

Imricor Medical Systems, Inc.
ARBN 633 106 019

Registered office and headquarters:
400 Gateway Boulevard
Burnsville, Minnesota, 55337
United States

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that an annual meeting of stockholders (**Annual Meeting**) of Imricor Medical Systems, Inc. (**Company**) (**ASX:IMR**) will be held on Friday, 12 May 2023 at 8:00 am Sydney time (on Thursday, 11 May 2023, at 5:00 pm U.S. Central Daylight Time).

The Annual Meeting will be a virtual meeting, which will be conducted online. See the Proxy Statement for details on how to attend, vote your shares and submit questions during the Annual Meeting.

Items of Business

1 Election of Class I Director – Mr Mark Tibbles

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

“That Mr Mark Tibbles being a Director whose appointment as a Director expires at the conclusion of the Annual Meeting of the Company and, being eligible, offers himself for election, be elected as a Class I Director of the Company.”

2 Approval of the 2019 Equity Incentive Plan

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

*“That, for the purposes of section 19.2 of the Plan (defined below), Exception 13 of ASX Listing Rule 7.2 and for all other purposes, the stockholders approve (i) the issue of equity securities under the Company’s 2019 Equity Incentive Plan (**Plan**) within three years from the date of passing this resolution as an exception to ASX Listing Rule 7.1; (ii) an increase in the aggregate number of shares that may be issued pursuant to awards under the Plan such that a total of 26,511,721 shares of Class A common stock will be reserved for issuance under the Plan, and (iii) consequential amendments to the Plan to reflect this increase.”*

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

3 Grant of Options to Mr Steve Wedan, Chief Executive Officer of the Company

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant options to purchase Shares to the Chief Executive Officer of the Company, Mr Steve Wedan, under the 2019 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

4 Grant of Restricted Stock Award to Mr Peter McGregor, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant a Restricted Stock Award to Mr Peter McGregor, Non-Executive Director of the Company, under the 2019 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

5 Grant of Restricted Stock Award to Ms Anita Messal, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant a Restricted Stock Award to Ms Anita Messal, Non-Executive Director of the Company, under the 2019 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

6 Grant of Restricted Stock Award to Mr Mark Tibbles, Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as a separate ordinary resolution:

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to grant a Restricted Stock Award to Mr Mark Tibbles, Non-Executive Director of the Company, under the 2019 Equity Incentive Plan, as described in, and on the terms and conditions set out in, the Explanatory Memorandum.”

Note: A voting exclusion statement applies to this resolution (see the Explanatory Memorandum for details).

7 Approval of 10% Placement Facility

To consider and, if thought fit, to pass the following resolution as a separate special resolution:

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.”

Record Date

You may vote at the meeting if you were a stockholder of record or a beneficial owner of shares of Class A common stock of the Company (**Shares**) held in street name at 7:00pm Sydney time on Friday, 24 March 2023, i.e. 3:00am U.S. Central Daylight Time on Friday, 24 March 2023 (**Record Date**).

Voting by Proxy

You are urged to vote by internet or telephone, or submit your CDI Voting Instruction Form as soon as possible so that your Shares can be voted at the meeting in accordance with your instructions.

You are entitled to vote only if you were a stockholder of the Company on the Record Date. This means that owners of Shares as of that date are entitled to vote at the meeting and any adjournments or postponements of the meeting. Record holders of CDIs as of close of business on the Record Date are entitled to receive notice of and to attend the meeting or any adjournment or postponement of the meeting and may instruct our CDI Depository, CHESS Depository Nominees Pty Ltd, (**CDN**), to vote the Shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or by voting online at www.investorvote.com.au. Doing so permits CDI holders to instruct CDN to vote on their behalf in accordance with their written instructions.

Dated 6 April 2023

By order of the Board:



Kobe Li
Secretary

PROXY STATEMENT

ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON FRIDAY, 12 MAY 2023 AT 8:00 AM SYDNEY TIME

(AT 5:00 PM ON THURSDAY, 11 MAY 2023 U.S. CENTRAL DAYLIGHT TIME)

The board of directors of Imricor Medical Systems, Inc. (**Company**) is soliciting proxies for use at the annual meeting of stockholders at 8:00 am on Friday, 12 May 2023, Sydney time (Thursday, 11 May 2023 at 5:00 pm, U.S. Central Daylight Time) and at any adjournment or postponement of the meeting. We expect to mail a notice card on or about 6 April 2023 with instructions for stockholders on how to access this proxy statement and accompanying Notice of Meeting (**Notice of Meeting**).

This is a completely virtual Annual Meeting. Securityholders can watch and participate in the Annual Meeting virtually via the online platform by using:

- a computer – www.meetnow.global/MDVKVKA ; or
- a mobile device – www.meetnow.global/MDVKVKA .

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

What is the purpose of the meeting?

At the meeting, stockholders are invited to act upon the matters outlined in the Notice of Meeting being:

- Item 1: Election of Class I Director – Mr Mark Tibbles
- Item 2: Approval of the 2019 Equity Incentive Plan
- Item 3: Grant of Options to Mr Steve Wedan, Chief Executive Officer of the Company
- Item 4: Grant of Restricted Stock Award to Mr Peter McGregor, Non-Executive Director of the Company
- Item 5: Grant of Restricted Stock Award to Ms Anita Messal, Non-Executive Director of the Company
- Item 6: Grant of Restricted Stock Award to Mr Mark Tibbles, Non-Executive Director of the Company
- Item 7: Approval of 10% Placement Facility

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name at 7:00pm Sydney time on Friday, 24 March 2023 (i.e. 3:00am U.S. Central Daylight Time on Thursday, 24 March 2023) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CDI holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHESS Depository Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at www.investorvote.com.au.

As of the Record Date, there were 151,347,625 CDIs on issue (assuming all issued Shares are held as CDIs) (each representing one share of Class A common stock of the Company (**Share**)), all of which were entitled to vote with respect to the proposals to be acted upon at the meeting, subject to the voting exclusions described more fully in the Explanatory Memorandum. Each CDI represents an interest in one Share.

Stockholders who vote for or against resolutions, or who abstain, will be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any investors be excluded from voting on any of the proposals at the meeting?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast in favour of certain resolutions by certain stockholders and associates of those stockholders. Please refer to the Explanatory Memorandum for further detail in relation to the nature of the exclusions and the stockholders who are excluded from voting on an item of business at the meeting.

What are my voting rights?

Holders of Shares are entitled to one vote for each Share held as at the Record Date. Holders of CDIs are entitled to direct CDN to vote one vote for every CDI held by such holder as at the Record Date.

Therefore, as of the Record Date, a total of 151,347,625 votes are entitled to be cast at the meeting.

How many Shares must be present to hold the meeting?

In accordance with the Company's Amended and Restated Bylaws, the presence in person, by remote communication or by proxy, of the holders of one-third of the outstanding Shares entitled to vote at the meeting, as of the Record Date, must be present (in person, by remote communication or by proxy) at the meeting in order to hold the meeting and conduct business.

This is called a quorum.

What is a proxy?

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your Shares. We refer to this as your "proxy vote".

What is the difference between a stockholder of record and a "street name" holder?

