ARTRYA™

PROSPECTUS

ARTRYA LIMITED

ACN 624 005 741

Initial public offering of ordinary shares in Artrya Limited

Lead Manager

BELL POTTER

IMPORTANT INFORMATION

This Prospectus and the accompanying Application Form contain important information and should be read in their entirety. If you have any questions about the Offer or this Prospectus, you should speak to your professional adviser.

Important Notices

The Offer

This Prospectus is issued by Artrya Limited ACN 624 005 741 (**Artrya**) for the purposes of Chapter 6D of the *Corporations Act 2001* (Cth) (**Corporations Act**). The Offer contained in this Prospectus is an initial public offering (**IPO**) to acquire fully paid ordinary shares (**Shares**) in Artrya. See Section 9 for further information on the Offer.

Lodgement and Listing

This Prospectus is dated 15 October 2021 (**Prospectus Date**) and was lodged with the Australian Securities and Investments Commission (**ASIC**) on that date.

Artrya will apply to the Australian Securities Exchange (**ASX**) within seven days after the Prospectus Date, for admission of Artrya to the Official List and quotation of its Shares on ASX. None of ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Prospectus or the merits of the investment to which this Prospectus relates.

Expiry Date

This Prospectus expires on the date that is 13 months after the Prospectus Date, being 15 November 2022 (**Expiry Date**). No Shares will be issued on the basis of this Prospectus after the Expiry Date.

Note to Applicants

The information contained in this Prospectus is not investment or financial product advice and has been prepared as general information only, without consideration for your particular investment objectives, financial situation or particular needs.

It is important that you read this Prospectus carefully and in full before deciding whether to invest in Artrya.

In particular, you should consider the risk factors that could affect the business, financial condition and financial performance of Artrya. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and taxation issues) and seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest in Shares. Some of the key risk factors that should be considered by prospective investors are set out in Section 7 of the Prospectus. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

Except as required by law, and only to the extent required, no person named in this Prospectus, nor any other person, warrants or guarantees the performance of Artrya, the repayment of capital by Artrya or any return on investment in Shares made pursuant to this Prospectus.

No person is authorised to give any information or to make any representation in connection with the Offer that is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by Artrya, the Directors, the Lead Manager or any other person in connection with the Offer. You should rely only on information in this Prospectus.

Bell Potter Securities Limited has acted as Lead Manager to the Offer. The Lead Manager has not authorised, permitted or caused the issue or lodgement, submission, dispatch or provision of this Prospectus and there is no statement in this Prospectus that is based on any statement made by it or by any of its respective affiliates, officers, employees or advisers. To the maximum extent permitted by law, the Lead Manager and each of its respective affiliates, officers, employees and advisers expressly disclaim all liabilities in respect of, make no representations regarding, and take no responsibility for, any part of this Prospectus other than references to their name and make no representation or warranty as to the currency, accuracy, reliability or completeness of this Prospectus.

Artrya, the Share Registry, and the Lead Manager disclaim all liability, whether in negligence or otherwise, to persons who trade Shares before receiving their holding statement, even if such person received confirmation of their allocation from the Artrya IPO Offer Information Line or confirmation of their firm allocation through a Broker.

Exposure Period

The Corporations Act prohibits Artrya from processing Applications in the seven-day period after the date of lodgement of the Prospectus (**Exposure Period**). The Exposure Period may be extended by ASIC by up to a further seven days. The purpose of the Exposure Period is to enable this Prospectus to be examined by market participants prior to the raising of funds. The examination of the Prospectus may result in the identification of deficiencies in the Prospectus and, in those circumstances, any Application that has been received may need to be dealt with in accordance with section 724 of the Corporations Act. Applications received during the Exposure Period will not be processed until after the expiry of the Exposure Period. No preference or priority will be conferred on Applications received during the Exposure Period.

No cooling-off rights

Cooling-off rights do not apply to an investment in Shares issued under this Prospectus. This means that, in most circumstances, you cannot withdraw your Application once it has been accepted.

Obtaining a copy of this Prospectus

During the Exposure Period, an electronic version of this Prospectus (without an Application Form) will be available at www.artrya.com to Australian residents only. Application Forms will not be made available until after the Exposure Period has expired.

During the Offer Period, an electronic version of this Prospectus (including an Application Form) will be available at www.artrya.com. The Offer constituted by this Prospectus in electronic form at www.artrya.com is available only to persons within Australia. The Prospectus is not available to persons in other jurisdictions (including the United States) in which it may not be lawful to make such an invitation or offer. If you access the electronic version of this Prospectus, you should ensure that you download and read the Prospectus in its entirety.

You may, at any time during the Offer Period, obtain a paper copy of this Prospectus (free of charge) by telephoning Artrya's office on +61 8 6478 7816 (within Australia) from 8.30 am to 5.30 pm (Perth Time), Monday to Friday.

Applications for Shares may only be made during the Offer Period on an Application Form attached to or accompanying this Prospectus.

The Corporations Act prohibits any person from passing the Application Form on to another person unless it is attached to a paper copy of the Prospectus or the complete and unaltered electronic version of this Prospectus.

Refer to Section 9 for further information.

Statements of past performance

This Prospectus includes information regarding the past performance of Artrya. Investors should be aware that past performance should not be relied upon as being indicative of future performance.

Financial Information

Section 6 sets out in detail the Financial Information referred to in this Prospectus and the basis of preparation of that Financial Information.

The Financial Information is presented in an abbreviated form insofar as it does not include all disclosures, statements and comparative information as required by Australian Accounting Standards (**AAS**) and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the Corporations Act.

The Financial Information should be read in conjunction with, and qualified by reference to, the information contained in Sections 6 and 7.

All financial amounts contained in this Prospectus are expressed in Australian dollars, unless otherwise stated. Any discrepancies between totals and sums of components in tables, figures and components contained in this Prospectus are due to rounding.

Investigating Accountant's Report on Financial Information and financial services guide

The provider of the Investigating Accountant's Report on Financial Information is required to provide Australian retail clients with a financial services guide in relation to the review under the Corporations Act. The Investigating Accountant's Report and accompanying financial services guide are provided in Attachment 2.

