such advances to Laidlaw if it is ultimately determined you are not entitled to be indemnified by Laidlaw. The indemnification provided by this Agreement shall not be deemed exclusive of any other rights to which you may be entitled under any bylaw, other agreement, vote of stockholders or disinterested directors, or otherwise, to the extent such other rights are permitted by applicable law.

(f) Notwithstanding anything to the contrary, if Laidlaw has made payments to you or on your behalf pursuant to the indemnification, defense and expense reimbursement provisions hereof and you subsequently are reimbursed by a third party therefor, you will remit such subsequent reimbursement to Laidlaw. Laidlaw also shall be subrogated to all of your rights of recovery with respect to any matters with respect to which Laidlaw has made indemnification payments, and you shall execute all papers required and shall do everything that may be necessary to secure such rights, including the execution of such documents necessary to enable Laidlaw to effectively bring suit to enforce such subrogated rights. Further, no payment by or on behalf of Laidlaw hereunder shall affect the responsibilities of the Company as the indemnitor in respect of any specified Losses in accordance with Section 3(b) nor shall any payment by or on behalf of Laidlaw with respect to such Losses be deemed an admission that (as between the Company and Laidlaw) Laidlaw is responsible as an indemnitor nor shall any such payment be deemed a waiver of any rights that Laidlaw may have to be reimbursed or repaid by the Company for any such payments.

4. General. All notices and other communications under this Agreement shall be in writing and delivered by a nationally-recognized overnight courier and, if mailed to you, to the address set forth above under your name, and, if mailed to Laidlaw, to the attention of Matthew Eitner, Chief Executive Officer, Laidlaw & Co. (UK) Ltd., 546 Fifth Avenue, 5th Floor, New York, NY 10036. The failure of a party to this Agreement to insist upon strict adherence to any term in this Agreement shall not waive such party's rights to insist upon strict adherence to that term or to any other term. If any one or more provisions of this Agreement are deemed to be invalid, illegal or unenforceable by a court of competent jurisdiction, then such provision(s) shall be deemed severed to the least extent possible without affecting the validity, legality and enforceability of the remainder of this Agreement. This Agreement (a) shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflicts or choice of laws principles; (b) contains the entire understanding of the parties with respect to its subject matter; (c) may not be modified or amended except by mutual written consent; and (d) establishes contract rights which shall inure to the benefit of and be binding upon the parties to this Agreement and their respective heirs, representatives, successors, and assigns. If any signature to this Agreement is delivered by facsimile transmission or by e-mail delivery of a ".pdf" format data file, such signature shall create a valid and binding obligation of the party executing (or on whose behalf such signature is executed) with the same force and effect as if such facsimile or ".pdf" signature page were an original thereof.

5. Termination. This Agreement shall automatically terminate upon your election or appointment to the Board.

* * * * *

[Remainder of page intentionally left blank; signature page follows]

If you are in agreement with the foregoing, please so indicate by signing and returning one copy of this Agreement.

Very truly yours,

LAIDLAW & COMPANY (UK) LTD.

By: _____

Name:

Title:

Accepted and agreed to:

Date: _____, 2015

EXHIBIT A
FORM OF CONSENT

I hereby consent to:

- (a) being nominated by Laidlaw & Company (UK) Ltd., a private limited company incorporated in England and Wales ("Laidlaw"), for election or appointment as an independent director of Relmada Therapeutics, Inc., a Nevada corporation ("Relmada");
- (b) if selected by Laidlaw, being a nominee of Laidlaw for election or appointment as a director of Relmada;
- (c) being named as a nominee in the proxy or consent solicitation statement prepared by Laidlaw; and
- (d) serving as a director of Relmada if elected or appointed.

