

**HERAMED LIMITED
[ACN 626 295 314]
("THE COMPANY")**

RIGHTS ISSUE OFFER BOOKLET

A non-renounceable pro rata rights issue offer of 1 fully paid ordinary new share (**New Share**) for every 5 fully paid ordinary shares (**Shares**) held by shareholders with a registered address in Australia or New Zealand as at the Record Date (being the date set out in the timetable on page 3 of this Offer Booklet) (**Eligible Shareholders**) at an issue price of 2 cents (\$0.02) per New Share to raise up to approximately \$1.28 million (before costs) (**Offer**).

This booklet (**Offer Booklet**) is an important document and requires your immediate attention. It should be read carefully and in its entirety before deciding to accept the Offer. If you do not understand the contents of this Offer Booklet, you should consult your stockbroker, accountant or other professional adviser.

The New Shares offered under this Offer Booklet are considered speculative

IMPORTANT NOTICES

This Offer Booklet is dated 18 January 2024. Capitalised terms in these important notices have the meaning given to them in this Offer Booklet.

The Offer is being made without a prospectus in accordance with section 708AA Corporations Act. This Offer Booklet does not contain all of the information which a prospective investor may require to make an informed investment decision. The information in this Offer Booklet does not constitute financial product advice and does not take into account your investment objectives, financial situation or particular needs.

This Offer Booklet is an important document and should be read in its entirety before deciding to participate in the Offer. This Offer Booklet is not a prospectus under the Corporations Act and has not been lodged with ASIC.

By returning an Entitlement and Acceptance Form or otherwise paying for New Shares in accordance with the instructions on the Entitlement and Acceptance Form, you acknowledge you have read this Offer Booklet and you have acted in accordance with and agree to the terms of the Offer set out in detail in this Offer Booklet.

No offering outside Australia and New Zealand

This Offer Booklet and the accompanying Entitlement and Acceptance Form do not constitute an offer or invitation in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. In particular, this Offer Booklet does not constitute an offer to ineligible shareholders.

No action has been taken to register or qualify the New Shares, or otherwise permit the public offering of the New Shares, in any jurisdiction outside Australia or New Zealand.

The distribution of this Offer Booklet (including an electronic copy) outside Australia and New Zealand is restricted by law. If you come into possession of this Offer Booklet, you should observe such restrictions and seek your own advice on such restrictions. Non-compliance with restrictions may contravene applicable securities laws.

New Zealand

The New Shares are not being offered or sold to the public within New Zealand other than to existing shareholders of the Company with registered addresses in New Zealand to whom the Offer of New Shares is being made in reliance on the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand).

This Offer Booklet has not been registered, filed with or approved by a New Zealand regulatory authority. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain. The offer of securities to the Eligible Shareholders in New Zealand is made in compliance with relevant Australian laws.

No representations

No person is authorised to give any information or to make any representation in connection with the Offer not contained in this Offer Booklet. Any information or representation in connection with the Offer that is not contained in this Offer Booklet may not be relied upon as having been authorised by HMD or any of its officers.

Risks

Investors should consider an investment in the New Shares and HMD generally is speculative. Refer to section 5 for a summary of general and specific risk factors that may affect HMD.

Monetary amounts

Except where otherwise stated, all monetary amounts in this Offer Booklet are in Australian dollars (AUD) unless otherwise stated.

Dates and times

All dates and times in this Offer Booklet are dates and times in Sydney, New South Wales, Australia unless otherwise stated.

Announcements

The Company makes announcements to ASX from time to time which can be obtained from the Company's announcements page on the ASX website www2.asx.com.au, search code "HMD".

SUMMARY OF THE OFFER

Capitalised terms in this summary of the Offer have the meaning given to them in this Offer Booklet.

KEY INVESTMENT DETAILS

New Share issue price	2 cents (\$0.02)
Ratio of entitlement to New Shares	1 New Share for every 5 shares held at the Record Date (1:5 basis)
Existing HMD Shares on issue	321,264,191
New Shares to be issued under the Offer	Up to 64,252,839 (maximum)
Amount to be raised under the Offer (before costs)	Up to approximately \$1.28 million (maximum)

KEY DATES

Release of Appendix 3B for the Offer Release of section 708AA cleansing notice Announcement of Offer Booklet	18 January 2024
Ex-Date	22 January 2024
Record Date (7.00pm Sydney time)	23 January 2024
HMD send Offer Booklet and personalised entitlement and acceptance forms to Eligible Shareholders and announces this has occurred Offer opening date	29 January 2024
Last day to extend the Closing Date	2 February 2024
Closing Date (5.00pm Sydney time)	7 February 2024
Unless otherwise determined by ASX, New Shares quoted on a deferred settlement basis from market open	8 February 2024
Last day for HMD to announce results of the Offer, issue New Shares taken up under the Offer and to lodge an Appendix 2A with ASX to notify ASX of the issue of New Shares and apply for their quotation (Before noon (Sydney time))	14 February 2024

The dates above are indicative only and subject to change. Subject to the Corporations Act and ASX Listing Rules, HMD reserves the right to amend this indicative timetable by making an announcement to ASX. In particular HMD reserves the right to extend the Closing Date or withdraw the offer without notice by making an announcement to ASX. Any extension of the Closing Date will have a consequential effect on the anticipated date for the issue of New Shares under the Offer.

USE OF FUNDS

Funds raised under the Offer will be applied to supporting commercial deployments, pilots, integration of HeraCARE into large health systems, private clinics and several large digital health platforms in Australia and the USA and for general working capital (including meeting the costs of the Offer).

Details of the financial impact of the Offer on the Company is set out in section 2.

CAPITAL STRUCTURE

If the Offer is fully subscribed, the share capital of the Company following completion of the Offer is described below:

	Number	%
Existing Shares	321,264,191	83.33%
New Shares under the Offer (maximum)	64,252,839	16.67%
Total shares	385,517,030	100%

The Company proposes seeking shareholder approval at a general meeting in late February 2024 (**Meeting**) for the issue of 20,750,000 Shares, being the second tranche of the placement announced to ASX on 15 December 2023. If shareholder approval is received, these Shares are expected to be issued shortly after the Meeting.

No convertible securities are being issued under the Offer. Details of the convertible securities currently on issue in, or proposed to be issued by, the Company are set out in detail in section 3.1.

RISKS

Section 5 of this Offer Booklet contains a summary of some of the key risks associated with an investment in the Company, including:

- Risks associated with the Offer; and
- Risks associated with the business and operations of the Company; and
- Risks of a more general nature, such as economic and market conditions.

You should read section 5 of this Offer Booklet carefully before deciding to apply for New Shares.

