
HERAMED LIMITED
ACN 626 295 314
NOTICE OF GENERAL MEETING

TIME: 10:30am (AEDT)
DATE: 23 February 2024
PLACE: Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary by email on jonathan@hera-med.com.

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IMPORTANT INFORMATION

Time and place of Meeting

Notice is hereby given that the meeting of the Company (**Meefing**) will be held at 10:30am (AEDT) on 23 February 2024 at Automic Group, Level 5, 126 Phillip St, Sydney NSW 2000.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:30am (AEDT) on 21 February 2024.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 41,750,000 Tranche 1 Placement Shares issued pursuant to Listing Rule 7.1 on 22 December 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this Resolution. Please see below.

2. RESOLUTION 2 – APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,750,000 Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

A voting exclusion statement applies to this Resolution. Please see below.

3. RESOLUTION 3 – APPROVAL TO ISSUE BROKER OPTIONS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 15,000,000 Broker Options to Clarity Capital Advisors Pty Ltd (or its nominee(s)) on the terms and conditions set in the Explanatory Statement.”

A voting exclusion statement applies to this Resolution. Please see below.

4. RESOLUTION 4 – PARTICIPATION OF DIRECTOR IN RIGHTS ISSUE – DR RONALD WEINBERGER

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 25,000,000 Shortfall Shares to Dr Ronald Weinberger (or his nominee(s)) on the terms and conditions set out in the Explanatory Statement.

A voting exclusion statement applies to this Resolution. Please see below.

Dated: 15 January 2024

By order of the Board

Ron Weinberger
Executive Chairman

Voting Exclusion Statements

In Accordance with Listing Rule 14.11, the Company will disregard any votes cast in favour of the resolution set out below by or on behalf of the of the following persons:

Resolution 1 – Ratification of Prior Issue of Tranche 1 Placement Shares	A person who participated in the issue or is a counterparty to the agreement being approved (namely those recipients who participated in the Placement in respect of this Resolution) or an associate of that person or those persons.
Resolution 2 – Approval to issue Tranche 2 Placement Shares	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) (namely participants in the Placement) or an associate of that person (or those persons).
Resolution 3 – Approval to issue Broker Options	A person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder ordinary securities in the Company) (namely Clarity Capital Advisors Pty Ltd) or an associate of that person or those persons.
Resolution 4 – Participation of Director in Rights Issue – Dr Ronald Weinberger	Dr Ron Weinberger (or his nominee) and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. BACKGROUND TO PLACEMENT

1.1 General

On 15 December 2023, the Company announced a placement to raise up to a total of \$1,250,000 (before costs) (**Placement**) via the issue of 62,500,000 Shares at an issue price of \$0.02 per Share (**Placement Shares**).

The Placement Shares are to be issued in two tranches.

The first tranche of Placement Shares (being 41,750,000 Shares to raise \$835,000 (before costs)) was issued to professional and sophisticated investors pursuant to the Company's capacity under Listing Rule 7.1 (**Tranche 1 Placement Shares**). Shareholder ratification for the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4 is the subject of Resolution 1.

The second tranche of Shares (being an aggregate of 20,750,000 Placement Shares to raise \$415,000 (before costs)) are proposed to be issued professional and sophisticated investors, approval for which is being sought under Resolution 2 (**Tranche 2 Placement Shares**).

1.2 Use of Funds

Funds raised under the Placement and Offer (as defined in Section 5.1) will be used to support commercial deployments, pilots, integration of HeraCARE into large health systems, private clinics and several large digital health platforms in Australia and USA.

1.3 Lead Manager Mandate

In December 2023, the Company entered into a capital raising engagement with Clarity Capital Advisors Pty Ltd (**Clarity Capital**) as Lead Manager to the Placement (**Mandate**).