If you own Shares registered directly in your name with our U.S. transfer agent, Computershare Trust Company, N.A., you are considered the stockholder of record with respect to those Shares. As a stockholder of record, you have the right to grant your voting proxy directly to the Company or to vote at the meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares. In that case, your Shares are said to be held in "street name" and this notice should be forwarded to you by that organisation. Street name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described below under "How do I vote my Shares of Imricor Medical Systems, Inc.?" Since a street name holder is not the stockholder of record, you may not vote your Shares at the meeting unless you obtain a "legal proxy" from the broker, bank, trustee, or nominee that holds your Shares giving you the right to vote the Shares at the meeting.

CDN is the stockholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of and to attend the meeting and may direct CDN to vote at the meeting by using the method described below under "How do I vote if I hold CDIs?"

How do I vote my Shares of Imricor Medical Systems, Inc.?

If you are a stockholder of record, you may vote:

- over the internet or by telephone by following the instructions on the notice card; or
- attending the virtual Annual Meeting and voting online during the Annual Meeting.

To vote before the Annual Meeting by the internet (at www.investorvote.com/IMSI), you will need to use a control number that was provided to you on the notice card and follow the additional steps when prompted. The steps have been designed to authenticate your identity, allow you to give voting instructions, and confirm that those instructions have been recorded properly. Internet votes must be received no later than 8:00 am Sydney time on Friday, 12 May 2023 (5:00pm U.S. Central Daylight Time on Thursday, 11 May 2023).

If you hold your Shares in street name, you must vote your Shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for stockholders of record. You will receive a voting instruction form (not a proxy card) to use in directing the broker, bank, trust or other nominee how to vote your Shares.

Please refer to “Will any investors be excluded from voting on any of the proposals at the meeting?” for a summary of voting exclusions applicable to each proposal to be voted on at the meeting.

How do I vote if I hold CDIs?

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every CDI held by such holder. Such CDI holders are entitled to receive notice of and to attend the meeting and any adjournment or postponement of the meeting and may instruct the Company’s CDI depository, CDN, to vote the Shares underlying their CDIs in a particular manner by returning the enclosed CDI Voting Instruction Form to Computershare, or by voting online at www.investorvote.com.au. Valid voting instructions must be received by Computershare no later than 8:00 am Sydney time on Tuesday, 9 May 2023 (5:00 pm U.S. Central Daylight Time on Monday, 8 May 2023). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

Alternatively, CDI holders may vote at the meeting by informing the Company that they wish to nominate themselves or another person to be appointed as CDN’s proxy for the purpose of voting at the meeting by completing Step 1B in the enclosed CDI Voting Instruction Form. Such CDI holders will then need to obtain a unique username and password from Computershare by calling +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting. Unless these steps are followed, CDI holders cannot vote online during the meeting.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares and CDIs are voted, please submit proxies or voting instructions for all of your Shares and CDIs.

How can I attend the meeting?

All of our stockholders and CDI holders are invited to attend the meeting.

Securityholders can watch and participate in the meeting virtually via the online platform (from a computer or mobile device) at www.meetnow.global/MDVKVKA.

If you participate in the meeting online as a **stockholder**, you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: meetnow.global/MDVKVKA
2. Selecting “I am a stockholder/proxy”

3. Entering your username, which is your 15 digit control number

If you participate in the meeting online as a **proxy** (including a CDI holder who has appointed themselves as CDN's proxy), you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: meetnow.global/MDVKVKA
2. Selecting "I am a stockholder/proxy"
3. Entering your unique email invitation link, which can be obtained by calling Computershare on +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting.

Note that stockholders (and CDI holders, as per the instructions on the CDI Voting Instruction Form) who wish to appoint a third party proxyholder to represent them at the Annual Meeting and attend online must appoint their proxyholder prior to the proxyholder registering for online access. CDI holders may do this by completing Step 1B in the enclosed CDI Voting Instruction Form. For online access, the proxyholder must obtain a username and password by contacting Computershare on +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting.

If you participate in the meeting online as a **CDI holder** (and have not appointed yourself or someone else as CDN's proxy), you can log in to the Annual Meeting by:

1. Entering the meeting ID for the Annual Meeting, which is: meetnow.global/MDVKVKA
2. Selecting "I am a CDI holder/guest"
3. Entering your name and email address.

Note that CDI holders may not vote online at the meeting unless they have nominated themselves to be appointed as CDN's proxy prior to the meeting. CDI holders are encouraged to use their CDI Voting Instruction Form to direct their votes 72 hours before the meeting. Please refer to "How do I vote if I hold CDIs?".

For full details on how to log in please refer to the Online Meeting Guide available at <https://imricor.com/investors/>.

Can I vote my Shares at the meeting?

If you are a stockholder of record, you may vote your Shares online during the meeting.

If you choose to participate in the meeting online as a stockholder, please follow the instructions outlined above in "How can I attend the meeting?"

Even if you currently plan to participate in the meeting, we recommend that you submit your vote before the meeting as described above so your vote will be counted if you later decide not to attend the meeting. If you submit your vote before the meeting and later decide to vote online at the meeting, the vote you submit at the meeting will override your previous vote.

If you are a street name holder, you may vote your Shares at the meeting only if you obtain a legal proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

Please refer to "How do I vote if I hold CDIs?" if you are a CDI holder.

What is the voting requirement to approve each of the proposals included in the notice of meeting?

Item 1 — Election of Class I Director – Mr Mark Tibbles

You may vote "FOR" or "ABSTAIN" on Item 1.

The vote required to approve the proposal is a “FOR” vote of the holders of a plurality of the voting power of the Shares that are present in person or represented by proxy at the meeting and entitled to vote on such proposal.

Abstentions will have the effect of a vote “AGAINST” this proposal.

ASX has granted the Company a waiver from Listing Rule 14.2.1 to permit the Company not to provide an option for holders of CDIs to vote against a resolution to elect or re-elect a director. The terms of the waiver are that: (i) the Company complies with the relevant U.S. laws as to the content of proxy forms applicable to resolutions for the election or re-election of directors; (ii) any notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case; (iii) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and (iv) the waiver from Listing Rule 14.2.1 only applies for so long as the relevant U.S. laws prevent the Company from permitting stockholders to vote against a resolution to elect a director.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 2 — Approval of the 2019 Equity Incentive Plan

You may vote “FOR”, “AGAINST” or “ABSTAIN” on the proposal to approve Item 2.

Subject to the voting exclusion statement for Item 2, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 3 — Grant of Options to Mr Steve Wedan

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 3.

Subject to the voting exclusion statement for Item 3, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 4 — Grant of Restricted Stock Award to Mr Peter McGregor

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 4.

Subject to the voting exclusion statement for Item 4, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 5 — Grant of Restricted Stock Award to Ms Anita Messal

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 5.

Subject to the voting exclusion statement for Item 5, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 6 — Grant of Restricted Stock Award to Mr Mark Tibbles

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 6.

Subject to the voting exclusion statement for Item 6, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Item 7 – Approval of 10% Placement Facility

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 7.

The vote required to approve the proposal is: (i) the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal; and (ii) the approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

Abstentions will count as a vote “AGAINST” this proposal.