1. DETAILS OF THE OFFER

1.1 The Offer

HeraMED Limited [ACN 626 295 314] (**HMD** or **the Company**) is making a non-renounceable pro-rata rights issue offer of 1 fully paid ordinary new share (**New Share**) for every 5 fully paid ordinary shares (**Shares**) held by shareholders with a registered address in Australia or New Zealand as at the Record Date (being the date as set out in the timetable in Section 1.3) (**Eligible Shareholders**) at an issue price of 2 cents (\$0.02) per New Share to raise up to approximately \$1.28 million (before costs) (**Offer**).

Any fractional entitlements to New Shares will be rounded up.

The Offer is non-renounceable and rights to entitlements are not able to be traded or transferred and, accordingly, there is no ability to trade rights on ASX. New Shares will be fully paid ordinary shares in the capital of HMD ranking equally in all respects with the existing fully paid shares (Shares) from the date of their issue.

There is no minimum subscription amount for the Offer to proceed.

New Shares not taken up by Eligible Shareholders or which would otherwise have been offered to non-eligible shareholders form the shortfall (**Shortfall**). The Shortfall is to be allocated in accordance with Section 1.4.

The Offer is being made under section 708AA of the Corporations Act. This Offer Booklet is not a prospectus and does not contain all of the information that would ordinarily be contained in a prospectus.

1.2 Timetable

The indicative timetable for the conduct of the Offer is set out in the table below:

Release of Appendix 3B for the Offer Release of section 708AA cleansing notice Announcement of Offer Booklet	18 January 2024
Ex-Date	22 January 2024
Record Date (7.00pm Sydney time)	23 January 2024
HMD sends Offer Booklet and personalised entitlement and acceptance forms to Eligible Shareholders and announces this has occurred Offer opening date	29 January 2024
Last day to extend the Closing Date	2 February 2024
Closing Date (5.00pm Sydney time)	7 February 2024
Unless otherwise determined by ASX, New Shares quoted on a deferred settlement basis from market open	8 February 2024
Last day for HMD to announce results of the Offer, issue New Shares taken up under the Offer and to lodge an Appendix 2A with ASX to notify ASX of the issue of New Shares and apply for their quotation (Before noon (Sydney time))	14 February 2024

The dates above are indicative only and subject to change. Subject to the Corporations Act and ASX Listing Rules, HMD reserves the right to amend this indicative timetable by making an announcement to ASX. In particular HMD reserves the right to extend the Closing Date or withdraw the offer without notice by making an announcement to ASX. Any extension of the Closing Date will have a consequential effect on the anticipated date for the issue of New Shares under the Offer.

1.3 Non-qualifying foreign shareholders

No offer is made to shareholders whose address in HMD's register of members is outside Australia and New Zealand as at the Record Date. Further details are set out in section 8.

HMD is of the view that it is unreasonable to make the Offer to shareholders outside of Australia and New Zealand having regard to:

- (a) the number of shareholders registered outside of Australia and New Zealand;
- (b) the number and value of securities to be offered to shareholders registered outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

The Company is not required to make the Offer to non-qualifying foreign shareholders (shareholders with addresses on the Company's register of members outside of Australia and New Zealand). A total of 25,534,490 Shares (approximately 7.95% of existing issued Shares) are held by 15 (fifteen) non-qualifying foreign shareholders in 6 (six) different countries. The Shares of the non-qualifying foreign shareholders are equivalent to entitlements to 5,106,898 New Shares (approximately \$102,000 at the 2 cent (\$0.02) issue price).

New Shares that would otherwise have been offered to non-eligible shareholders form part of the Shortfall.

1.4 Shortfall

New Shares under the Offer not taken up by Eligible Shareholders or which would otherwise have been offered to non-eligible shareholders form the Shortfall.

If you are an Eligible Shareholder and you apply for your full entitlement to New Shares under the Offer, you may also apply for more New Shares than the number shown in your Entitlement and Acceptance Form. To apply for more New Shares than your entitlement (being an application for New Shares from the Shortfall) please complete the relevant section in your Entitlement and Acceptance Form.

The issue of New Shares from the Shortfall in response to applications from Eligible Shareholders will depend on there being sufficient New Shares forming the Shortfall. If the Offer is oversubscribed (by Eligible Shareholders taking up their entitlements to New Shares and applications for New Shares from the Shortfall), the New Shares under the Shortfall shall be scaled back such that Eligible Shareholders are allocated New Shares from the Shortfall proportionally to the respective shareholdings of Eligible Shareholders at the Record Date who have applied for New Shares from the Shortfall. There is no guarantee that Eligible Shareholders who apply for New Shares from the Shortfall will receive the number of New Shares applied for under the Shortfall.

If the Offer is not fully subscribed (after subscriptions for New Shares by Eligible Shareholders under their entitlement and applications for New Shares from the Shortfall), the New Shares forming the Shortfall will be allocated in full to Eligible Shareholders who have applied for New Shares from the Shortfall, with any remaining New Shares from the Shortfall following allocation to Eligible Shareholders to be allocated by the Company.

The Company may seek to place the New Shares forming the Shortfall with professional, sophisticated and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act who are invited to subscribe. The Company may engage one or more third party brokers to assist in placement of the New Shares forming the Shortfall and may pay a fee in respect of New Shares from the Shortfall placed by a broker or brokers.

No shareholder or investor will be allocated New Shares from the Shortfall if that would result in a breach of the Corporations Act, the Listing Rules or other applicable law. The Company reserves the right to offer and issue New Shares from the Shortfall at its discretion within three (3) months after the Closing Date.

2. USE OF FUNDS AND FINANCIAL IMPACT OF THE OFFER

2.1 Use of funds

As noted in Section 1.1, the Offer will raise up to approximately \$1.28 million before costs if fully subscribed. If the Offer is not fully subscribed, a lower amount will be raised under the Offer.

Funds raised under the Offer will be applied to supporting commercial deployments, pilots, integration of HeraCARE into large health systems, private clinics and several large digital health platforms in Australia and the USA and for general working capital (including meeting the costs of the Offer).

2.2 Costs of the Offer

The anticipated indicative costs of the Offer are set out in the table below:

Particulars	Amount (\$)
Legal, printing and postage	\$21,000
Regulatory (quotation) fees *	\$7,000
TOTAL	\$28,000

* assumes the Offer is fully subscribed and that 64,252,839 New Shares are issued and quoted. If the Offer is not fully subscribed then the regulatory fees in connection with quotation of New Shares will be lower.