Forward-looking statements

This Prospectus contains forward-looking statements, which may be identified by words such as "anticipates", "may", "should", "could", "likely", "believes", "estimates", "expects", "targets", "predicts", "projects", "forecasts", "intends", "guidance", "plan" and other similar words that involve risks and uncertainties.

These forward-looking statements are based on an assessment of present economic and operating conditions, and on a number of assumptions regarding future events and actions that, at the date of the Prospectus, are expected to take place. Artrya does not undertake to, and does not intend to, update or revise any forward-looking statements, or publish prospective financial information in the future, regardless of whether new information, future events or any other factors affect the information contained in this Prospectus, except where required by law.

Any forward-looking statements are subject to various risks that could cause Artrya's actual results to differ materially from the results expressed or anticipated in these statements. Forward-looking statements should be read in conjunction with, and are qualified by reference to, the risk factors as set out in Section 7 and other information in this Prospectus. Such forward-looking statements

are not guarantees of future performance and are subject to known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside the control of Artrya, the Directors and Artrya's Management. Artrya, the Directors, Artrya's Management and the Lead Manager cannot and do not give any assurance that the results, performance or achievements expressed or implied by the forward-looking statements contained in this Prospectus will actually occur and investors are cautioned not to place undue reliance on these forward-looking statements.

Industry and market data

This Prospectus, including the Industry Overview in Section 2 and the Company Overview in Section 4, contains statistics, data and other information (including forecasts and projections) relating to markets, market sizes, market shares, market segments, market positions and other industry data pertaining to Artrya's business and markets.

Artrya has obtained significant portions of this information from market research prepared by third parties. Investors should note that market data and statistics are inherently predictive and subject to uncertainty and not necessarily reflective of actual market conditions.

There is no assurance that any of the forecasts or projections in the reports and surveys of any third party that are referred to in this Prospectus will be achieved. Artrya has not independently verified, and cannot give any assurances to the accuracy or completeness of, this market and industry data or the underlying assumptions used in generating this market and industry data. Estimates involve risks and uncertainties and are subject to change based on various factors, including those discussed in the risk factors set out in Section 7.

Selling restrictions

This Prospectus does not constitute an offer or invitation to apply for Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer or invitation. No action has been taken to register or qualify the Shares or the Offer, or to otherwise permit a public offering of Shares, in any jurisdiction outside Australia. The distribution of this Prospectus outside Australia (including electronically) may be restricted by law and persons who come into possession of this Prospectus outside Australia should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Prospectus may not be distributed to, or relied upon by, persons in the United States. The Shares have not been, and will not be, registered under the United States Securities Act of 1933, as amended (**US Securities Act**) or the securities laws of any state or other jurisdiction of the United States and may not be offered, sold, pledged or transferred directly or indirectly, in the United States unless the Shares have been registered under the US Securities Act or an exemption from the registration requirements of the US Securities Act and any other applicable US state securities laws is available.

This document does not constitute an offer of Shares in any jurisdiction in which it would be unlawful. In particular, this document may not be distributed to any person, and the Shares may not be offered or sold, in any country outside Australia except to the extent permitted in the following jurisdictions.

Hong Kong

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this document may not be distributed, and the Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

New Zealand

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (the **FMC Act**).

The Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

(a) is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;

(b) meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;

(c) is large within the meaning of clause 39 of Schedule 1 of the FMC Act;

(d) is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or

(e) is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

Singapore

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

United Kingdom

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the Financial Services and Markets Act 2000, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares.

The Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the Financial Services and Markets Act 2000 (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

Defined terms and time

Defined terms and abbreviations used in this Prospectus have the meanings given in the Glossary or as provided in the context in which they appear.

Unless otherwise stated or implied, references to times in this Prospectus are to Perth Time. Unless otherwise stated or implied, references to dates or years are calendar year (**CY**) references.

Important Notices Continued

Currency

References to "$", "A$" or "AUD" are references to Australian currency, unless otherwise stated.

Privacy

By completing an Application Form to apply for Shares, you are providing personal information to Artrya through the Share Registry, which is contracted by Artrya to manage Applications. Artrya, the Lead Manager and the Share Registry on behalf of Artrya, may collect, hold and use that personal information in order to process your Application, service your needs as a Shareholder, provide facilities and services that you request and carry out appropriate administration. Some of this personal information is collected as required or authorised by certain laws including the *Income Tax Assessment Act 1997* (Cth) and the Corporations Act.

If you do not provide the information requested in the Application Form, Artrya and the Share Registry may not be able to process or accept your Application.

Your personal information may also be used from time to time to inform you about other products and services offered by Artrya, which it considers may be of interest to you.

Your personal information may also be provided to Artrya's members, agents and service providers on the basis that they deal with such information in accordance with Artrya's privacy policy and applicable laws. The members, agents and service providers of Artrya may be located outside Australia, where your personal information may not receive the same level of protection as that afforded under Australian law. The types of agents and service providers that may be provided with your personal information and the circumstances in which your personal information may be shared are:

- the Share Registry for ongoing administration of the Shareholder register;
- printers and other companies for the purpose of preparation and distribution of statements and for handling mail;
- market research companies for the purpose of analysing the Shareholder base and for product development and planning; and
- legal and accounting firms, auditors, contractors, consultants and other advisers for the purpose of administering, and advising on, the Shares and for associated actions.

If an Applicant becomes a Shareholder, the Corporations Act requires Artrya to include information about the Shareholder (including name, address and details of the Shares held) in its public Shareholder register.

The information contained in the Shareholder register must remain there even if that person ceases to be a Shareholder. Information contained in the Shareholder register is also used to facilitate dividend payments and corporate communications (including Artrya's financial results, annual reports and other information that Artrya may wish to communicate to its Shareholders) and compliance by Artrya with legal and regulatory requirements. An Applicant has a right to gain access to the information that Artrya and the Share Registry hold about that person and may correct the personal information held by or on behalf of Artrya about that person, subject to certain exemptions under law. A fee may be charged for access. Access requests must be made in writing or by telephone call to Artrya's registered office or the Share Registry's office, details of which are disclosed in the Corporate Directory on the back cover of this Prospectus. Applicants can obtain a copy of Artrya's privacy policy by visiting Artrya's website at www.artrya.com.