If you do not submit your proxy or voting instructions to your broker, your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your Shares.

Can I change my vote or revoke my proxy?

Yes. If you are a stockholder of record, you may change your vote or revoke your proxy by:

- by voting (or voting again) online or by telephone, by no later than 8:00 am Sydney time on Friday, 12 May 2023 (5:00 pm U.S. Central Daylight Time on Thursday, 11 May 2023);
- by sending a written notice of the revocation of your proxy to Mr Kobe Li, the Secretary of the Company c/- Case Governance Pty Ltd, Level 13, 41 Exhibition Street, Melbourne VIC 3000 Australia, which must be received by the Company before the time of the meeting; or

- by attending the virtual Annual Meeting and voting online. Attendance at the virtual Annual Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote online at the Annual Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Computershare, no later than 8:00 am Sydney time on Tuesday, 9 May 2023 (5:00 pm U.S. Central Daylight Time on Monday, 8 May 2023), a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

EXPLANATORY MEMORANDUM

Item 1 – Election of Class I Director – Mr Mark Tibbles

The Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws provide that the Board shall be divided into three classes, each class being as equal in number as reasonably possible; designated: Class I, Class II and Class III.

The board of directors (**Board**) propose that Mr Mark Tibbles, a current Class I director, whose term expires at the Annual Meeting, be re-elected by stockholders at the Annual Meeting as a Class I director.

If elected, the term of office of the Class I director will next expire at the annual meeting of stockholders to be held in 2026.

Mr Mark Tibbles

Mr Tibbles was appointed as a non-executive director of the Company in September 2014 and is the chair of the Nomination and Remuneration Committee and a member of the Audit and Risk Committee.

Mr Tibbles is considered to be an independent director.

Mr Tibbles is an entrepreneur, business owner, company director and active venture investor in, and advisor to, technology, life science and medical device companies.

Mr Tibbles is currently a Board member of OMEDZA.com, Inc. and Operandi, Inc.; Poiesis Medical LLC's Chief Strategy Officer and Executive Committee Member; an owner and managing member of STEM Fuse, LLC, one of the largest providers of digital K-12 STEM curriculum in the U.S.; and the Managing Director of Strategic Stage Ventures, LLC.

Prior to his current roles, Mr Tibbles was a Board member of the Nerderly, LLC as well as an owner and member of Intuitive Technology Group until it was sold in 2017. Mr Tibbles was also a President and founder of PRC Consulting, Inc., a company specialising in the management and implementation of IT projects for Fortune 1000 Companies, from 1998 until 2013, when PRC was sold.

Directors' recommendation

The directors unanimously (other than Mr Tibbles) support the election of Mr Tibbles and recommends that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 2 – Approval of increase in shares reserved under the 2019 Equity Incentive Plan

Background to Item 2

The Company adopted the 2019 Equity Incentive Plan (**Plan**) to reward, attract and retain qualified individuals as employees and other service providers. An amended version of the Plan was last approved by stockholders at the 2020 Annual Meeting on 13 May 2020. The last shareholder approval included an approval for the purposes of Exception 13 of Listing Rule 7.2 (described below) which is only available for three years. The Board is seeking to re-approve the Plan for a further three years, as well as increase the number of shares of Class A common stock (**Shares**) reserved for issuance under the Plan and make some further consequential updates.

Share reserve and plan limit

The Company has currently reserved 19,511,721 Shares for issuance under the Company's 2019 Equity Incentive Plan (**Plan**), and such amount includes the number of Shares subject to options (**Options**) issued under the Company's 2016 and 2006 equity plans which subsequently expire or terminate without such Shares being issued (**Current Plan Limit**).

As at the date of this Explanatory Memorandum:

- 12,738,378 Options have been issued and are outstanding, which includes 12,618,378 Options issued under the Plan and 120,000 Options issued under the 2016 or 2006 equity incentive plans; and
- 298,297 shares of Restricted Stock (defined below) have been issued under the Plan and are outstanding.

In addition 4,541,297 Options have been exercised under all stock option plans. Accordingly, as at the date of this Explanatory Memorandum, 1,933,749 Shares remain available for future issuance under the Plan.

The Plan allows the share reserve to be increased on the first day of each fiscal year (1 January) by an amount equal to the lesser of:

- (a) 5% of the aggregate number of Shares reserved under the Plan on the last day of the immediately preceding fiscal year; and
- (b) such number of Shares determined by the Board,

(Annual Increase).

On 1 January 2023, the Current Plan Limit was automatically increased by 929,130 Shares to 19,511,721 Shares pursuant to the Annual Increase. The Board resolved on 4 April 2023 to amend section 4.1 of the Plan to further increase the Current Plan Limit by another 7,000,000 Shares to 26,511,721 Shares (**New Plan Limit**) and to make other minor consequential changes to give effect to the amendment, in each case subject to stockholder approval.

The Board seeks to implement the New Plan Limit so that there is a sufficient number of Shares available for issuance under the Plan to make equity awards in the future. The Board believes that it is in the best interests of the Company to increase the size of the available pool to enable offering of awards such as stock options to its employees, officers, directors and contractors so that their interests are aligned with stockholders and they are incentivised to put forth a maximum effort for the success of the Company's business.

Stockholder approval requirement

Section 19.2 of the Plan provides that an increase to the aggregate number of Shares issued or issuable under the Plan (other than the Annual Increase) is not effective without the approval of the Company's

stockholders. Accordingly, stockholder approval is being sought under Item 2 for the purposes of section 19.2 of the Plan.

In addition, ASX Listing Rule 7.1 prohibits, subject to certain exceptions, the Company issuing equity securities which, in aggregate, would exceed 15% of the Company's shares of common stock in any 12 month period. Exception 13 of ASX Listing Rule 7.2 (**Exception 13**) provides that this 15% limit does not apply to the issue of securities by an entity under an employee incentive scheme if the issue of securities under the scheme has been approved by stockholders within three years before the date of issue of the relevant securities.

As mentioned above, the Plan was last approved by stockholders for the purposes of Exception 13 at the 2020 Annual Meeting on 13 May 2020 and therefore needs to be re-approved this year. In addition, as Exception 13 is only available if there is no change to, among other things, the number of securities to be issued under the Plan, this Item 2 seeks stockholder approval to give effect to the proposed amendments to the Plan and to approve the issue of securities under the Plan, as amended, for the purpose of Exception 13.

If stockholder approval is obtained for the purpose of Exception 13, the Company will be able to issue securities under the Plan, subject to the New Plan Limit, without those securities counting towards the Company's 15% limit on new issues under ASX Listing Rule 7.1 for a three year period commencing on the date of the Annual Meeting. However, the issue of securities to any of the directors or their associates will still require separate stockholder approval under ASX Listing Rule 10.14.

If approval is not granted, the Company will not have the capacity to issue awards under the Plan, and incentives may need to be paid in cash. Further, the ability to use incentive awards as a retention lever will be lost.

Additional information required by Exception 13

A summary of the key terms of the Plan is set out in Schedule 1 to this Explanatory Memorandum.