The material terms of the Mandate are as follows:

- (a) **Term:** the Mandate will continue until terminated in accordance with its terms; and
- (b) **Fees:** under the Mandate, in consideration for acting a lead manager ad capital raising services provided in respect of the Placement, the Company has agreed to pay Clarity Capital on completion of the Placement a capital raising fee of 6% (plus GST) of the total amount raised under the Placement and subject to Shareholder approval the subject of Resolution 3, to issue 15,000,000 Broker Options to Clarity Capital and or its nominees.

The Mandate otherwise contains provisions considered standard for an agreement of its nature.

2. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF TRANCHE 1 PLACEMENT SHARES

2.1 General

As noted in Section 1.1, Resolution 1 seeks Shareholder ratification for the issue of the Tranche 1 Placement Shares pursuant to Listing Rule 7.4 and on the terms set out below.

The issue of the Tranche 1 Placement Shares did not breach Listing Rule 7.1 at the time of the issue.

2.2 Listing Rules 7.1 and 7.4

Broadly speaking, and subject to a number of exceptions which are contained in Listing Rule 7.2 (which do not apply in the circumstance of this Resolution), Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue date of the Tranche 1 Placement Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

However, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. To this end, the Company is seeking Shareholder ratification pursuant to Listing Rule 7.4 for the prior issue of the Tranche 1 Placement Shares. Resolution 1 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

2.3 Technical Information required by Listing Rule 14.1A

If Resolution 1 is passed, the Tranche 1 Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the Tranche 1 Placement Shares will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date of the Tranche 1 Placement Shares.

2.4 Technical Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 1:

- (a) a total of 41,750,000 Tranche 1 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1;
- (b) the Placement Shares were issued at \$0.02 per Share. The Company has not and will not receive any other consideration for the issue of the Tranche 1 Placement Shares;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the date the Tranche 1 Placement Shares were issued was 22 December 2023;
- (e) the Tranche 1 Placement Shares were allotted and issued to Placement participants who are professional and sophisticated investors and clients and contacts of Clarity Capital. The recipients were identified through a bookbuild process, which involved Clarity Capital seeking expressions of interest to participate in the capital raising from non-related parties of the Company;
- (f) the Company confirms in accordance with paragraph 7.4 of ASX Guidance Note 21 that none of the recipients were:
 - (i) related parties of the Company, Key Management Personnel, substantial holders of the Company, advisers of the Company, an associate of any of these parties; and
 - (ii) were issued more than 1% of the Company's issued capital;
- (g) the Placement Shares were issued to the Placement participants, being investors selected by the Company in consultation with the Company's lead manager, Clarity Capital. No Placement Participants are considered to be "material investors" for the purposes of ASX Guidance Note 21, paragraph 7.2;
- (h) the purpose of the issue of the Tranche 1 Placement Shares was to raise capital. The funds raised from the issue of the Tranche 1 Placement Shares have been applied towards the purposes set out above in section 1.2;
- (i) the Tranche 1 Placement Shares were not issued under any agreement; and

- (j) a voting exclusion statement is included in the Notice.

3. RESOLUTION 2 -APPROVAL TO ISSUE TRANCHE 2 PLACEMENT SHARES

3.1 General

As outlined in Section 1.1 above, subject to the Company obtaining prior Shareholder approval pursuant to this Resolution 2, the Company intends to issue the Tranche 2 Placement Shares. Further details regarding the Placement are specified in Section 1 above.

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The proposed issue of the Tranche 2 Investor Placement Shares does not fall within any of the exceptions set out in Listing Rule 7.2 and exceeds 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

3.2 Technical Information requested by Listing Rule 14.A

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 2 Investor Placement Shares under the Placement. In addition, the issue of Tranche 2 Investor Placement Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the issue date.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 2 Investor Placement Shares pursuant to the Placement and the Company may need to seek an alternative means of raising capital.