2.3 Financial impact of the Offer

If fully subscribed, the Offer will increase the cash reserves of the Company by approximately \$1 million, being the maximum amount to be raised under the Offer of approximately \$1.28 million less the anticipated indicative costs of the Offer of \$28,000 as described in Section 2.2.

If the Offer is not fully subscribed, the financial impact of the Offer will be to increase the cash reserves of the Company by a lesser amount on the basis funds raised under the Offer will be decreased.

The Offer is not anticipated to impact the financial position of HMD other than as set out in Section 2.

As at 31 December 2023, the Company has cash on hand of US\$724,000 and creditors of US\$441,000. All creditors are within trading terms and are expected to be settled in the ordinary course of business. Subject to shareholder approval being received at the Meeting, the Company also anticipates receiving a further \$415,000 (less costs) from the issue of Shares forming the second tranche of the placement announced on 15 December 2023.

3. CAPITAL STRUCTURE AND EFFECT ON CONTROL

3.1 Capital structure

Shares

The table below sets out the existing share capital structure of the Company and the effect that the issue of New Shares under the Offer will have on the share capital of the Company. The share capital of the Company following completion of the Offer (assuming the Offer is 50% subscribed or 100% subscribed) is described below:

	Number (Offer 50% subscribed)	% *	Number (Offer 100% subscribed)	% *
Existing Shares	321,264,191	90.91%	321,264,191	83.33%
New Shares under the Offer	32,126,420	9.09%	64,252,839	16.67%
Total Shares	353,390,611	100%	385,517,030	100%

* all percentages are subject to rounding

The Company is also seeking shareholder approval at the Meeting for the issue of 20,750,000 Shares forming the second tranche of the placement announced on 15 December 2023. The below table shows the impact of the Offer (assuming the Offer is 50% subscribed or 100% subscribed) and the issue of Shares forming the second tranche of the placement on the share capital of the Company.

	Number (Offer 50% subscribed)	% *	Number (Offer 100% subscribed)	% *
Existing Shares	321,264,191	85.86%	321,264,191	79.07%
New Shares under the Offer	32,126,420	8.59%	64,252,839	15.82%
Shares forming second tranche of placement	20,750,000	5.55%	20,750,000	5.11%
Total Shares	374,140,611	100%	406,267,030	100%

* all percentages are subject to rounding

The percentages represented by New Shares issued under the Offer will differ if the amount raised under the Offer (and therefore number of New Shares issued) is a number other than as set out in the above tables (including following allocation of New Shares under the Shortfall).

Options

The Company has the following options on issue as at the date of this Offer Booklet, sorted by expiry date. All options are unlisted except for the HMDO options which are quoted (listed):

Class	Number	Exercise Price	Expiry Date
HMDO (listed)	45,589,584	\$0.22 (22 cents)	28 April 2024
HMDAL	574,000	US\$0.01 (1 US cent)	15 August 2024
HMDAK	1,133,334	\$0.165 (16.5 cents)	15 August 2024
HMDAS	7,440,000	\$0.20 (20 cents)	2 June 2025
HMDAAA	7,500,000	\$0.0975 (9.75 cents)	31 December 2025
HMDAZ	18,428,572	\$0.12 (12 cents)	20 July 2026
HMDAY	350,000	\$0.15 (15 cents)	27 January 2027
HMDAW	850,000	\$0.1358 (13.58 cents)	28 July 2027
HMDAX	250,000	\$0.15 (15 cents)	9 August 2027
TOTAL	82,115,490	-	-

The Company is also proposing to issue an aggregate of 15,000,000 unlisted options to Clarity Capital Pty Ltd (and/or its nominee(s)) with an exercise price of \$0.045 (4.5 cents) and expiring three (3) years from issue, subject to shareholder approval which is to be sought at the Meeting. These options are proposed to be issued as part fees for Clarity Capital Pty Ltd acting as lead manager of the placement announced on 15 December 2023.

Except as described above, at the date of this Offer Booklet the Company does not have any other convertible securities on issue and does not propose issuing any further convertible securities. No convertible securities are being issued under the Offer and accordingly, the Offer will not impact the number of convertible securities.

3.2 Dilutive impact on control

The potential effect of issue of the New Shares under the Offer will have on control of the Company is as follows:

- (a) if all Eligible Shareholders take up their full entitlements to New Shares, the Offer will not have a significant effect on the control of the Company as Eligible Shareholders will maintain their respective percentage shareholdings in the Company; or

- (b) to the extent that a shareholder does not or is not eligible to take up their entitlement to New Shares under the Offer, that shareholder's percentage shareholding in the Company will be diluted; or
- (c) If an Eligible Shareholder takes up their entitlement for New Shares in full and applies for and receives New Shares from the Shortfall then their percentage shareholding in the Company will increase.

No person will by acceptance of their entitlement, nor will any person through acceptance of New Shares from the Shortfall be permitted to, acquire a relevant interest in more than 20% of the issued voting Shares of the Company, and as a result the Offer will not have a material effect on control of the Company.

Shareholders who take up their full entitlement for New Shares under the Offer will not be diluted as a result of the conduct of the Offer. Examples of the potential impact of dilution on existing holders where a shareholder does not take up its entitlement under the Offer are set out in the tables below:

OFFER 50% SUBSCRIBED

Shareholder (example)	Holding at the Record Date	% at the Record Date	1 for 5 entitlement under the Offer	Holding if entitlement not taken up	As % of total Shares on issue after the Offer (353,390,611 Shares)
A	2,500,000	0.78%	500,000	2,500,000	0.71%
B	5,000,000	1.56%	1,000,000	5,000,000	1.41%
C	7,500,000	2.33%	1,500,000	7,500,000	2.12%
D	10,000,000	3.11%	2,000,000	10,000,000	2.83%
E	12,500,000	3.89%	2,500,000	12,500,000	3.54%
F	15,000,000	4.67%	3,000,000	15,000,000	4.24%

OFFER 100% SUBSCRIBED

Shareholder (example)	Holding at the Record Date	% at the Record Date	1 for 5 entitlement under the Offer	Holding if entitlement not taken up	As % of total Shares on issue after the Offer (385,517,030 Shares)
A	2,500,000	0.78%	500,000	2,500,000	0.65%
B	5,000,000	1.56%	1,000,000	5,000,000	1.30%
C	7,500,000	2.33%	1,500,000	7,500,000	1.95%
D	10,000,000	3.11%	2,000,000	10,000,000	2.59%
E	12,500,000	3.89%	2,500,000	12,500,000	3.24%
F	15,000,000	4.67%	3,000,000	15,000,000	3.89%

Notes to tables:

- (1) all percentages are subject to rounding.
- (2) The notional Shareholders in the examples above do not acquire or dispose of shares and no options are converted into ordinary shares.
- (3) No convertible securities convert to ordinary shares.
- (4) The dilutive impact of the Offer will differ if the amount subscribed for under the Offer is other than as set out in the above tables (including following allocation of New Shares under the Shortfall).