The number of equity securities issued under the Plan since the last stockholder approval on 13 May 2020 is 8,304,271 Options and 298,297 shares of Restricted Stock.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 3 by or on behalf of a person who is eligible to participate in the Plan or their associates. However, the Company need not disregard a vote cast in favour of Item 2 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction given to the chair to vote on Item 2 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Item 3 – Grant of Options to Mr Steve Wedan, Chief Executive Officer of the Company

The Company is proposing to issue to Mr Steve Wedan, the Chief Executive Officer and Chairman, options to purchase Shares (**Options**) under the Company's 2019 Equity Incentive Plan (**Plan**).

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of Options to directors of the Company under an employee incentive scheme. The resolution under Item 3 seeks stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for the grant of Options to Mr Steve Wedan as a long term incentive under the Plan in respect of the 2023 financial year.

Background to Item 3

The Nomination and Remuneration Committee (**Committee**) develops and adopts (with the assistance of external advisors where appropriate) a remuneration plan for the Company's senior executives each year. The plan makes provision for fixed remuneration, short term incentives and long term incentives. The Committee considers long term incentives to be a valuable part of each executive's remuneration as it encourages retention, development and multi-year performance focus.

The Company is seeking stockholder approval under Item 3 for the grant of Options to Mr Wedan for the 2023 financial year.

As is the case with all members of the senior executive team, the Options granted to Mr Wedan will be subject to vesting conditions, which include long-term milestones (performance based). Mr Wedan will only have the right to exercise the Options if the relevant vesting conditions are satisfied.

How many Options are proposed to be issued to Mr Wedan and how was that number determined?

The Company proposes to issue 1,426,949 Options to Mr Wedan. This number was determined as follows.

Under the 2023 remuneration plan, the Committee determined that Mr Steve Wedan may receive 50% of his cash compensation for the 2023 calendar year (comprising his base annual salary and actual short term incentive paid at the date of this Notice of Meeting) in Options (subject to stockholder approval).

Mr Wedan's total cash compensation for the 2023 financial year is US\$464,900. Accordingly, the value of the Options proposed to be issued to Mr Wedan is US\$232,450 (**LTI Grant Value**).

The number of Options proposed to be issued to Mr Wedan was determined by dividing the LTI Grant Value by the Black-Scholes value of an Option assuming an exercise price per Option equal to the closing sale price of a CDI as of the immediately preceding trading day prior to the Record Date, converted from Australian dollars to U.S. dollars using the prevailing exchange rate. That value was US\$0.1629, meaning the number of Options proposed to be issued to Mr Wedan is 1,426,949.

Notwithstanding this valuation approach, the exercise price of the Options will be determined in accordance with the terms of the Plan, as described below.

What are the vesting conditions attached to the 2023 Options?

The vesting schedule of the Options are performance-based. The vesting conditions of the Options are set out in the table below:

Tranche	Percentage of Options	Vesting Conditions
1	30%	First clinical sale of product for use in a Ventricular Tachycardia ablation procedure
2	35%	Five clinical sites installed in the United States
3	35%	Three clinical sites installed in Australia

These vesting conditions are clear milestones that contribute dramatically to stockholder value and are based upon the execution of the Company's strategic plan of expanding indications and expanding geographies. Continued vesting of the Options is contingent on Mr Wedan's service with the Company not being terminated.

What are the issue and exercise prices of the Options?

The Options will be issued for nil consideration.

The exercise price of the Options will be equal to the closing sale price of a CDI as of the immediately preceding trading day before the grant date, converted from Australian dollars to U.S. dollars using the prevailing exchange rate. Upon exercise, each Option will entitle Mr Wedan to one Share.

What happens if Mr Wedan's employment is terminated?

Vested Options are exercisable for three months after Mr Wedan's employment is terminated for any reason other than for cause, death, disability, or retirement. If the termination of service is due to cause (includes fraud, dishonestly and certain criminal activities), then all Options are immediately terminated and forfeited. If the termination of service is due to death, disability or retirement of Mr Wedan, then the vested Options will remain exercisable for one year after the date of termination or retirement.

What happens in a change of control?

The Board (or any subcommittee delegated by the Board with authority to administer the Plan) has discretion under the Plan to determine the treatment of the Options in the event of a change in control of the Company, including to provide that some or all of the Options are exercisable in full or part, or require the Options to be surrendered and cancelled for cash payment or shares in the succeeding entity, or a combination of cash and shares.

Additional information required by ASX Listing Rules 10.15 in respect of Item 3

The additional information required by ASX Listing Rules 10.15 is set out below:

- (a) Mr Wedan's current total remuneration package for 2023 is as follows:
- base annual salary of US\$464,900;
 - short term cash incentive of up to US\$232,450 (if the maximum performance threshold is met); and
 - long-term incentive of Options with a Black-Scholes option pricing model value of up to US\$232,450 (calculated as described above and subject to stockholder approval of Item 3).
- (b) Mr Wedan has been issued the following securities under the Plan:
- 1,060,800 Options at an exercise price of US\$0.52 with an expiry date of 15 March 2029;

- 200,000 Options at an exercise price of US\$0.98 with an expiry date of 30 August 2029;
 - 579,187 Options with an exercise price of US\$0.89 and an expiry date of 13 May 2030;
 - 304,254 Options at an exercise price of US\$1.57 and an expiry date of 7 May 2031;
 - 1,098,627 Options at an exercise price of US\$0.28 with an expiry date of 9 May 2032; and
 - 174,264 Options at an exercise price of US\$0.21 with an expiry date of 26 July 2032.
- (c) If and to the extent stockholders approve Item 3, the relevant Options will be issued on or shortly following the date of the Annual Meeting (and in any event within 3 years after the Annual Meeting).
- (d) The material terms of the Plan are summarised at Schedule 1 to this Explanatory Memorandum.
- (e) Mr Wedan will not receive any loan from the Company in connection with the grant of Options under Item 3.
- (f) Details of any Options issued to Mr Wedan under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (g) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions in respect Item 3 are approved and who are not named in the Notice of Meeting will not participate until stockholder approval is obtained under ASX Listing Rule 10.14.

What happens if stockholder approval is not obtained?

If stockholders do not approve the proposed grant of Options to Mr Wedan, the grant of Options will not proceed. Instead, the Company may consider paying Mr Wedan a long term cash bonus up to the LTI Grant Value, subject to the same vesting conditions.

Voting Exclusion for Item 3

The Company will disregard any votes cast in favour of Item 3 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any of their associates. However, the Company need not disregard a vote cast in favour of Item 3 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on the relevant Item, in accordance with a direction given to the chair to vote on that Item as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 relevant Item; and
 - the holder votes on that Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously (other than Mr Steve Wedan) recommend that stockholders vote in favour of the resolutions under Item 3.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of the resolutions under Item 3.

Items 4, 5 and 6 – Grant of Restricted Stock Awards to Mr Peter McGregor, Ms Anita Messal and Mr Mark Tibbles, Non-Executive Directors of the Company

The Company is proposing to issue the non-executive directors of the Company an award of Shares (which will be represented by an equivalent number of CDIs), with such Shares (and CDIs) being subject to certain restrictions on transferability and the risk of forfeiture (**Restricted Stock**), under the Plan.