Photographs and diagrams

Photographs and diagrams used in this Prospectus that do not have descriptions are for illustration purposes only and should not be interpreted to mean that any person shown in them endorses this Prospectus or its contents or that the assets shown in them are owned by Artrya. Diagrams and maps used in this Prospectus are illustrative only and may not be drawn to scale. Unless otherwise stated, all data contained in charts, graphs and tables is based on information available at the Prospectus Date.

Third-party publications

The Industry Overview in Section 2, Industry Report in Section 3 and Company Overview in Section 4 of this Prospectus includes attributed statements from books, journals and comparable publications that are not specific to, and have no connection with, the Company. The authors of these books, journals and comparable publications have not provided their consent for these statements to be included in this Prospectus, and the Company is relying upon *ASIC Corporations (Consents to Statements) Instrument 2016/72* for the inclusion of these statements in this Prospectus without that consent having been obtained.

Company website

Any references to documents included on Artrya's website at www.artrya.com are for convenience only, and none of the documents or other information available on Artrya's website is incorporated into this Prospectus by reference.

Disclaimer

Except as required by law, and only to the extent so required, none of Artrya's, the Directors, Artrya's Management, the Lead Manager or any other person warrants or guarantees the future performance of Artrya, or any return on any investment made pursuant to this Prospectus.

Questions

If you have any questions about how to apply for Shares, call your Broker or 1300 850 505 (within Australia) from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday. If you are eligible to participate in the Offer and are calling from outside Australia, you should call +61 3 9415 4000 from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday. Information on how to apply for Shares is set out in Section 9 of this Prospectus and on the back of the Application Form.

If you have any questions about whether to invest in Artrya, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest in Shares.

This document is important and should be read in its entirety.

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Corporate Directory ..... inside back cover

Chair's Letter

Dear Investor,

On behalf of the Directors of Artrya Limited (**Artrya**), I am pleased to invite you to become a Shareholder in the Company.

Artrya is a medical-technology company focused on commercialising its patented Salix suite of software products to improve detection and treatment of coronary artery disease (**CAD**). Salix uses artificial intelligence (**AI**) to automate the analysis and diagnosis of heart computed tomography (**CT**) scans, and help clinicians identify and manage patients at risk of a heart attack.

CAD affects an estimated 126 million people worldwide, causing nine million deaths annually.[1] Of those, the majority have no warning signs of a heart attack.[2] As the prevalence of CAD rises due to an ageing population, global health systems will have to deal with more CAD cases.

Artrya's Salix Coronary Anatomy (**SCA**) Software as a Service (**SaaS**) product provides clinicians with rapid reporting of one of the strongest predictors of heart attack: Vulnerable Plaque. Named for its propensity to rupture and cause heart attack, Vulnerable Plaque is difficult and time-consuming to identify manually. As a result, Vulnerable Plaque, a leading cause of heart attack, is rarely reported.

Current practices to report CAD focus on the calcification and consequent narrowing of coronary arteries. Salix's breakthrough technology analyses Coronary Computed Tomography Angiography (**CCTA**) scans to map Vulnerable Plaque and other coronary risk biomarkers. Salix generates a personalised 3D heart model and rapidly delivers an international-standard diagnostic report.

Already under development is Artrya's next product, Salix Coronary Flow (**SCF**). Because SCF provides a non-invasive assessment of coronary blood flow, it could potentially reduce the number of unnecessary Invasive Coronary Angiogram (**ICA**) procedures.

Disruptive technology

Artrya has positioned Salix to disrupt the global market for CCTA scans and ICA procedures. An estimated 20 million cardiac CT scans are expected to be performed in both North America and Europe alone by 2025.[3]

By addressing current limitations in diagnostic reporting for CAD, Salix has a valuable first-mover advantage that will aid market adoption:

- **Patients** have better outcomes because Salix detects an important cause of heart attack: Vulnerable Plaque. Diagnosis is faster, costs are lower, and there is less risk of complications by avoiding unnecessary ICA procedures.
- **Healthcare providers** benefit because Salix integrates with existing systems, optimises practice workflows and requires no upfront capital expenditure. Diagnostic imaging practices and specialist cardiology teams can use Salix to grow their revenue by treating more patients.
- **Health systems** benefit because Salix uses AI to provide faster reporting of CAD with less human intervention. Salix's personalised 3D model and automatically generated report are delivered within minutes. By reducing treatment costs per patient, Salix aids public health systems and health insurers.

Poised for commercialisation

In November 2020, SCA was included in the Australian Register of Therapeutic Goods (**ARTG**) as a Class 1 medical device under ID 347719. Artrya has commenced commercial pilots of SCA with Australian customers and is pursuing expansion opportunities in the United States (**US**), Canada and the UK. Artrya expects first revenue from its SCA product in 2022.

Artrya has a SaaS business model. This model will help Artrya penetrate the global CCTA and ICA markets because healthcare providers pay no upfront costs to use Salix. Typically, SaaS models have "pay-as-you-go" or subscription pricing. Artrya believes the SaaS model could deliver annuity revenue and profitable margins for the Company.

1. Khan MA, Hashim MJ, Mustafa H, Baniyas MY, Al Suwaidi SKBM, AlKatheeri R, Alblooshi FMK, Almatrooshi MEAH, Alzaabi MEH, Al Darmaki RS, Lootah SNAH. "Global Epidemiology of Ischemic Heart Disease: Results from the Global Burden of Disease Study." Cureus. 2020 Jul 23;12(7):e9349. doi: 10.7759 cureus.9349. PMID: 32742886; PMCID: PMC7384703.
2. ibid.
3. See Industry Report by Frost & Sullivan in Section 3 of the Prospectus, Figure 4: Number of CT Procedures for Cardiac Conditions, North America and Europe, 2018–2021 and 2025.

Experienced team

Artrya's Management has extensive experience in digital disruption, innovation, strategy and commercialisation. The Company's Board has decades of experience in private and ASX-listed companies, and in creating shareholder wealth.