The above tables do not take into account the issue of Shares under the second tranche of the placement, the issue of such Shares being subject to shareholder approval which is being sought at the Meeting. The issue of the Shares under the second tranche of the Placement will dilute existing shareholders who do not also subscribe for and receive Shares under the second tranche of the Placement.

3.3 Substantial shareholders

As at the date of this offer booklet the Company has one substantial shareholder, Citicorp Nominees Pty Ltd, which holds 21,580,555 Shares, being approximately 6.72% of the issued capital of the Company. The Company is not aware if Citicorp Nominees Pty Ltd proposes participating in the Offer by subscribing for a certain number of New Shares, if any at all.

The Company proposes seeking shareholder approval for Dr Ron Weinberger, the Executive Chairman of the Company (and/or his nominee(s)) to subscribe for up to 25,000,000 New Shares (up to a maximum subscription amount of \$500,000) from the Shortfall. Dr Weinberger currently has a relevant interest in 801,000 Shares, being approximately 0.25% of the issued capital of the Company. If shareholders approve the issue of New Shares from the Shortfall, Dr Weinberger takes up his full entitlement under the Offer (being 160,200 New Shares based on a 1:5 entitlement) and all New Shares for which shareholder approval is sought are subscribed for by and issued to Dr Weinberger (and/or his nominee(s)) and no other New Shares are issued under the Offer, Dr Weinberger would have a relevant interest in 25,961,200 Shares which, following the issue, would represent a maximum potential relevant interest of approximately 7.48% of the then issued Shares of HMD. The relevant interest of Dr Weinberger will be reduced by the issue of New Shares under the Offer (including the Shortfall) to any other recipients. The maximum potential relevant interest of Dr Weinberger is provided for illustrative purposes only.

3.4 Director interests

The following tables set out the direct and indirect interests of the Directors at the date of this Offer Booklet. For indicative purposes, the below tables have been prepared for illustrative purposes to show the interests of the Directors if they take up their entitlement to New Shares under the Offer or if they do not take up their entitlement to New Shares under the Offer, if the Offer is either 50% or 100% subscribed. Each of Dr Ron Weinberger and David Hinton (being the Directors with relevant interests in Shares and therefore entitlements to New Shares under the Offer) have indicated their intention to take up their entitlements to New Shares under the Offer in full. Accordingly, the below tables that show the potential impact on the relevant interests of the Directors if they do not take up their entitlement are provided for indicative purposes only.

OFFER 50% SUBSCRIBED, DIRECTORS TAKE UP ENTITLEMENTS IN FULL

Name	Holding at the Record Date	% at the Record Date*	1 for 5 entitlement under the Offer	Holding if entitlement taken up	As % of total Shares on issue after the Offer (353,390,611 Shares)
Dr Ron Weinberger	801,000	0.25%	160,200	961,200	0.27%
David Hinton	358,333	0.11%	71,667	430,000	0.12%
Doron Birger	Nil	Nil	Nil	Nil	Nil
TOTAL	1,159,333	0.36%	321,867	1,391,200	0.39%

OFFER 100% SUBSCRIBED, DIRECTORS TAKE UP ENTITLEMENTS IN FULL

Name	Holding at the Record Date	% at the Record Date*	1 for 5 entitlement under the Offer	Holding if entitlement taken up	As % of total Shares on issue after the Offer (385,517,030 Shares)
Dr Ron Weinberger	801,000	0.25%	160,200	961,200	0.25%
David Hinton	358,333	0.11%	71,667	430,000	0.11%
Doron Birger	Nil	Nil	Nil	Nil	Nil
TOTAL	1,159,333	0.36%	321,867	1,391,200	0.36%

The below tables assume the Directors **do not take up** their entitlement under the Offer:

OFFER 50% SUBSCRIBED, DIRECTORS DO NOT TAKE UP ENTITLEMENTS

Name	Holding at the Record Date	% at the Record Date*	1 for 5 entitlement under the Offer	Holding if entitlement <u>not</u> taken up	As % of total Shares on issue after the Offer (353,390,611 Shares)
Dr Ron Weinberger	801,000	0.25%	160,200	801,000	0.23%
David Hinton	358,333	0.11%	71,667	358,333	0.10%
Doron Birger	Nil	Nil	Nil	Nil	Nil
TOTAL	1,159,333	0.36%	321,867	1,159,333	0.33%

OFFER 100% SUBSCRIBED, DIRECTORS DO NOT TAKE UP ENTITLEMENTS

Name	Holding at the Record Date	% at the Record Date*	1 for 5 entitlement under the Offer	Holding if entitlement <u>not</u> taken up	As % of total Shares on issue after the Offer (385,517,030 Shares)
Dr Ron Weinberger	801,000	0.25%	160,200	801,000	0.21%
David Hinton	358,333	0.11%	71,667	358,333	0.09%
Doron Birger	Nil	Nil	Nil	Nil	Nil
TOTAL	1,159,333	0.36%	321,867	1,159,333	0.30%

Notes to tables:

- (1) Percentages are subject to rounding.
- (2) No convertible securities convert to ordinary shares.
- (3) The dilutive impact of the Offer will differ if the amount subscribed for under the Offer is other than as set out in the above tables (including following allocation of New Shares under the Shortfall).
- (4) The tables do not take into account the issue of Shares forming the second tranche of the placement, the issue of which is subject to shareholder approval which is being sought at the Meeting.

As noted above, each of Dr Ron Weinberger and David Hinton have indicated that they will be taking up their full entitlement under the Offer and accordingly the tables showing the potential impact on their respective relevant interests if they do not take up New Shares forming their entitlement under the Offer are provided for indicative purposes only. In addition to his entitlement to New Shares under the Offer, Dr Ron Weinberger also proposes subscribing for up to 25,000,000 New Shares (\$500,000 subscription amount) from the Shortfall subject to shareholder approval, which is to be sought at the Meeting. Further details of the potential impact on Dr Weinberger's relevant interest in Shares is set out in Section 3.3.

4. APPLICATION PROCESS

4.1 Entitlements and Acceptances

Your entitlement is shown on the Entitlement and Acceptance Form accompanying this Offer Booklet. You may only accept the Offer:

- (a) if you are domiciled in Australia, by making payment by BPAY¹ in accordance with the instructions on your personalised Entitlement and Acceptance Form; or
- (b) if you are domiciled in Australia and are unable to make payment via BPAY or if you are domiciled in New Zealand, by making payment by Electronic Funds Transfer (EFT) in accordance with the instructions on the Entitlement and Acceptance Form.