ASX Listing Rule 10.14 requires the Company to obtain stockholder approval for the issue of Restricted Stock to directors of the Company under an employee incentive scheme. The resolutions under Items 4, 5 and 6 seek stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for the award of Restricted Stock (**Restricted Stock Award**) to each of Mr Peter McGregor, Ms Anita Messal and Mr Mark Tibbles (together, the **Non-Executive Directors**) on the terms explained below.

Background to Items 4, 5 and 6

The Company's operations are still in an early commercialisation stage and it is essential to attract and retain high calibre Non-Executive Directors while closely monitoring cash flow. The Restricted Stock Awards are proposed for the Non-Executive Directors in lieu of a higher cash remuneration in order to preserve the Company's cash, as is common practice in the US.

How much Restricted Stock is proposed to be issued to the Non-Executive Directors and how was that number determined?

The Company is seeking stockholder approval for the following grants of Restricted Stock (which will be represented by an equivalent number of CDIs):

- Mr Peter McGregor, Non-Executive Director – 179,775 Restricted Stock, having a value of US\$40,000 calculated as described below (Item 4);
- Ms Anita Messal, Non-Executive Director – 168,539 Restricted Stock, having a value of US\$37,500 calculated as described below (Item 5); and
- Mr Tibbles, Non-Executive Director – (assuming Item 1 is passed) 179,775 Restricted Stock, having a value of US\$40,000 calculated as described below (Item 6).

For each Non-Executive Director, the number of Restricted Stock proposed to be issued was calculated by dividing the dollar value specified above (**Grant Value**) by the closing sale price of a CDI as of the immediately preceding trading day prior to the Record Date, converted from Australian dollars to U.S. dollars using the prevailing exchange rate. That value was US\$0.2225, which when divided through the Non-Executive Directors' respective Grant Values equals the respective numbers of Restricted Stock specified above.

What are Restricted Stock?

The Restricted Stock are in the same class of securities as regular Shares. The only difference is that the Company will impose a holding lock upon the CDIs representing the Restricted Stock Awards so that the Non-Executive Directors cannot transfer the CDIs until the Restricted Stock Awards vest (at which time, they will cease to constitute Restricted Stock, they will be regular Shares and CDIs).

Restricted Stock are also liable to forfeiture in the circumstances described under "Vesting" and "What happens if a Non-Executive Director's service is terminated?" below.

Vesting

The Restricted Stock will vest over a four year period, with 25% vesting on each anniversary of the grant date.

Upon vesting, the Restricted Stock will no longer be restricted and will therefore no longer constitute Restricted Stock, they will be regular Shares and CDIs.

What happens if a Non-Executive Director's service is terminated?

If a Non-Executive Director's service is terminated, the Non-Executive Director will retain their Restricted Stock to the extent that they have already vested. To the extent Restricted Stock have not vested, the Non-Executive Director will forfeit them for no consideration.

What happens in a change of a control?

The Board (or any subcommittee delegated by the Board with authority to administer the Plan) has discretion under the Plan to determine the treatment of the Restricted Stock Awards in the event of a change in control of the Company, including to provide that the restrictions or vesting applicable to some or all of the Restricted Stock Awards shall lapse in full or in part, require the Shares subject to the Restricted Stock Awards be substituted for shares in the succeeding entity, or require the Restricted Stock Awards to be surrendered and cancelled for cash payment or shares in the succeeding entity, or a combination of cash and shares.

Additional information required by ASX Listing Rule 10.15

The additional information required by ASX Listing Rules 10.15 is set out below:

(a) The current annual remuneration package of each Non-Executive Director is as follows:

Non-Executive Director	Annual Directors' Fees	Additional Fees	Restricted Stock Awards
Mr McGregor	US\$65,000*	Annual fee of US\$10,000 for acting as Chair of the Audit and Risk Committee Annual fee of US\$5,000 for membership on the Nomination and Remuneration Committee	Restricted Stock with a value of US\$40,000 (subject to stockholder approval of Item 4).
Ms Messal	US\$65,000	Annual fee of US\$5,000 for membership on the Nomination and Remuneration Committee Annual fee of US\$5,000 for membership on the Audit and Risk Committee	Restricted Stock with a value of US\$37,500 (subject to stockholder approval of Item 5).
Mr Tibbles	US\$65,000	Annual fee of US\$10,000 for acting as Chair of the Nomination and Remuneration Committee Annual fee of US\$5,000 for membership on the Audit and Risk Committee	Restricted Stock with a value of US\$40,000 (subject to stockholder approval of Item 6).

* Inclusive of statutory superannuation.

(b) To date, the Non-Executive Directors have been issued the following securities under the Plan:

- Mr McGregor:
 - 135,000 Options at an exercise price of US\$0.98 with an expiry date of 30 August 2029;
 - 71,010 Options with an exercise price of US\$0.89 with an expiry date of 13 May 2030;

- 40,896 Options with an exercise price of US\$1.57 with an expiry date of 7 May 2031; and
 - 107,253 Restricted Stock granted on 17 June 2022.
- Ms Messal:
 - 38,340 Options at an exercise price of US\$1.57 with an expiry date of 7 May 2031; and
 - 83,791 Restricted Stock granted on 17 June 2022.
 - Mr Tibbles:
 - 314,900 Options at an exercise price of US\$0.52 with an expiry date of 15 March 2029;
 - 100,000 Options at an exercise price of US\$0.98 with an expiry date of 30 August 2029;
 - 71,010 Options with an exercise price of US\$0.89 with an expiry date of 13 May 2030;
 - 40,896 Options with an exercise price of US\$1.57 with an expiry date of 7 May 2031; and
 - 107,253 Restricted Stock granted on 17 June 2022.
- (c) If and to the extent stockholders approve Items 4, 5 and 6, the Restricted Stock will be issued on or shortly following the date of the Annual Meeting (and in any event within 3 years after the Annual Meeting).
- (d) The Non-Executive Directors will not pay any cash consideration for the Restricted Stock Awards.
- (e) The material terms of the Plan are summarised at Schedule 1 to this Explanatory Memorandum.
- (f) No Non-Executive Director will receive any loan from the Company in connection with the Restricted Stock Awards.
- (g) Details of any Restricted Stock issued to a Non-Executive Director under the Plan will be published in the Company's annual report relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- (h) Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the resolutions in respect of Items 4, 5 and 6 are approved and who are not named in the Notice of Meeting will not participate until stockholders approval is obtained under ASX Listing Rule 10.14.

What happens if stockholder approval is not obtained?

If stockholders do not approve Items 4, 5 or 6, the grant of Restricted Stock under the relevant Item will not proceed. Instead, the Company may evaluate compensating the applicable Non-Executive Director(s) with additional cash fees.

Voting Exclusion for Items 4, 5 and 6

The Company will disregard any votes cast in favour of Items 4, 5 or 6 by or on behalf of a person referred to in ASX Listing Rules 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or

any of their associates. However, the Company need not disregard a vote cast in favour of Items 4, 5 or 6 (as applicable), if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on the relevant Item in accordance with the directions given to the proxy or attorney; or
- the person chairing the Annual Meeting as proxy or attorney for a person who is entitled to vote on the relevant Item in accordance with a direction given to the chair to vote on that Item as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - 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 relevant Item; and
 - the holder votes on that Item in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously (excluding Mr Peter McGregor, Ms Anita Messal and Mr Mark Tibbles, in respect of their own proposed grant) recommend that stockholders vote in favour of the resolutions under Items 4, 5 and 6.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of the resolutions under Items 4, 5 and 6.