The Company's research was developed and validated through collaborations with the University of Western Australia, the Harry Perkins Institute of Medical Research in Perth, and the University of Ottawa Heart Institute, Canada. In 2020, the Australian Government awarded Artrya $1 million in funding through the BioMedTech Horizons Program.

Artrya has achieved many milestones since its incorporation in June 2018. The Company was formed because its founders believed methods of CAD detection were old fashioned and had not progressed for decades. They saw an opportunity to use the power of AI to solve this problem – and save lives by helping people avoid a heart attack and possible death.

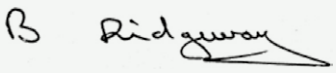
Funding and risks

Under the Offer, Artrya is seeking to raise gross proceeds of $40 million. Funds raised will be used predominantly for research, product development, commercialisation and operations. Artrya is investing all net Offer proceeds to grow the Company.

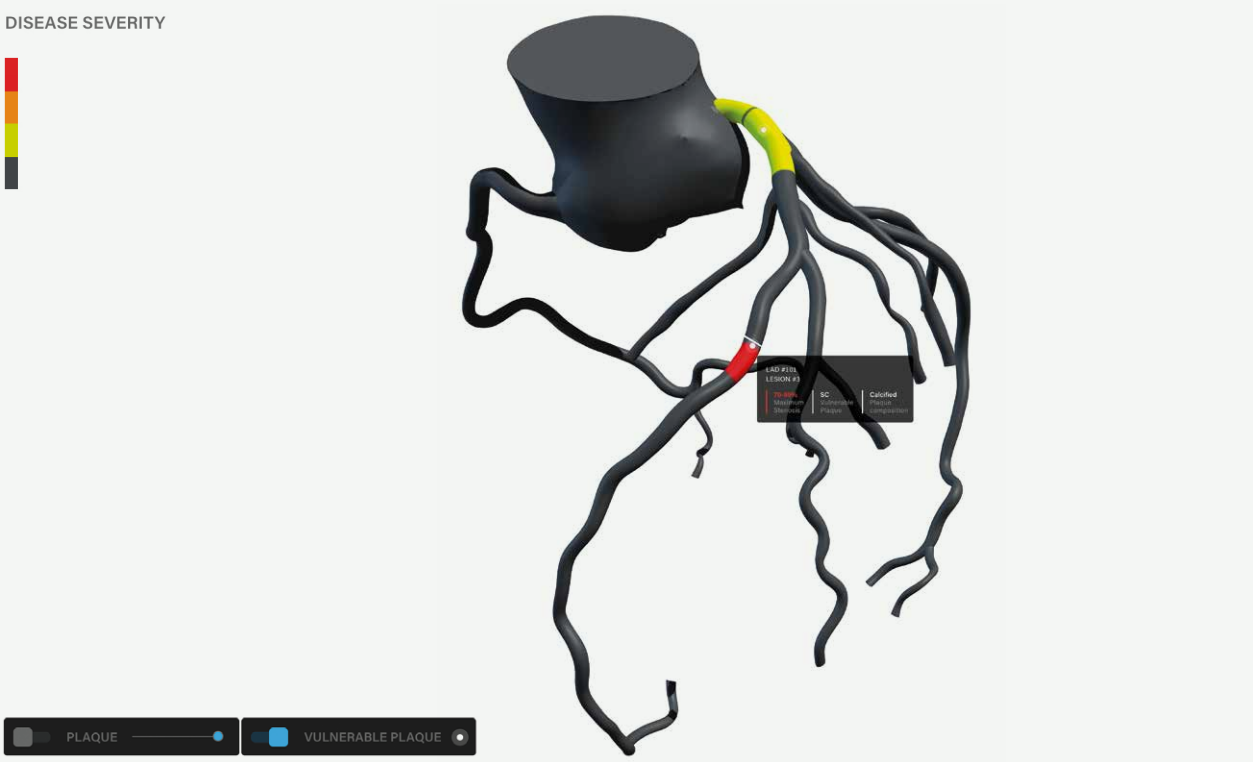
This Prospectus has important information relating to the Offer. The key risks associated with an investment in Artrya are outlined in Section 7 of this Prospectus and should be read in detail. An investment in Artrya should be considered speculative.

We look forward to welcoming you as a Shareholder.

Yours sincerely



Bernie Ridgeway
Non-Executive Chair



Important Information

Key dates for the Offer	Date
Prospectus Date	15 October 2021
Offer open	25 October 2021
Offer close	29 October 2021
Settlement	17 November 2021
Issue and allotment of Shares (Completion)	18 November 2021
Expected dispatch of holding statements	19 November 2021
Expected commencement of trading on ASX	26 November 2021

Note: This timetable is indicative only and may be subject to change without notice. Unless otherwise indicated, all times are stated in Perth Time. Artrya, in consultation with the Lead Manager, reserves the right to vary any and all of the above dates and times without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the date the Offer closes, or to accept late applications, either generally or in particular cases, or to cancel or withdraw the Offer before settlement of the Offer, in each case without notification). If the Offer is cancelled or withdrawn before the Settlement of the Offer, then all application monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act. Investors are encouraged to submit their applications as soon as possible after the Offer opens.

Key Offer statistics

Offer Price	$1.35 per Share
Total proceeds under the Offer (before costs)	$40 million
Total Shares offered under this Prospectus	29,629,630
Total Shares on issue immediately after Completion	78,112,590
Total Shares held by Existing Shareholders immediately after Completion[1]	48,482,960
Indicative market capitalisation	$105.45 million

Note:

1. Existing Shareholders may acquire additional Shares under the Offer.

How to invest

Applications for Shares can only be made by completing and lodging the Application Form attached to, or accompanying, this Prospectus.

Instructions on how to apply for Shares are set out in Section 9 of this Prospectus and on the back of the Application Form.

Questions

Please call the Artrya IPO Offer Information Line on 1300 850 505 (within Australia) from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, you should call +61 3 9415 4000 from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday (excluding public holidays).

If you have any questions about whether to invest in Artrya you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest in Artrya.