¹ ® Registered to Bpay Pty Ltd ABN 69 079 137 518

HMD will accept Entitlement and Acceptance Forms until 5.00pm (Sydney time) on the Closing Date (including as extended, if applicable) or such other time and/or date as the Board in their absolute discretion shall determine, subject to the requirements of the Corporations Act and the ASX Listing Rules.

4.2 *Applying for New Shares from the Shortfall*

Details regarding the potential allocation of the New Shares from the Shortfall is set out in section 1.4.

In addition to being able to accept your pro rata entitlement as shown on the Entitlement and Acceptance Form, if you accept and pay the application monies for your entire pro rata entitlement you may also apply for New Shares from the Shortfall in respect of entitlements that are not subscribed for in full under the Offer.

Instructions for applying for additional shares are set out in your Entitlement and Acceptance Form. Applications for New Shares from the Shortfall must be received by 5.00 pm (Sydney time) on the Closing Date (including as extended, if applicable) or such other date as the Directors in their absolute discretion shall determine, subject to the requirements of the Corporations Act and the ASX Listing Rules. You may only make an application for New Shares from the Shortfall if you accept your full entitlement to New Shares under the Offer.

As noted in section 1.4, the Company may seek to place the Shortfall with professional, sophisticated and other investors exempt from the disclosure requirements of Chapter 6D of the Corporations Act who are invited to subscribe for New Shares from the Shortfall.

New Shares under the Shortfall will only be issued if the entitlements under the offer are not taken up in full. If the Company receives applications for New Shares under the Shortfall that would result in the Offer being oversubscribed, the Company will scale back applications as set out in section 1.4.

In the event an application for New Shares under the Shortfall is not accepted, including because of a scale back, the application monies received for an unsuccessful application for New Shares under the Shortfall (or the applicable portion if the application is partly successful) will be refunded to the applicant, without interest, by way of bank transfer where the share registry holds bank account details and otherwise by way of a cheque being sent to the registered address of the application as soon as practicable.

Further details regarding the Shortfall including the allocation policy of the Company are set out in section 1.4.

4.3 *Paying by BPAY*

If paying by BPAY, you should be aware that your financial institution may implement earlier cut off times with regards to electronic payment, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid via BPAY. It is your responsibility to check that the amount you wish to pay by BPAY does not exceed your limit. The Company and its share registry accept no responsibility for unsuccessful, delayed, incomplete BPAY payments.

If you have multiple holdings you will have multiple BPAY reference numbers. To ensure that you receive your entitlement in respect of each holding, you must use the customer reference number shown on each personalised Entitlement and Acceptance Form when paying for any New Shares that you wish to accept your entitlement for in respect of that holding. Payments in excess of the amount payable for one holding will not be treated as payment for another holding, and the excess will be treated as an application for additional New Shares from the Shortfall.

4.4 *Paying by EFT*

For Eligible Shareholders whose holdings are registered in Australia that are unable to make payment via BPAY or for Eligible Shareholders whose holdings are registered in New Zealand, pay your application money via EFT by following the instructions set out in the personalised Entitlement and Acceptance Form. You can only make a payment via EFT if you hold an account that supports EFT transactions to an Australian bank account.

Please note that should you choose to pay by EFT:

- (a) you do not need to complete or return the Entitlement and Acceptance Form but are taken to have made the declarations on that personalised Entitlement and Acceptance Form; and

- (b) if you do not pay for your full Entitlement, you are deemed to have taken up your Entitlement in respect of such whole number of New Shares as is covered in full by your application money.

Please note that your bank and the receiving bank may apply fees or charges to transfer and conversion to Australian dollars from a foreign currency will impact the amount of Australian dollars received by the Company.

When completing your EFT, please make sure to use the unique reference number provided on your personalised Entitlement and Acceptance Form. If you receive more than one personalised Entitlement and Acceptance Form (i.e. where you have multiple holdings), please only use the reference number specific to the Entitlement on that form. If you inadvertently use the same reference number for more than one of your Entitlements, you will be deemed to have applied only for New Shares on the Entitlement and Acceptance Form to which the reference number applies.

5 RISKS

The Company's activities, as in any business, are subject to risks which may impact the Company's future performance. The following is a summary of the more material matters to be considered and should be read in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements. The summary below is not exhaustive, but rather represents some of the major risk factors which you need to be aware of in evaluating the Company's business and the risks of increasing your investment in the Company.

5.1 *Risks associated with the Offer*

Value of New Shares and share market conditions

The market price of the Company's securities is subject to varied and unpredictable influences on the market for equities in general. Market conditions and lack of liquidity may affect the value of the Company's securities regardless of the performance of the Company. The price of Shares (including, following issue, New Shares) may fall as well as rise and no guarantee is given that the price of Shares (including New Shares) will increase.

Liquidity

There can be no assurance there will be, or continue to be, an active market for the Shares (including, following issue, New Shares) or that the price of Shares (including, following issue, New Shares) will increase.

Dilution

The issue of New Shares will result in holders who do not take up their entitlements to New Shares under the Offer being diluted. The potential dilutive impact of the Offer for a holder who does not take up their entitlement will vary depending on the level of subscriptions for New Shares under the Offer (including the Shortfall). Indicative illustrative examples of the potential dilutive impact of the Offer are set out in Section 3.2.

Taxation consequences

The issue of New Shares may have taxation consequences depending on the particular circumstances of the recipient. You should seek your own professional advice before applying for New Shares.

5.2 *Specific Risks*

Future Capital Needs

Further funding is required by the Company to support its ongoing activities and operations. There can be no assurance that such funding will be available on satisfactory terms or at all. Any inability to obtain funding will adversely affect the business and financial condition of the Company and consequently its performance. The Company may seek to raise further funds through equity or debt financing, joint ventures or other means. There can be no assurance that additional finance will be available when needed or, if available, the terms of the financing might not be favourable to the Company and might involve substantial dilution to shareholders.

Early-Stage Business

The Company's business operations are at an early stage, and the commercialisation of HeraCARE has not yet been proven at scale. The Company's success will depend on its ability to implement its business plan, the ability to commercialise the Company's products and the ability of the Company to successfully implement its R&D plans. There can be no guarantee that the Company can or will be able to commercialise its products.