Item 7 – Approval of 10% Placement Facility

ASX Listing Rule 7.1A enables an eligible entity to issue up to 10% of its issued share capital through placements over a 12-month period after the annual meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300 million or less. The Company is an eligible entity.

The Company is now seeking stockholder approval by way of a special resolution to have the ability to issue securities under the 10% Placement Facility. The exact number of securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below).

The directors of the Company believe that this Item 7 is in the best interests of the Company and unanimously recommend that stockholders vote in favour of the resolution.

Description of ASX Listing Rule 7.1A

(a) **Stockholder approval:**

The ability to issue equity securities (such as CDIs) under the 10% Placement Facility is subject to stockholder approval by way of a special resolution at an annual general meeting.

(b) **Equity Securities:**

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company and must be issued for cash consideration.

(c) **Formula for calculating 10% Placement Facility:**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained stockholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period (defined below), a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue at the commencement of the relevant period:

- plus the number of fully paid Shares issued in the relevant period under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
- plus the number of fully paid Shares issued in the 12 months on the conversion of convertible securities (including convertible notes and options) within ASX Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or 7.4;
- plus the number of fully paid Shares issued in the relevant period under an agreement within ASX Listing Rule 7.2 exception 16 where:

- the agreement was entered into before the commencement of the 12 month period; or
- the agreement or issue was approved, or taken under these rules to have been approved, under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
- plus the number of fully paid Shares issued in the relevant period with approval of holders of Shares under ASX Listing Rule 7.1 or 7.4. This does not include an issue of fully paid Shares under the entity's 15% placement capacity without stockholder approval. This may include fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 17 where the issue is subsequently approved under rule 7.1;
- plus the number of partly paid Shares that became fully paid in the relevant period;
- less the number of fully paid Shares cancelled in the relevant period.

Note, that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where this issue or agreement has not subsequently been approved by the holders of its ordinary securities under ASX Listing Rule 7.4.

relevant period means

- (i) the 12 month period immediately preceding the date of issue or agreement; or
- (ii) in respect of an issue or agreement entered into within 12 months of the entity being admitted to the official list, the period from the date the entity was admitted to the official list, to the date immediately preceding the date of the issue or agreement.

(d) **ASX Listing Rule 7.1 and ASX Listing Rule 7.1A:**

If passed, Item 7 will allow the Board to issue up to an additional 10% of the Company's issued capital during the 10% Placement Period. This is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

The actual number of equity securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section (c) above).

At the date of this Notice of Meeting, the Company has 151,347,625 shares on issue. At present, the Company has a capacity to issue:

- (i) 22,702,143 equity securities under ASX Listing Rule 7.1; and
- (ii) 15,134,762 equity securities under ASX Listing Rule 7.1A.

(e) **Minimum Issue Price:**

The equity securities issued under ASX Listing Rule 7.1A must be issued for cash consideration per security which is not less than 75% of the volume weighted average market price of equity securities in the same class calculated over the 15 trading days on which trades in the relevant class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed by the entity and the recipient; or

- (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

(f) **10% Placement Period:**

Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the next annual general meeting, if less than 12 months; or
- (iii) the time and date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), or such longer period if allowed by ASX,

(10% Placement Period).

(g) **Special resolution:**

Item 7 is a special resolution and therefore requires approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Company will only issue and allot the equity securities during the 10% Placement Period.
- (b) The equity securities will be issued by the Company for cash consideration at an issue price of not less than 75% of the volume weighted average market price for the equity securities over the 15 trading days on which trades in the relevant class were recorded immediately before:
 - (i) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient; or
 - (ii) if the equity securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- (c) If Item 7 is approved by stockholders and the Company issues equity securities under the 10% Placement Facility, the existing stockholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date stockholders provide their approval at the Annual Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing stockholders and CDI holders on the basis of an indicative market price of CDIs of A\$0.29 and the current number of CDIs for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A.2 as at the date of this Notice of Meeting.

The table also shows:

- (iii) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of CDIs the Company has on issue (151,347,625). The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require stockholder approval (for example, a pro rata entitlements issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future stockholders’ meeting; and
- (iv) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable A in ASX Listing Rule 7.1.A.2		Dilution		
		A\$0.14 50% decrease in Issue Price	A\$0.29 Issue Price	A\$0.58 100% increase in Issue Price
Current Variable A 151,347,625	10% Voting Dilution	15,134,762	15,134,762	15,134,762
	Funds Raised	A\$2,118,866	A\$4,389,080	A\$8,778,161
50% increase in current Variable A 227,021,438	10% Voting Dilution	22,702,143	22,702,143	22,702,143
	Funds Raised	A\$3,178,300	A\$6,583,621	A\$13,167,242
100% increase in current Variable A 302,695,250	10% Voting Dilution	30,269,525	30,269,525	30,269,525
	Funds Raised	A\$4,237,733	A\$8,778,162	A\$17,556,324

The table has been prepared on the following assumptions:

- There are 151,347,625 CDIs on issue, being the number of CDIs on issue as at 24 March 2023.
- The issue price is A\$0.29, being the closing price of the CDIs on ASX on 24 March 2023.
- The Company issues (as CDIs) the maximum number of equity securities available under the 10% Placement Facility.
- None of the unlisted Options that the Company currently has on issue (or will issue if Item 3 of this Notice of Meeting is carried) are exercised into Shares before the date of the issue of the equity securities under ASX Listing Rule 7.1A.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular stockholder by reason of placements under the 10% Placement Facility, based on that stockholder’s holding at the date of the Annual Meeting.

- The table shows only the effect of issues of equity securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1.
 - The issue of equity securities under the 10% Placement Facility consists only of CDIs.
- (d) The Company may seek to issue the equity securities for the purpose of raising funds to use towards general working capital requirements, ongoing business development activities and/or the acquisition of new business assets or investments (including expenses associated with such acquisition).
- (e) The Company's allocation policy will depend on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility.

The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including, but not limited to, the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, a rights issue or other issue in which existing stockholders can participate;
- (ii) the effect the issue of the equity securities might have on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing stockholders and/or new stockholders who are not related parties or associates of a related party of the Company.

- (f) The Company obtained stockholder approval under ASX Listing Rule 7.1A at last year's Annual Meeting held on 4 May 2022 (Sydney time). The Company has not issued any equity securities under the 10% Placement Capacity since that annual meeting.
- (g) At the time of dispatching this Notice of Meeting, the Company is not proposing to make an issue of equity securities under ASX Listing Rule 7.1A.2. Accordingly, a voting exclusion statement has not been included in this Notice of Meeting.

Consequences if Item 7 is not passed

If Item 7 is not passed, the Company will not be able to access the additional 10% Placement Capacity and will remain subject to the 15% limit on issuing equity securities without securityholder approval under ASX Listing Rule 7.1

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of this resolution.