1. Investment Overview

1. Investment Overview

This information contains a summary of what the Directors consider to be the key information with respect to Artrya and the Offer. It is not a summary of this Prospectus. Prospective investors should read the Prospectus in full, including the reports attached to this Prospectus, before deciding to invest in Shares.

1.1 Introduction

Topic	Summary	Further information
1. **Who is the issuer of this Prospectus?**	Artrya Limited ACN 624 005 741, being a public company registered in Western Australia.	Sections 4 and 10.1
2. **Who is Artrya?**	Perth-based Artrya was conceived by executives John Barrington AM and John Konstantopoulos after recognising that current approaches of assessing coronary artery disease (**CAD**) had not had a significant impact on reducing heart attacks or death in the general population.	Section 4.1
3. **What does Artrya do and how is it structured?**	Artrya is developing the Salix suite of AI products to rapidly, accurately and non-invasively detect CAD. Salix analyses cardiac CT scans using AI algorithms in minutes, producing a 3D image and report that provides a more accurate detection of CAD. It detects the presence of Vulnerable Plaques that are prone to rupture and are a leading cause of heart attack.	Section 4.2
4. **What is the purpose of this Prospectus and the Offer?**	The purpose of the Offer is to: • provide the Company with access to capital markets to improve financial flexibility; • create a liquid market for the Shares and an opportunity for others to invest in the Company; and • provide the Company with the benefits of an increased profile that arises from being a listed entity.	Section 9.1(b)

1.2 Key features of Artrya's business model

Topic	Summary	Further information
1. **What is Artrya's model?**	Artrya uses a Software as a Service (**SaaS**) model designed to penetrate the CCTA market with "pay-as-you-go" or "subscription" pricing, avoiding capital expenditure for practices and creating annuity revenue streams for Artrya.	Section 4.3
2. **What are Artrya's key dependencies?**	Artrya is commercialising the SCA product in Australia and has commenced pilot site implementations. Gaining market share in Australia will be dependent on market acceptance by commercial radiology and cardiology practices. International market access will be dependent on regulatory approval and allocation of reimbursement codes in the respective jurisdictions Artrya intends to enter. Market access will also be dependent on assessment of freedom to operate risks. Protection of Artrya's intellectual property will be dependent on whether and to what extent patent applications are granted. Competitive responses in contested markets may adversely impact Artrya's ability to gain market share in specific territories.	Sections 4, 5.5, 7.2(a) and 7.2(l)

Topic	Summary	Further information
3. How does Artrya fund its operations?	To date, Artrya has funded its operations principally through issuing securities, seeking research and development tax refunds and by applying for grants. Artrya is not yet profitable and has historically incurred losses.	Section 7.2(d)
4. How does Artrya manage risk?	The Board has adopted a set of corporate governance policies, each having been prepared with regard to the ASX Recommendations. Copies of these corporate governance policies and the charters for the Board and each of its committees will be available prior to the date of commencement of trading on ASX. The Company will endeavour to take appropriate action to mitigate risks (including by ensuring legislative compliance, properly documenting arrangements with counterparties, and adopting industry best practice policies and procedures), or to insure against them.	Section 8.7

1.3 Key strengths

Topic	Summary	Further information
1. Global Problem	Artrya has developed the Salix suite of products to address one of the largest causes of death in the world, coronary artery disease (**CAD**). More than 126 million people worldwide are afflicted with CAD and the disease is responsible for nine million deaths annually.[4] The majority of those who died had no warning signs of heart attack.[5] With population growth and ageing, the burden on the total healthcare system and the consequent need for medical imaging services to detect CAD is forecast to continue rising. Compounding this problem is the global undersupply of health workers, placing further stress on medical systems and adversely impacting patients. In the US alone, a shortage of up to 139,000 physicians, including up to 41,900 specialists such as radiologists, is projected by 2033.[6] As a result, one of the strongest predictors of heart attack, Vulnerable Plaque, goes undetected as it is difficult and time-consuming to identify with the naked eye. Consequently, Vulnerable Plaque, a leading cause of heart attack, is rarely reported.	Sections 3 and 4
2. Disruptive Technology	Artrya is using AI to address this global health problem. The SCA product detects and reports Vulnerable Plaque and other critical biomarkers, within minutes of a patient having a Coronary Computed Tomography Angiography (**CCTA**) scan. In addition to automatically writing a full patient report to international standards, SCA generates an interactive 3D model of a patient's coronary arteries, allowing clinicians to review the location and severity of disease directly with the patient and prescribe treatment. Complementing SCA is the SCF product currently in development. SCF measures coronary blood flow without the need for invasive procedures that are normally associated with this assessment. Delivering a whole-of-heart assessment at the point of care from a single CCTA scan saves time and cost to patients, healthcare providers, insurers and national health systems.	Section 4.2

4. Khan et al., "Global Epidemiology of Ischemic Heart Disease: Results from the Global Burden of Disease Study", op. cit. p4.
5. ibid.
6. "New AAMC Report Confirms Growing Physician Shortage, Association of American Medical Colleges", 26 June 2020. https://www.aamc.org/news-insights/press-releases/new-aamc-report-confirms-growing-physician-shortage, accessed 14 Jul 2021.

1. Investment Overview Continued

Topic	Summary	Further information
3. **Growth Market**	The gold standards in reporting CAD are CCTA and Invasive Coronary Angiograms (**ICA**). Artrya has positioned Salix to disrupt the global market for CCTA scans and ICA procedures. An estimated 20 million cardiac CT scans are expected to be performed annually in North America and Europe by 2025. In North America alone, cardiac CT procedures are forecast to rise 76% from 11.1 million to 19.5 million between 2021 and 2025. Demand is being driven by global population growth and ageing societies. These factors increase the CAD burden on national healthcare systems and the need for imaging services. The global shortage of specialist physicians compounds the pressure on radiologists. Moreover, the global burden of CAD is forecast to increase, with COVID-19 causing cardiac injury during and after acute infections. AI-driven triaging solutions such as Salix are expected to have a strong uptake in teleradiology applications.	Sections 2 and 3
4. **Scalable Business Model**	Salix products are delivered through a SaaS business model. Being cloud-based, Salix solutions are securely accessible 24 hours a day, seven days per week wherever internet services are available. The software is available on a subscription basis, requires no hardware installation and is highly scalable, delivering a high gross margin business model.	Section 4.3
5. **Regulatory Compliance**	The SCA product was included on the Australian Register of Therapeutic Goods in November 2020. Application to the United States Food and Drug Administration (**FDA**) and Health Canada regulatory bodies have been submitted and will be followed by European CE Mark and United Kingdom Conformity Assessed (UKCA) applications. In addition, Artrya holds ISO 13485 and Medical Device Single Audit Program certifications.	Section 5