Regulatory Approvals and Restrictions

The regulatory requirements for HeraBEAT and HeraCARE and any other developed products will depend on the local policies of the ministry of health or similar government agency in the jurisdictions in which it intends to operate (for example TGA in Australia, FDA in the US, CFDA in the PRC, ANVISA in Brazil, etc.) and may be different from country to country. In some countries, the Company's products may be subject to continuing regulation including quality assurance, ongoing monitoring and reporting, and restrictions on promoting or advertising its products. Some of these regulations change over time and are enforced unpredictably. Meeting such regulatory compliance may prove expensive and may reduce the Company's profitability. Failure by the Company to comply with applicable regulations may subject it to enforcement actions such as warning letters, fines, or other penalties. Such failure may also attract negative publicity to HeraMED and could harm the Company's reputation and adversely impact its ability to develop its business. There is also the risk that Company's intellectual property is challenged or not adequately protected.

Operations in Israel

The Company is headquartered in Israel and nearly all of the Company's senior staff and its primary operations are located in Israel and will likely remain there for the foreseeable future. The region in general, is subject to confrontation and unrest. Such disruptions could materially and adversely affect the Company's operations and negatively impact its profitability.

Israeli industrial production has in the past and may in the future be subject to significant disruptions from domestic or foreign violent episodes. Such disruptions could materially and adversely affect the Company's operations and negatively impact its business.

Foreign Exchange Rate and Currency Risk

The Company's financial statements are presented in US dollars, however the Company's expected sales are from various international markets. As a result, the Company's revenues may be highly sensitive to fluctuations in exchange rates. As the Company's business is proposed to operate in several jurisdictions, costs and expenses incurred in a foreign country will be in the foreign country's denomination. Accordingly, there might be a loss incurred when the foreign currency is converted into US dollars. As the Company does not have hedging arrangements in place, foreign exchange rate movements could adversely impact its business, financial performance and operations.

Intellectual Property

The Company has know-how, trade secrets and other intellectual property that are important assets. The Company relies on a combination of confidentiality and license agreements with its consultants, employees and third parties with whom it has relationships, as well as patents, domain names and copyright, to protect its brand and other intellectual property rights. If the Company fails to adequately protect its intellectual property rights, competitors may gain access to its intellectual property, which would in turn harm its business. The Company may be required to incur significant expenses in monitoring and protecting its intellectual property rights. The Company may initiate or otherwise be involved in litigation against third parties for infringement or to establish the validity of its rights. Any litigation, whether or not it is successful, could result in significant expense to the Company and cause a distraction to management. In addition, unauthorised use of the Company's brand or intellectual property by third parties may not only result in potential revenue loss, but also have an adverse impact on the Company's brand value and the market perception of the quality of its products.

Competition and New Technologies

The industry in which the Company is involved is subject to increasing domestic and global competition which is fast-paced and fast-changing. While the Company will undertake all reasonable due diligence in its business decisions and operations, the Company will have no influence or control over the activities or actions of its competitors, whose activities or actions may positively, or negatively affect the operating and financial performance of the Company's business. For instance, new technologies could overtake the advancements made by the Company's products. In that case, the Company's revenues could be adversely affected.

Cybersecurity

The Company's products, services and systems may be used in critical company, customer or third-party operations, or involve the storage, processing and transmission of sensitive data, including valuable intellectual property, other proprietary or confidential data, regulated data, and personal information of employees, customers and others. Successful breaches, employee malfeasance, or human or technological error could result in, for example, unauthorized access to, disclosure, modification, misuse, loss, or destruction of company, customer, or other third party data or systems; theft of sensitive, regulated, or confidential data including personal information and intellectual property; the loss of access to critical data or systems through ransomware, destructive attacks or other means; and business delays, service or system disruptions or denials of service. The Company has in place various protections in order to take all reasonable steps to protect its data from unauthorized access, loss or modification.

Reputational Risks

The Company operates in a fast-changing environment, and negative publicity can spread quickly, whether true or false. Negative comments by disgruntled customers about the Company may have a disproportionate effect on the Company's reputation and its ability to earn revenues and profits. Additionally, complaints by such customers can lead to additional regulatory scrutiny and a consequential increase compliance burden in responding to regulatory inquiries. This could negatively impact on the Company's business.

Retention of Key Personnel

The Company's success depends on retaining its key management personnel, and attracting suitably qualified, new personnel. There is no guarantee that the Company will be able to attract and retain suitably qualified management and technical personnel. A failure to do so could materially and adversely affect the Company, its operating results and financial prospects.

Liability and Lawsuits

Medical device companies can be subject to claims alleging negligence, product liability, breach of warranty or malpractice that may involve large claims and significant defence costs whether or not such liability is imposed. These claims may be brought by individuals seeking relief for themselves or, increasingly, by groups seeking to represent a class. There are no such claims against the Company at the date of this Offer Booklet.

5.3 *General Risks*

Pandemic

The Company's operations may be adversely affected in the short to medium term by the economic uncertainty caused by a pandemic. No guarantee can be given that governmental or industry measures taken in response to a potential future pandemic (if any) will not adversely impact the operations of the Company and are likely to be beyond the control of the Company.

Economic Risks

General economic conditions, movements in interest and inflation rates and currency exchange rates may adversely affect the Company's activities, as well as its ability to fund those activities. Further, share market conditions may affect the value of the Company's securities regardless of the Company's performance.

Share market conditions are affected by many factors such as:

- general economic outlook;
- interest rates and inflation rates;
- currency fluctuations;
- changes in investor sentiment toward particular market sectors;
- international trade disputes and sanctions;

- political instability and civil unrest;
- restricted access to trade routes;
- the demand for, and supply of, capital; and
- terrorism or other hostilities.

General Regulatory Risks

The Company's activities could be adversely affected by changes to laws such as the impact of taxes and charges. The Company could also be adversely affected by changes to laws. Failure to comply with applicable laws could result in fines, penalties or other sanctions.

Unforeseen expenditure or risks

While the Company is not aware of any expenses that may need to be incurred that have not been taken into account, if such expenses were subsequently incurred, the expenditure proposals of the Company may be adversely affected.

There may be other risks which the Directors and/or management of the Company are unaware of at the time of issuing this Prospectus which may impact upon the Company, its operations and/or the value and performance of the securities of the Company.

5.4 Speculative investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or in connection with an investment in the Company. The above risk factors, and other risk factors not specifically referred to above, may materially affect the future financial performance of the Company and the value of the New Shares.

There may be other risks of which the Directors are unaware which may impact the Company, its operations and/or valuation and performance of Shares (including, following issue, New Shares).

The New Shares therefore carry no guarantee with respect to the payment of dividends, returns of capital or market value. The Company does not expect to declare any dividends in the near-future.

Potential investors should consider that investment in the Company is highly speculative and should consult their professional advisers before deciding whether to apply for New Shares pursuant to the Offer (including New Shares under the Shortfall).