3.3 Technical Information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 2:

- (a) the maximum number of Tranche 2 Placement Shares to be issued under Listing Rule 7.1 is 20,750,000;
- (b) the issue price of the Tranche 2 Placement Shares is \$0.02 per Tranche 2 Placement Share. The Company will not receive any other consideration for the issue of the Tranche 2 Placement Shares;
- (c) the Tranche 2 Placement Shares that are proposed to be issued will all be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Tranche 2 Placement Shares will be allotted and issued to professional and sophisticated investors who are clients and contacts of Clarity Capital. The recipients have been identified through a bookbuild process, which involved Clarity Capital seeking expressions of interest to participate in the Placement from non-related parties of the Company;
- (e) the Company confirms that none of the recipients will be:
 - (i) related parties of the Company, Key Management Personnel, substantial holders of the Company, advisers of the Company, an associate of any of these parties; and
 - (ii) issued more than 1% of the Company's issued capital;
- (f) the Tranche 2 Placement Shares will be issued not later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the issue of the Tranche 2 Placement Shares will occur on the same date;
- (g) the purpose of the issue of the Tranche 2 Placement Shares is to raise capital. The funds raised from this issue of the Tranche 2 Placement Shares will be applied towards the purposes set out in Section 1.2;

- (h) the Tranche 2 Placement Shares are not being issued under, or to fund, a reverse takeover;
- (i) the Tranche 2 Placement Shares were not issued under an agreement; and
- (j) a voting exclusion statement for Resolution 2 is set out in this Notice.

4. RESOLUTION 3 – APPROVAL TO ISSUE BROKER OPTIONS

4.1 General

The Company has entered into an agreement to issue 15,000,000 Broker Options to Clarity Capital in part consideration for acting as lead manager to the Placement (**Broker Options**).

As summarised in Section 2.2 above, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary shares it had on issue on the start of that period.

The proposed issue of the Broker Options does not fit within any of the exceptions set out in Listing Rule 7.2 and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

4.2 Technical Information required by Listing Rule 14.1A

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Broker Options. In addition, the issue of the Broker Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Broker Options. Should the issue not proceed, the Company will have to renegotiate the terms of the Mandate.

Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of the Broker Options.

4.3 Technical information required by Listing Rule 7.1

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the Broker Options will be issued to Clarity Capital (and or its nominees(s));
- (b) the maximum number of Broker Options to be issued is 15,000,000. The terms and conditions of the Broker Options are set out in Schedule 1;
- (c) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that issue of the Broker Options will occur on the same date;
- (d) the Broker Options will be issued at a nil price in part consideration for acting as lead manager to the Placement under the Mandate;
- (e) the purpose of the issue of the Broker Options is to satisfy the Company's obligations under the Mandate;
- (f) the Broker Options are being issued to Clarity Capital or its nominee(s) under the Mandate. A summary of the Lead Manager Mandate is set out in Section 1.3; and
- (g) the Broker Options are not being issued under, or to fund, a reverse takeover.

5. RESOLUTION 4 – PARTICIPATION OF DIRECTOR IN RIGHTS ISSUE – DR RONALD WEINBERGER

5.1 General

As announced to the ASX on or about 16 January 2024, the Company is doing a non-renounceable pro rata rights issue of 1 Share for every 5 Shares held by shareholders as at the record date set out in the offer booklet at an issue price of \$0.02 to raise approximately \$1.28

million (before costs) (**Offer**). New Shares not taken up by eligible Shareholders or which would otherwise have been offered to non-eligible shareholders form the shortfall (**Shortfall**).

Director, Dr Ron Weinberger has requested to participate in the Shortfall (**Director Participation**). The Director Participation will be on the same terms as unrelated participants in the Offer and Shortfall.

Accordingly, the Company is seeking Shareholder approval under Resolution 4 for the issue of up to 25,000,000 Shares to Dr Ron Weinberger (or his nominee) in the Shortfall (**Shortfall Shares**), on the terms below.

5.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Director Participation will result in the issue of Shortfall Shares which constitutes giving a financial benefit and Dr Ron Weinberger is a related party of the Company by virtue of being a Director of the Company.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Director Participation because the Shortfall Shares will be issued to Dr Ron Weinberger (or his nominee) on the same terms as Shares issued to non-related party participants in the Offer and as such the giving of the financial benefit is on arm's length terms.