1.4 Key financial information

Topic	Summary	Further information
1. **What is Artrya's historical financial performance?**	The Financial Information of the Company is contained in Section 6 (Financial Information) and includes the Historical Statements of Profit or Loss and the Historical Statements of Cash Flows.	Sections 6.3 and 6.4
2. **What is Artrya's financial position?**	Artrya's Historical and Pro Forma Historical Statement of Financial Position is set out at Section 6.5.	Section 6.5
3. **Will Artrya pay a dividend?**	The policy of the Company will be to reinvest all cash flow (once derived) into the business in order to maximise its growth. Accordingly, no dividends are expected to be paid in the near term following the Company's Listing on the ASX.	Section 6.6
4. **What is Artrya's forecast financial performance?**	The Directors have considered the requirements of ASIC Regulatory Guide 170 Prospective financial information (**RG 170**) to determine if prospective financial information should be included in this Prospectus. The Directors have determined that, as at the date of this Prospectus, Artrya does not have a reasonable basis to reliably forecast future earnings and accordingly forecast financial information is not included in this Prospectus. There is uncertainty in relation to the quantum and timing of Artrya's future revenue given the status of its research and early rollout of its Salix product, resulting in a level of unpredictability in the timing, quantum and recognition of future receipts.	Section 6.2(a)

1.5 Key risks

The key risks of investing in Artrya are set out below. These risks are not exhaustive. Refer to Section 7 for further details of specific risks and general investment risks. Prospective investors must make their own assessment of the likely risks and determine whether an investment in Artrya is appropriate to their own circumstances.

Topic	Summary	Further information
1. **Artrya operates in a competitive industry**	The medical technology and diagnostic industries are highly competitive and include companies with significantly greater resources than Artrya. Artrya faces a number of competitor risks, including that existing or new competitors could offer products at lower prices and there may be new entrants into the CCTA market that could develop software solutions, which compete with Artrya. Artrya's success, to a large extent, will also depend on its ability to obtain patents, as well as maintain both trade secrets protection and copyright protection over its proprietary software and algorithms. It will also depend on its ability to operate without infringing the proprietary rights of third parties. As a consequence of the competitor risks, Artrya's current and future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on revenue, margins and profitability.	Sections 7.2(a) and 7.2(l)
2. **Innovative technological development – clinical and product development**	Artrya's product candidates are at a relatively early clinical stage and further clinical study using varied patient populations and larger sample sizes is necessary. Additionally, it will be necessary for Artrya to undertake further development of its clinical findings to progress its diagnostic tests into a format that can be readily used by appropriate testing parties. There is no guarantee that the proposed clinical studies or work will be successful or result in an approved or marketable product.	Section 7.2(b)
3. **Failure to retain existing customers and attract new customers**	Artrya primarily generates revenue by charging customers for use of the software on a pay-per-scan or monthly subscription fee basis. Future customers may reduce or cease usage of Artrya's services, which would result in a reduction, or limited growth, in the revenue generated by Artrya. To the extent that Artrya's product needs to be integrated within a customer's information technology environment, Artrya faces the following risks: • the incorrect or improper integration or use of Artrya software; • Artrya's failure to train customers on how to efficiently and effectively use its product; or • Artrya's failure to provide adequate integration, maintenance or support services to its customers. These risks could adversely affect Artrya's reputation, business, operations, financial results and growth prospects.	Section 7.2(c)
4. **Future profitability**	Artrya is still in the early sales and commercialisation stage for its Salix product. Artrya is not yet profitable and has historically incurred losses. There is no guarantee that Artrya will be able to grow its product sales in any jurisdiction or that it will be successful in obtaining regulatory approvals for its target jurisdictions. If Artrya's products fail to penetrate the Australian and international markets, or if it fails to obtain the required regulatory approvals for its products, Artrya may never become profitable. Other factors that will determine Artrya's profitability include its ability to manage costs, execute its development and growth strategies, economic conditions, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability are uncertain.	Section 7.2(d)

1. Investment Overview Continued

Topic	Summary	Further information
5. COVID-19	Due to the uncertain economic conditions resulting from COVID-19, Artrya may experience: • an inability to secure new customers due to community lockdowns, travel restrictions and other limitations to selling activities; • customer losses, which may result in an inability to collect receivables from these customers; and/or • a decrease or delay in customer spending on developing new or existing products, which may result in decreased revenue and cash flows for Artrya.	Section 7.2(e)
6. Price of Shares	There is no assurance that the price of the Shares will increase following quotation on the ASX, even if the Company's earnings increase. General economic conditions (both domestically and internationally) may adversely impact on the price of the Shares after Listing, as well as the Company's ability to pay dividends. Shares may trade on the ASX at a price that is below the Offer Price.	Section 7.3(a)
7. Liquidity of Shares	There is no guarantee that an active market will develop after Artrya's Listing. There may be relatively few or many potential buyers or sellers of the Shares on the ASX at any time. This may increase the volatility of the market price of the Shares, or prevent investors from acquiring or disposing of Shares they acquire under the Offer.	Section 7.3(b)
8. General economic conditions	Artrya's future viability may be dependent on a number of economic factors in jurisdictions in which Artrya operates, including: • general economic conditions in industry verticals; • changes in government policies, taxation and other laws; • the strength of equity and share markets and, in particular, investor sentiment towards the technology sector; and • changes to interest rates and inflation rates. These factors could have an adverse impact on Artrya's business, financial performance and operations.	Section 7.3(c)
9. Risk of Shareholder dilution	Subject to the constraints of the ASX Listing Rules, Artrya may elect to issue shares (including pursuant to incentive arrangements) or engage in fundraising activities. As a result, Shareholders may be diluted.	Section 7.3(d)
10. Other risks	A number of other risks relating specifically to an investment in Artrya and generally to an investment in Shares are set out in Section 7.	Section 7