6 ASX QUOTATION AND DEFERRED SETTLEMENT TRADING

Application will be made to ASX for the official quotation of the New Shares to be issued under the Offer. If permission is not granted by the ASX for the official quotation of the New Shares to be issued under the Offer, HMD will repay, as soon as practicable, without interest, all application monies received pursuant to the Offer.

ASX and its officers take no responsibility for the contents of this Offer Booklet. The fact that ASX may admit the New Shares to official quotation is not to be taken in any way as an indication of the merits of the Company or the New Shares offered under this Offer Booklet (including New Shares under the Shortfall).

7 TAXATION IMPLICATIONS

The Directors do not consider it appropriate to give shareholders advice regarding the taxation consequences of subscribing for New Shares under the Offer. HMD, its advisers and its officers do not accept any responsibility or liability for any such taxation consequences to shareholders. As a result, investors should consult their professional tax adviser in connection with subscribing for New Shares under the Offer (including New Shares under the Shortfall).

8 OVERSEAS SHAREHOLDERS

8.1 New Zealand

The Offer to New Zealand shareholders of the Company is being made pursuant to the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021 (New Zealand). This Offer Booklet has not been registered, filed with or approved by a New Zealand regulatory authority. This document is not an investment statement or prospectus under New Zealand law and is not required to, and may not, contain all the information that an investment statement or prospectus under New Zealand law is required to contain. The offer of securities under the Offer to the Eligible Shareholders in New Zealand is made in compliance with relevant Australian laws.

8.2 Other countries

No offer is made to shareholders whose address in the Company's register of members at the Record Date is outside Australia and New Zealand. Details of the number of shares and entitlement to New Shares of holders in these other countries are set out in section 1.3.

HMD is of the view that it is unreasonable to make the Offer to shareholders outside of Australia and New Zealand having regard to:

- (a) the number of shareholders registered outside of Australia and New Zealand;
- (b) the number and value of securities to be offered to shareholders registered outside of Australia and New Zealand; and
- (c) the cost of complying with the legal requirements and requirements of regulatory authorities in overseas jurisdictions.

The Company is not required to make the Offer to non-qualifying foreign shareholders (shareholders with addresses on the company's register of members outside of Australia and New Zealand). New Shares that would otherwise have been offered to non-eligible shareholders will form part of the Shortfall.

Shareholders including custodians and nominees in eligible countries who hold Shares for persons who are residents of other (non-eligible) countries are responsible for ensuring that the laws of the relevant other country or countries are complied with if accepting on behalf of another person. This Offer Booklet and the accompanying Entitlement and Acceptance Form do not, and are not intended to, constitute an offer of shares in any place or jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or to issue this Offer Booklet. The distribution of this Offer Booklet in jurisdictions outside Australia and New Zealand may be restricted by law and persons who come into possession of this Offer Booklet should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Return of a duly completed Entitlement and Acceptance Form or payment will be taken by HMD to constitute a representation that there has been no breach of such requirements. The New Shares offered under this Offer Booklet have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA. Any person accessing the electronic version of this Offer Booklet for the purpose of investing in the Company must only access it from within Australia and New Zealand.

9 GENERAL

The Entitlement and Acceptance Form does not need to be signed. If an Entitlement and Acceptance Form is not completed correctly it may still be treated as valid. The Directors' decision as to whether to treat an acceptance as valid and how to construe, amend or complete the Entitlement and Acceptance Form is final.

The amount payable on acceptance or application will be deemed not to have been received until the Company is in receipt of cleared funds. The Company may reject an acceptance or application where payment of the applicable amount is not received, or without prejudice to its rights, issue New Shares in response to the acceptance or application and recover the outstanding amount from the recipient.

The Offer and any contract under it are governed by the applicable law of Victoria, Australia.

The information in this Offer Booklet does not constitute financial product advice. This Offer Booklet does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the Offer of New Shares pursuant to this Offer Booklet, and risks associated with investing in the Company, having regard to their own objectives, financial situation, tax position and needs.

It is the responsibility of applicants to determine their allocation prior to trading in the shares. Applicants who sell shares before they receive their holding statements will do so at their own risk.

The Company seeks and engages in discussions on an ongoing basis in respect of potential opportunities for the establishment of new and the expansion of existing activities and business development opportunities. While the Company continues to seek and negotiate potential commercial opportunities in this respect, there is no certainty that any arrangement(s) will be finalised on particular terms, at a specific time, or at all.

The Company operates an ongoing business and is continuing the development of its products. Its business may result in the Company receiving, amongst other matters, further results or updates on the status of matters that have previously been disclosed via announcement to ASX.

The Company will make further announcements in respect of any such discussions, negotiations or updates as described above in accordance with its disclosure obligations as developments occur. You can obtain the Company's announcements from the ASX website www2.asx.com.au under the code "HMD".

10 PRIVACY

HMD and its share registry collect information provided on an Entitlement and Acceptance Form for the purposes of processing the acceptances and applications and to administer security holdings in HMD.

By submitting an Entitlement and Acceptance Form, you agree HMD and its share registry may use the information provided by an applicant on the Entitlement and Acceptance Form for the purposes in this privacy disclosure statement and may disclose it for those purposes to the Company's related bodies corporate, agents, contractors and third party service providers, including mailing houses and professional advisers, and to ASX and regulatory authorities.

If you do not provide the information required on the Entitlement and Acceptance Form, HMD may not be able to act on or process your acceptance or application. An applicant has a right to gain access to the information that HMD holds about that person subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing to HMD's registered office.

11 CONSENT

Automic Pty Ltd has given and, as at the date hereof, not withdrawn, its written consent to being named as the Share Registry of the Company, in the form and context in which it is named. Automic Pty Ltd has not authorised or caused the issue of any part of this Prospectus and, to the extent permitted by law, expressly disclaims and takes no responsibility for any part of this Prospectus.

12 ENQUIRIES

Enquiries concerning the Entitlement and Acceptance Form or how to accept your entitlement or apply for additional shares can be obtained by contacting Automic Pty Ltd:

1300 288 664 (within Australia)

+61 2 9698 5414 (international)

Email: corporate.actions@automicgroup.com.au

13 DIRECTOR'S RESPONSIBILITY STATEMENT

The Directors have approved this Offer Booklet.

Ron Weinberger

Dr Ron Weinberger
Executive Chairman

Holder Number:

Shares held as at the Record Date at
7.00pm (Sydney Time) on 23 January 2024

ENTITLEMENT AND ACCEPTANCE FORM

OFFER CLOSES 5.00PM (SYDNEY TIME) 7 FEBRUARY 2024 (WHICH MAY CHANGE WITHOUT NOTICE)

On 18 January 2024, HeraMED Limited (the **Company**) announced a non-renounceable pro-rata rights issue offer of 1 New Share for every 5 Shares held by Shareholders registered at the Record Date at an issue price of \$0.02 per New Share (**Issue Price**) to raise approximately \$1.28 million, before costs, through the issue of the New Shares (**Offer**).