Chair's voting intention

The Chair of the Annual Meeting intends to vote all available undirected proxies in favour of this resolution.

Schedule 1 – Summary of Material Terms of the Company’s 2019 Equity Incentive Plan

1 Purpose

The purpose of the 2019 Equity Incentive Plan (**Plan**) is to advance the interests of the Company and its stockholders by enabling the Company and its subsidiaries to attract and retain qualified individuals to perform services and to ensure that such persons devote their best efforts to the business of the Company.

The Plan seeks to align the interests of employees, directors and consultants of the Company and its subsidiaries with that of the Company and its stockholders through compensation arrangements that link to the growth and profitability of the Company; and equity participation opportunities through the issuance of incentive and non-qualified stock options.

2 Administration

The Plan is administered by the Board or any subcommittee delegated by the Board with authority to administer the Plan (**Committee**).

3 Eligibility

All officers, executives, employees, directors and consultants of the Company and its subsidiaries who, the Committee determines have contributed, are contributing or are expected to contribute to the achievement of the objectives of the Company or its subsidiaries, are eligible to participate in the Plan at the invitation and discretion of the Committee.

4 Term of Plan

The Plan will expire by its terms ten years after the date of adoption. No Award shall be granted after such date.

Awards outstanding upon termination or expiry of the Plan will remain outstanding in accordance with their terms and the terms of the Plan.

5 Share Reserve

At the Company’s 2020 annual meeting of stockholders, approval was given to increase the total number of Shares reserved for issuance under the Plan (**Share Reserve**) to 16,889,425 Shares.

The Share Reserve may be increased on the first day of each fiscal year (1 January) by an amount equal to the lesser of:

- (a) 5% of the aggregate number of Shares available for issuance under the Plan on the last day of the immediately preceding fiscal year, and
- (b) an amount determined by the Board.

Accordingly, the Share Reserve is currently 19,511,721 Shares. The available reserve under the Plan is 1,933,749 Shares. If Item 2 is approved, then the new Share Reserve will be 26,511,721 Shares.

Shares underlying expired, cancelled or forfeited options, stock appreciation rights or performance awards shall be available for reissuance under the Plan.

6 Awards under the Plan

The Plan provides for the grant of the following awards to eligible recipients (each an **Award**):

- (a) Option (a right to purchase Shares);
- (b) Stock Appreciation Right (right to receive a payment upon exercise, in the form of Shares or cash, equal to the difference between the Fair Market Value of one or more Shares and the price of such Shares on the grant date);
- (c) Restricted Stock Award (an award of Shares that is subject to the restrictions on transferability and the risk of forfeiture);
- (d) Restricted Stock Unit (an award denominated in Shares that is subject to the restrictions on transferability and the risk of forfeiture. Restricted Stock Units are similar to Restricted Stock Awards except that no Shares are actually awarded on the grant date);
- (e) Deferred Stock Unit (a right to receive Shares the equivalent value in cash or other property at a future time);
- (f) Performance Award (means a right to receive cash or Shares, contingent upon and the value of which at the time it is payable is determined as a function of, the extent of the achievement of one or more performance goals or objectives during a specified period); and
- (g) other stock-based Awards (stock-based Awards as determined by the Committee).

7 Options

An eligible recipient may be granted one or more Options under the Plan on such terms and conditions as may be determined by the Committee in its sole discretion. Each Option grant will be evidenced by an Award Agreement which will specify the exercise price, maximum duration, and vesting conditions of the Options and the number of Shares to which the Options pertain.

An Option will become exercisable at such times and upon such terms and conditions as may be determined by the Committee in its sole discretion at the time of grant, including:

- (a) the achievement of one or more of the performance goals; or
- (b) that the participant remains in the continuous employment or service with the Company or a subsidiary for a certain period.

The exercise price of an Option must not be less than 100% of the Fair Market Value of one Share on the date of grant. If incentive Options are granted to persons owning more than 10% of the voting stock of the Company, the exercise price will not be less than 110% of the Fair Market Value of the Company's common stock at the time of grant.

No Option may be exercisable after 10 years after the grant date.

A holder of an Option cannot participate in any new issues of securities to stockholders of the Company (including a bonus issue or pro-rata issue) without first exercising the Option before the record date for the relevant issue.

8 Stock Appreciation Rights

An eligible recipient may be granted one or more Stock Appreciation Rights under the Plan, on such terms and conditions, as may be determined by the Committee in its sole discretion. Each Stock Appreciation Right will be evidenced by an Award Agreement which will specify the grant price and the term of the Stock Appreciation Right.

The grant price of a Stock Appreciation Right must not be less than 100% of the Fair Market Value of one Share on the date of grant.

No Stock Appreciation Right may be exercisable after 10 years after the grant date.

Upon the exercise of a Stock Appreciation Right, a participant will be entitled to receive payment from the Company in an amount determined by multiplying:

- (a) the excess of the Fair Market Value of a Share on the date of exercise over the per share grant price; by
- (b) the number of Shares with respect to which the Stock Appreciation Right is exercised.

9 Restricted Stock Awards, Restricted Stock Units and Deferred Stock Units

An eligible recipient may be granted one or more Restricted Stock Awards, Restricted Stock Units or Deferred Stock Units under the Plan, on such terms and conditions, as may be determined by the Committee in its sole discretion.

Each Restricted Stock Award, Restricted Stock Unit or Deferred Stock Unit will be evidenced by an Award Agreement which will specify the type of Award, the period(s) of restriction, the number of restricted Shares, Restricted Stock Units or Deferred Stock Units granted.

9.1 Conditions and Restrictions

The Committee has discretion to determine the conditions or restrictions on any a Restricted Stock Award, Restricted Stock Units or Deferred Stock Units granted under the Plan including:

- (a) a requirement that participants pay a stipulated purchase price for each Share underlying the relevant Award;
- (b) restrictions based upon the achievement of specific performance goals;
- (c) time-based restrictions on vesting following the attainment of the performance goals;
- (d) time-based restrictions and holding requirements; and
- (e) sale restrictions placed on the Shares upon vesting of the Restricted Stock Award, Restricted Stock Units or Deferred Stock Units.

9.2 Voting Rights

Unless otherwise determined by the Committee, participants holding a Restricted Stock Award will have the right to exercise full voting rights with respect to the Shares underlying such Restricted Stock Award during the Period of Restriction.

No voting rights attach to any Restricted Stock Units or Deferred Stock Units.

9.3 Dividend Rights

Unless otherwise determined by the Committee, participants holding a Restricted Stock Award will have the same dividend rights as the Company's other stockholders.

Restricted Stock Units or Deferred Stock Unit awarded under the Plan may, at the Committee's discretion, carry with it a right to be credited with dividend equivalents based on the dividends declared on Share that are subject to the Award.

9.4 Lapse of Restrictions and Settlement

Except as otherwise provided in the Plan, Shares underlying a Restricted Stock Award will become freely transferable by after all conditions and restrictions applicable to such Shares have been satisfied or lapse.

Subject to the terms of the applicable Award Agreement, upon the vesting of a Restricted Stock Unit, the Restricted Stock Unit will be settled in cash (based upon the Fair Market Value of the vested underlying Shares), in Shares or a combination thereof.