1.6 Board and key management

Topic	Summary	Further information
1. **Who are the Directors and senior management of Artrya?**	Bernard (Bernie) William Ridgeway – **Non-Executive Chair** John Windsor Barrington AM – **Managing Director** John Konstantopoulos – **Executive Director – Product**	Section 8.1
2. **What are the interests of Directors and their related parties in Artrya?**	Directors and their related parties' interests are set out in Section 8.4.	Section 8.4
3. **What payments and benefits are to be made or given to Directors and their related parties?**	Directors are entitled to remuneration, fees and payments as outlined in Sections 8.4 and 8.5.	Sections 8.4 and 8.5

1.7 Interests and benefits

Topic	Summary	Further information
1. **Who are the Existing Shareholders and what will be their interest post-Completion?**	Existing Shareholders are those Shareholders who hold Existing Shares immediately prior to Completion.	Section 9.1(d) and Glossary
2. **Will any Shares be subject to restrictions on disposal following Completion?**	Yes, details of Escrow arrangements, including mandatory ASX escrow and voluntary escrow, are set out in Section 9.7.	Section 9.7

1.8 Overview of the Offer

Topic	Summary	Further information
1. **What is the Offer?**	The Offer is an initial public offering (**IPO**) of shares at an Offer Price of $1.35 per Share, to apply for 29,629,630 Shares offered for issue by Artrya, to raise proceeds of approximately $40 million.	Section 9.1
2. **What is the Offer price?**	The Offer price is $1.35 per Share.	Section 9.2
3. **Who bears the cost of the Offer?**	The costs of the Offer will be borne by Artrya from available funds following Completion of the Offer.	Section 10.9

1. Investment Overview Continued

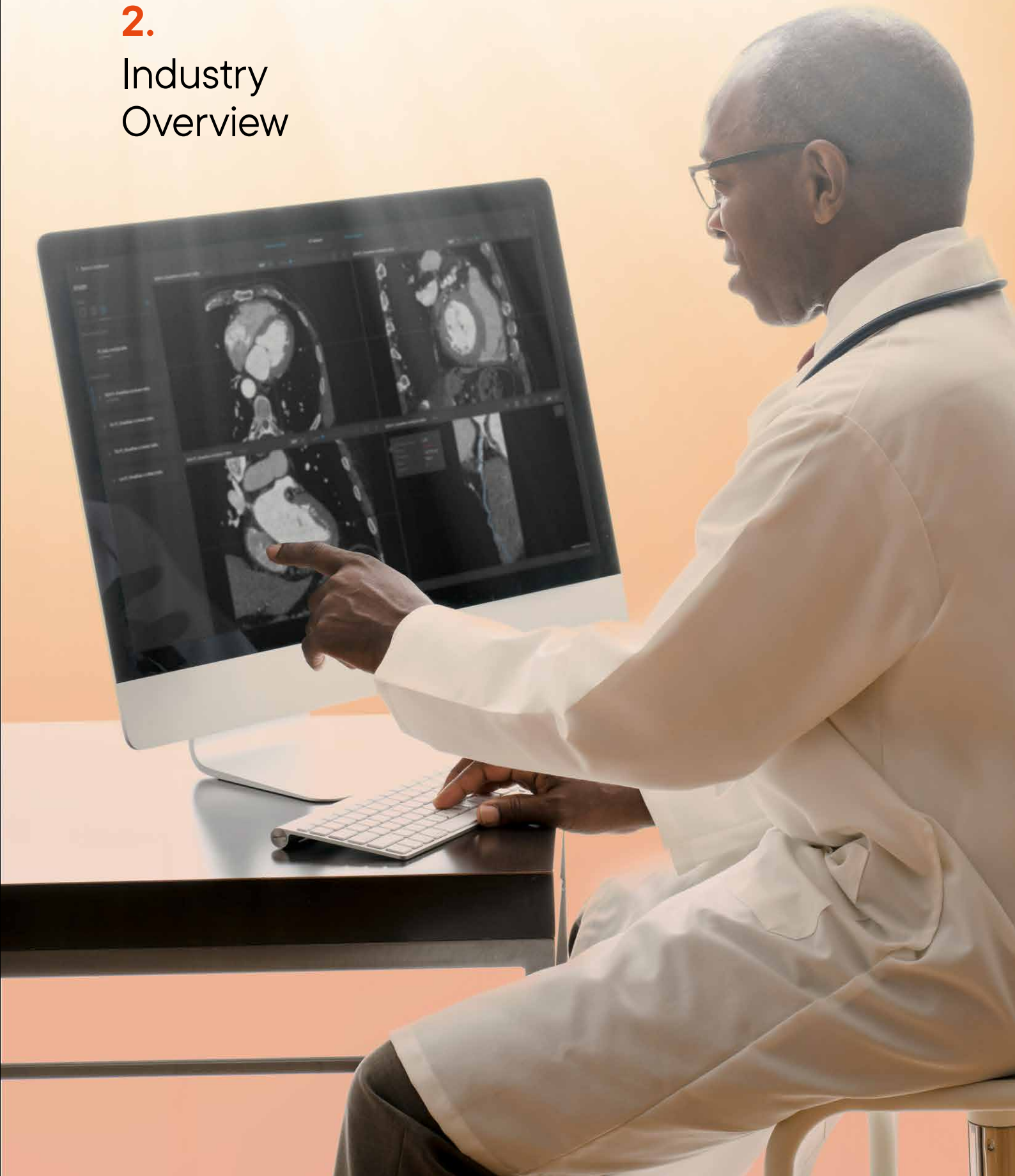
<table>
<tr><th>Topic</th><th>Summary</th><th>Further information</th></tr>
<tr><td>4. What is the proposed use of funds raised under the Offer?</td><td>The proposed use of funds is set out below and described in more detail in Section 9.1(b).
<table>
<tr><th>Use of proceeds (AUD millions)</th><th>FY22</th><th>FY23</th><th>% of Total</th><th>Total</th></tr>
<tr><td>Clinical, R&D & Regulatory[1]</td><td>4.9</td><td>8.4</td><td>33%</td><td>13.3</td></tr>
<tr><td>Product Development[2]</td><td>4.2</td><td>5.3</td><td>24%</td><td>9.5</td></tr>
<tr><td>Sales & Marketing[3]</td><td>2.1</td><td>4.0</td><td>15%</td><td>6.1</td></tr>
<tr><td>Corporate & Administrative[4]</td><td>4.1</td><td>4.2</td><td>21%</td><td>8.3</td></tr>
<tr><td>Capital Raising Costs</td><td>2.8</td><td>–</td><td>7%</td><td>2.8</td></tr>
<tr><td>Total</td><td>18.1</td><td>21.9</td><td>100%</td><td>40.0</td></tr>
</table>
Notes:
1. Clinical, R&D and Regulatory relates to regulatory preparation and submissions, clinical research and studies, purchase of scan images, invasive and demographic data, associated headcount, and fees for strategic consultancy to support the product in selected geographical areas.
2. Product Development includes headcount for research and development for AI algorithms, back-end infrastructure development and optimisation, user interface design and development, and associated technology infrastructure costs.
3. Sales & Marketing relates to headcount for marketing and business development, product launch and promotional costs, digital marketing, brand development and design, market analysis, and public relations costs, to bring the product to market in Australia and overseas.
4. Corporate & Administrative costs include salaries for the Board, executive, and administrative staff, professional adviser fees, insurances, regulatory costs, recruitment and training, and office rent and associated costs.</td><td>Section 9.1(b)</td></tr>
<tr><td>5. How is the Offer structured?</td><td>The Offer comprises:
• the Broker Firm Offer, which is open to Australian resident retail clients of Brokers who have received a firm allocation of Shares from their Broker;
• the Priority Offer, which is open to selected investors in Australia nominated by the Company who receive an offer to apply for Shares; and
• the Institutional Offer, which consists of an offer to Institutional Investors in Australia and a number of other eligible jurisdictions, made under this Prospectus.</td><td>Section 9.1</td></tr>
<tr><td>6. Is the Offer underwritten?</td><td>Yes. The Offer is underwritten in the amount of $40 million by the Lead Manager.</td><td>Section 10.3</td></tr>
<tr><td>7. Who is the Lead Manager on the Offer?</td><td>The Lead Manager is Bell Potter Securities Limited.</td><td>Glossary – Attachment 1</td></tr>
<tr><td>8. Will the Shares be quoted on ASX?</td><td>Artrya will apply to the ASX within seven days of the Prospectus Date for its admission to the Official List and quotation of Shares on the ASX (under the code AYA).
If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.</td><td>Section 9.10</td></tr>
</table>