5.3 Listing Rule 10.11

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue equity securities to:

- 10.11.1 a related party;
- 10.11.2 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company;
- 10.11.3 a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so;
- 10.11.4 an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3; or
- 10.11.5 a person whose relationship with the company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The Director Participation falls within Listing Rule 10.11.1 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks Shareholder approval for the Director Participation under and for the purposes of Listing Rule 10.11.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the 25,000,000 Shares to Dr Ron Weinberger (or his nominee).

5.4 Technical information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to Resolution 4:

- (a) the Shortfall Shares will be issued to Dr Ron Weinberger (or his nominee), who falls within the category set out in Listing Rule 10.11.1, as he is a related party of the Company by virtue of being a Director;
- (b) the maximum number of Shortfall Shares to be issued is 25,000,000 Shortfall Shares;
- (c) the Shortfall Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shortfall Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is anticipated the Shortfall Shares under the Director Participation will be issued on the same date as the other Shares pursuant to the Offer;
- (e) the issue price will be \$0.02 per Share. The Company will not receive any other consideration for the issue of the Shares;
- (f) the purpose of the issue of Shares under the Director Participation is to raise capital, to be applied towards the purposes set out in Section 1.3 above;
- (g) the issue of the Shortfall Shares under the Director Participation is not intended to remunerate or incentivise the Directors;
- (h) the Shortfall Shares are not being issued under an agreement; and
- (i) voting exclusion statements are included in Resolution 4.

6. ENQUIRIES

Shareholders are required to contact the Company Secretary via email to jonathan@hera-med.com if they have any queries in respect of the matters set out in this Notice.

GLOSSARY

\$ means Australian dollars.

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company means HeraMED Limited (ACN 626 295 314).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the meaning given in the accounting standards issued by the Australian Accounting Standards Board. It includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company or, if the Company is part of a consolidated entity, the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Mandate has the meaning contained in Section 1.3.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice or **Notice General of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Placement has the meaning given in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

Security means a security issued or to be issued in the capital of the Company, including a Share or an Option.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

Trading Day means a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day and any other day that ASX may declare and publish is not a trading day.

Tranche 1 Placement Shares has the meaning given to that term in Section 1.1

Tranche 2 Placement Shares has the meaning given to that term in Section 1.1.

SCHEDULE 1 – TERMS AND CONDITIONS OF THE BROKER OPTIONS

The following terms apply to the unlisted Broker Options.

a) Entitlement

Each Broker Option entitles the holder to subscribe for one (1) fully paid ordinary share upon exercise of the Broker Option.

b) Exercise Price

Subject to paragraph i), the amount payable upon exercise of each Broker Option will be A\$0.045(**Exercise Price**).

c) Expiry Date

Each Broker Option will expire at 5.00pm AEDT on three years from the date of issue (**Expiry Date**). A Broker Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

d) Exercise Period

The Broker Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

e) Notice of Exercise

The Broker Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Broker Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Broker Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Broker Option being exercised in cleared funds (**Exercise Date**).

g) Timing of issue of Shares on exercise

Within five (5) Business Days after the Exercise Date, the Company will:

- i) issue the number of Shares required under these terms and conditions in respect of the number of Broker Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Broker Options.

If a notice delivered under g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

h) Shares issued on exercise

Shares issued on exercise of the Broker Options will rank equally with the then issued Shares of the Company.

i) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a holder of a Broker Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

j) Participation in new issues

There are no participation rights or entitlements inherent in the Broker Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Broker Options without exercising the Broker Options.

k) Change in exercise price

A Broker Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Broker Option can be exercised.

l) Transferability

The Broker Options are transferable subject to approval of the Company, and any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **10.30am (AEDT) on Wednesday, 21 February 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

<https://automicgroup.com.au/>

PHONE:

1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