By: _____
Name:
Date:

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Mr. Matthew D. Eitner and Mr. James P. Ahern, or either of them, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with the undersigned's participation in any proxy or consent solicitation of the shareholders of Relmada Therapeutics, Inc. (the "Company") to elect or appoint Dr. John Leaman, Dr. Todd Johnson, Mr. Ben Snedeker, Mr. David Buchen and/or Mr. Tim Callahan (collectively, the "Nominees") to the board of directors of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by Laidlaw & Company UK, Mr. Matthew D. Eitner, Mr. James P. Ahern and the Nominees (the "Reporting Persons") that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect unless revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of December 2015.

/s/ Dr. John H. Leaman

Dr. John H. Leaman

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Mr. Matthew D. Eitner and Mr. James P. Ahern, or either of them, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with the undersigned's participation in any proxy or consent solicitation of the shareholders of Relmada Therapeutics, Inc. (the "Company") to elect or appoint Dr. John Leaman, Dr. Todd Johnson, Mr. Ben Snedeker, Mr. David Buchen and/or Mr. Tim Callahan (collectively, the "Nominees") to the board of directors of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by Laidlaw & Company UK, Mr. Matthew D. Eitner, Mr. James P. Ahern and the Nominees (the "Reporting Persons") that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect unless revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of December 2015.

/s/ Todd Johnson, MD
Todd Johnson, MD

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Mr. Matthew D. Eitner and Mr. James P. Ahern, or either of them, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with the undersigned's participation in any proxy or consent solicitation of the shareholders of Relmada Therapeutics, Inc. (the "Company") to elect or appoint Dr. John Leaman, Dr. Todd Johnson, Mr. Ben Snedeker, Mr. David Buchen and/or Mr. Tim Callahan (collectively, the "Nominees") to the board of directors of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by Laidlaw & Company UK, Mr. Matthew D. Eitner, Mr. James P. Ahern and the Nominees (the "Reporting Persons") that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect unless revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of December 2015.

/s/ Benjamin H.
Snedeker

Benjamin H. Snedeker

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Mr. Matthew D. Eitner and Mr. James P. Ahern, or either of them, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with the undersigned's participation in any proxy or consent solicitation of the shareholders of Relmada Therapeutics, Inc. (the "Company") to elect or appoint Dr. John Leaman, Dr. Todd Johnson, Mr. Ben Snedeker, Mr. David Buchen and/or Mr. Tim Callahan (collectively, the "Nominees") to the board of directors of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by Laidlaw & Company UK, Mr. Matthew D. Eitner, Mr. James P. Ahern and the Nominees (the "Reporting Persons") that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect unless revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of December 2015.

/s/ David Buchen

David Buchen

POWER OF ATTORNEY

The undersigned hereby constitutes and appoints Mr. Matthew D. Eitner and Mr. James P. Ahern, or either of them, the undersigned's true and lawful attorney-in-fact to take any and all action in connection with the undersigned's participation in any proxy or consent solicitation of the shareholders of Relmada Therapeutics, Inc. (the "Company") to elect or appoint Dr. John Leaman, Dr. Todd Johnson, Mr. Ben Snedeker, Mr. David Buchen and/or Mr. Tim Callahan (collectively, the "Nominees") to the board of directors of the Company (the "Solicitation"). Such action shall include, but not be limited to:

1. executing for and on behalf of the undersigned any Schedule 13D, and amendments thereto, filed by Laidlaw & Company UK, Mr. Matthew D. Eitner, Mr. James P. Ahern and the Nominees (the "Reporting Persons") that are required to be filed under Section 13(d) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

2. executing for and on behalf of the undersigned all Forms 3, 4 and 5 required to be filed under Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder in connection with the undersigned's beneficial ownership of, or participation in a group with respect to, securities of the Company or the Solicitation;

3. executing for and on behalf of the undersigned all Joint Filing and Solicitation Agreements or similar documents;

4. performing any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such document, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

5. taking any other action of any type whatsoever in connection with the Solicitation, including entering into any settlement agreement, that in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the undersigned's responsibilities to comply with Section 13(d), Section 16 or Section 14 of the Exchange Act.

This Power of Attorney shall remain in full force and effect unless revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 4th day of December 2015.

/s/ Timothy S. Callahan
Timothy S. Callahan