10 Performance Awards

An eligible recipient may be granted one or more Performance Awards under the Plan, on such terms and conditions, as may be determined by the Committee in its sole discretion. Each Performance Award will be evidenced by an Award Agreement which will specify the performance goals upon which the Performance Award is subject and the amount of cash or Shares which will be received upon the achievement of any performance goals.

The Committee may impose such restrictions or conditions to the vesting of such Performance Awards as it deems appropriate, including the achievement of one or more of the performance goals.

11 Other stock-based Awards

The Committee may grant other stock-based Awards to eligible recipients not otherwise described by the terms of the Plan in such amounts and subject to such terms and conditions as the Committee will determine.

12 Fair Market Value

For the purpose of determining the grant price, exercise price and settlement amounts in respect of Awards, the **Fair Market Value** of the Shares as at any date means a price that is based on the price of a CHESS Depository Interest (**CDI**), converted from Australian dollars to U.S. dollars using the prevailing exchange rate.

13 Effect of Termination of employment or service

13.1 Termination for cause

If a participant's service or employment is terminated due to cause (includes fraud, dishonestly and certain criminal activities) then:

- (a) all outstanding Options and Stock Appreciation Rights (including vested Options and Stock Appreciation Rights); and
- (b) all other outstanding Awards to the extent not vested,

are immediately terminated and forfeited.

13.2 Termination due to death, disability or retirement

If the termination of service or employment is due to death or disability or, in the case of an employee, retirement, then:

- (a) vested Options and exercisable Stock Appreciation Rights will remain exercisable for one year after the date of termination or retirement (but in no event after the expiration date of any such Option or Stock Appreciation Right);
- (b) all outstanding unvested Options, Stock Appreciation Rights and Restricted Stock Awards are immediately terminated and forfeited; and
- (c) all other outstanding Awards to the extent not vested are immediately terminated and forfeited. However, the Committee may determine that an amount is payable (in cash or Shares) where the participant has achieved a performance goal after the conclusion of a portion of the performance period (being not less than 1 year).

13.3 Termination other than for cause of due to death, disability or retirement

If a participant's employment or service is terminated for any reason other than for cause or death or disability or, in the case of an employee, retirement:

- (a) all vested Options and exercisable Stock Appreciation Rights will remain exercisable for a period of three (3) months after such termination (but in no event after the expiration date of any such Option or Stock Appreciation Right);
- (b) all outstanding unvested Options, Stock Appreciation Rights and Restricted Stock Awards are immediately terminated and forfeited; and
- (c) all outstanding unvested Restricted Stock Units, Performance Awards, and Other Stock-Based Awards are terminated and forfeited. However, the Committee may determine that an amount is payable (in cash or Shares) where the participant has achieved a performance goal after the conclusion of a portion of the performance period (being not less than 1 year).

14 Restrictions on Transfer

A participant who has been granted an Award generally cannot sell, assign, transfer or otherwise dispose of the Award prior to the exercise, vesting or settlement of such Award. In the event of the death of a participant, the rights to the Award may be transferred to a beneficiary designated by the participant or to the participant's legal representatives, heirs and legatees. The Committee may permit a participant who has been granted a non-statutory stock option to sell, assign, transfer or otherwise dispose of the non-statutory stock option to an associate (e.g. a family member) on such terms and conditions as it may determine. Any such transferee will remain subject to the terms and conditions applicable to the participant prior to the transfer.

The Committee may impose such restrictions on any Shares acquired by a participant under the Plan as it deems advisable including minimum holding period requirements and restrictions under applicable US and foreign securities law or under the requirements of the ASX.

15 Adjustments to Shares and Awards

In the event of any reorganisation, merger, consolidation, stock split or other change in corporate structure of Shares in the Company, the Committee will make appropriate adjustment or substitutions as to:

- (a) the number and kind of securities or other property (including cash) available for issuance or payment under the Plan, and
- (b) the number and kind of securities or other property (including cash) subject to outstanding Awards and the exercise price of outstanding Awards in order to prevent dilution or enlargement of the rights of Participants.

If the Company undergoes any merger, consolidation, acquisition of property or stock, or reorganisation, then, without affecting the number of Shares reserved or available under the Plan, the Committee may authorise the issuance or assumption of Awards upon such terms and conditions as it may deem appropriate.

In the event the Company reorganises its capital in any way, the rights of participants with respect to any Options will be changed to the extent necessary to comply with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation.

The Committee has discretion to determine the treatment of the outstanding Awards in the event of a change in control of the Company, including to provide that some or all Options are exercisable in full or part, or require some or all outstanding Awards to be surrendered and

cancelled for cash payment or shares in the succeeding entity, or a combination of cash and shares.

16 Committee's discretion and powers

The Committee has full and exclusive discretionary authority to take such actions as it deems necessary and advisable with the respect to the administration of the Plan including:

- (a) to designate the eligible recipients to be selected as participants;
- (b) to determine the nature, extent and terms of any Awards;
- (c) to construe and interpret the Plan and Awards granted under it; and
- (d) to delegate some or all of its authority under the Plan.

The validity, construction, and effect of the Plan is determined in accordance with the laws of the State of Delaware.

17 Amendment, modification or termination

The Board at any time may suspend or terminate the Plan (or any portion thereof) or terminate any outstanding Award Agreement and the Committee, at any time and from time to time, may, subject to applicable law, amend the Plan or amend or modify the terms of an outstanding Award.

However, no termination, suspension or amendment may be made which adversely effects an outstanding Award without the participant's consent.



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+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **8:00 am (Sydney time) on Tuesday, 9 May 2023 (on Monday, 8 May 2023, at 5:00pm U.S. Central Daylight Time)**.

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Class A Common Stock of the Company, so that every 1 (one) CDI registered in your name at 7.00pm (Sydney time) on 24 March 2023 (3.00am U.S. Central Daylight Time on 24 March 2023) entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Lodge your Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Voting Form

Please mark to indicate your directions

Step 1 CHESSE Depository Nominees will vote as directed *Select one option only* **XX**

I/We being a holder of CHESSE Depository Interests of Imricor Medical Systems, Inc. hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to:

A Vote Directly CDN Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** For a valid Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B Appoint a proxy to vote on your behalf

I/We hereby appoint:

to attend, speak and vote the shares underlying my/our holding at the Annual Meeting of Imricor Medical Systems, Inc. to be held on Friday, 12 May 2023 at 8:00am Sydney time (on Thursday, 11 May 2023, at 5:00pm U.S Central Daylight Time) and at any adjournment of that meeting in accordance with the directions in Step 2 below.

Step 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Abstain	
1 Election of Class I Director – Mr Mark Tibbles	<input type="checkbox"/>	<input type="checkbox"/>	
	For	Against	Abstain
2 Approval of the 2019 Equity Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Grant of Options to Mr Steve Wedan, Chief Executive Officer of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Grant of Restricted Stock Award to Mr Peter McGregor, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Grant of Restricted Stock Award to Ms Anita Messal, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Grant of Restricted Stock Award to Mr Mark Tibbles, Non-Executive Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

I MR

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Computershare