The Offer Booklet dated 18 January 2024 contains information about the Offer and you should carefully read the Offer Booklet before applying for New Shares. This Entitlement and Acceptance Form should be read in conjunction with the Offer Booklet. If you do not understand the information provided in the Offer Booklet or you are in doubt as to how you should deal with it, you should seek professional advice. Other than as defined in this Entitlement and Acceptance Form, capitalised terms have the same meaning as defined in the Offer Booklet.

1 ACCEPTANCE OF ENTITLEMENT OR PART THEREOF

	Payment Amount A\$ (\$0.02 per New Share)	Number of New Shares Applied
Full Entitlement		
Partial Entitlement	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

2 APPLICATION FOR ADDITIONAL SHARES

As an Eligible Participant, you are invited to apply for Additional Shares, provided you have taken up your full Entitlement.

	Payment Amount A\$ (\$0.02 per Additional Share)	Number of Additional Shares Applied
Shortfall Facility	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>

3 MAKE YOUR PAYMENT BY BPAY® OR ELECTRONIC FUNDS TRANSFER (EFT)

Payments must be made by BPAY® or by EFT and may not be made by cheque or money order. You do not need to return this form.

Total Payment	A\$	<input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/> , <input type="text"/> <input type="text"/> <input type="text"/> <input type="text"/>
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Option A – BPAY®



Bill Code:

Ref No:

Contact your financial institution to make your payment from your cheque or savings account.

Note: You do not need to return this form if you have made payment via BPAY® or EFT. Your BPAY® reference number or unique reference number will process your payment for your application for New Shares (including any Additional Shares) electronically.

Option B – Electronic Funds Transfer (EFT)

The unique reference number which has been assigned to your Application is: [HolderId]-XXXX-HMD

Funds are to be deposited in AUD currency directly to following bank account:

Account name:
Account BSB:
Account number:
Swift Code:

IMPORTANT: You must quote your unique reference number as your payment reference/description when processing your EFT payment. Failure to do so may result in your funds not being allocated to your application and New Shares subsequently not issued.

4 ELECT TO BE AN E-SHAREHOLDER

You have received this form by post as you have NOT provided your email address or elected to receive all communications electronically.

By choosing this option you will:

- Support the company you hold an ownership in by helping reduce the thousands of dollars spent on printing and postage costs each year;
- Receive your investor communications faster and in a more secure way; and
- Help the environment through the need for less paper

SIMPLY SCAN THE QR CODE TO VISIT
[HTTPS://INVESTOR.AUTOMIC.COM.AU](https://investor.automic.com.au) AND
UPDATE YOUR COMMUNICATION PREFERENCE



INSTRUCTIONS FOR COMPLETION OF THIS FORM

The right to participate in the Offer is optional and is offered exclusively to all Shareholders who are registered as holders of fully paid ordinary Shares in the capital of the Company on the Record Date with a registered address in Australia or New Zealand (**Eligible Participants**).

ACCEPTANCE OF OFFER

By making a BPAY® or EFT payment:

- you represent and warrant that you have read and understood the Offer Booklet and that you acknowledge the matters, and make the warranties and representations contained therein and in this Entitlement and Acceptance Form; and
- you provide authorisation to be registered as the holder of New Shares acquired by you and agree to be bound by the Constitution of the Company.

1 Acceptance of Full or Partial Entitlement for Shares

If you wish to accept your full entitlement:

- make payment by BPAY® or EFT for your full entitlement by following the instructions on this Entitlement and Acceptance Form.

If you only wish to accept part of your entitlement:

- calculate the payment amount for the portion of your entitlement that you wish to take up in accordance with the partial entitlement section of this Entitlement and Acceptance Form; and
- make payment by BPAY® or EFT for that portion of your entitlement by following the instructions on this Entitlement and Acceptance Form.

2 Applying for Additional Shares

If you accept your full entitlement and wish to apply for Additional Shares in excess of your entitlement:

- make payment by BPAY® or EFT of the total payment amount for your full entitlement AND your participation in the Shortfall Facility by following the instructions on this Entitlement and Acceptance Form.

Your application for Additional Shares may not be successful under the Shortfall Facility (wholly or partially). The decision in relation to the number of Additional Shares in excess of your entitlement to be allocated to you will be final. No interest will be paid on any application monies received and returned.

3 Payment

By making a payment via BPAY® or EFT, you agree that it is your responsibility to ensure that funds are submitted correctly and received by the Share Registry by the closing date and time. Payment must be received by the Share Registry by 5:00pm (Sydney Time) on 7 February 2024.

It is your responsibility to ensure your CRN or unique Payment Reference is quoted, as per the instructions in Section 3 of this Entitlement and Acceptance Form. If you fail to quote your CRN or unique Payment Reference correctly, Automic may be unable to allocate or refund your payment. If you need assistance, please contact Automic.

Payment by BPAY®: You can make a payment via BPAY® if you are the holder of an account with an Australian financial institution that supports BPAY® transactions. To BPAY® this payment via internet or telephone banking use your reference number on this Entitlement and Acceptance Form. Multiple acceptances must be paid separately.

Payment by EFT: You can make a payment via Electronic Funds Transfer (EFT). Multiple acceptances must be paid separately. Please use your unique reference on this Entitlement and Acceptance Form. This will ensure your payment is processed correctly to your application electronically.

Applicants should be aware of Automic's financial institution's cut-off-time, their own financial institution's cut-off time and associated fees with processing a funds transfer. It is the Applicant's responsibility to ensure funds are submitted correctly by the closing date and time, including taking into account any delay that may occur as a result of payments being made after 5pm (Sydney time) and/or on a day that is not a business day (payment must be made to be processed overnight). You do not need to return this Entitlement and Acceptance Form if you have made payment via BPAY® or EFT. Your reference number will process your payment to your application electronically and you will be deemed to have applied for such Shares for which you have paid.

4 Elect to be an e-shareholder - receive communications by email

As a valued shareholder in HeraMED Limited, the Company encourages shareholders to elect to receive their shareholder communications electronically. This will ensure you receive all future important shareholder communications in a faster and more secure way and reduce the environmental footprint of printing and mailing.

If you require further information about the Offer, please contact Automic on 1300 288 664 or +61 2 9698 5414 between 8:30am and 7:00pm (Sydney Time).