Topic	Summary	Further information
9. What is the allocation policy?	The allocation of Shares in the Broker Firm Offer is determined by agreement between the Lead Manager and the Company. The allocation of Shares in the Priority Offer will be determined by the Lead Manager, following consultation with the Company. Applicants under the Priority Offer will receive a guaranteed minimum allocation of the number of Shares specified in their personalised invitation to participate in the Priority Offer. The Company may reject an Application in its absolute discretion. The allocation of Shares among Applicants in the Institutional Offer will be determined by agreement between the Lead Manager and the Company. The Lead Manager and the Company have absolute discretion regarding the basis of allocation of Shares among the Institutional Investors.	Sections 9.3(d), 9.4(d) and 9.6(b)
10. Is there any brokerage, commission or stamp duty payable by Applicants?	No brokerage, commission or stamp duty is payable by Applicants on acquisition of Shares under the Offer.	Section 9.2
11. What are the tax implications of investing in Shares?	Summaries of certain Australian tax consequences of participating in the Offer and investing in Shares are set out in Section 10.7. The tax consequences of any investment in Shares will depend upon an investor's particular circumstances. Applicants should obtain their own tax advice prior to deciding whether to invest.	Section 10.7
12. When will I receive confirmation that my application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or about 19 November 2021.	Section 9.10
13. What is the minimum and maximum Application size?	The minimum Application size under the Offer is 1,500 Shares ($2,025.00 at the Offer Price of $1.35 per share). There is no maximum value of Shares that Applicants may apply for under the Offer, but Applications will be considered in accordance with the allocation policy under the Offer.	Section 9.2
14. How can I apply?	Broker Firm Applicants should refer to Section 9.3(b) for details on how to apply. Priority Offer Applicants should refer to Section 9.4(b) for details on how to apply. Institutional Offer Applicants were contacted by the Lead Manager in relation to applying under the Institutional Offer. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.	Section 9
15. When can I sell my Shares on the ASX?	Trading is expected to commence on 26 November 2021. It is the responsibility of each Applicant to confirm their own holdings before trading on ASX. Any Applicant who sells Shares before it receives an initial holding statement does so at their own risk.	Important Information – Key Dates for the Offer

1. Investment Overview Continued

Topic	Summary	Further information
16. Can the Offer be withdrawn?	Artrya may withdraw the Offer at any time before the issue of Shares to Successful Applicants under the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded. No interest will be paid on any Application Monies refunded as a result of the withdrawal of the Offer.	Section 9.2
17. Where can I find out more information about this Prospectus or the Offer?	All enquiries in relation to this Prospectus should be directed to the Artrya IPO Offer Information Line on: • within Australia: 1300 850 505; or • outside Australia +61 3 9415 4000, from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday. If you have any questions about whether to invest in Artrya, you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.	Important Notices

2.
Industry Overview



2. Industry Overview

Disruptive technology

Artrya is using artificial intelligence (**AI**) to improve the detection and management of coronary artery disease (**CAD**) that affects 126 million people worldwide, causing nine million deaths every year.

The gold standards in reporting CAD are Coronary Computed Tomography Angiography (**CCTA**) and Invasive Coronary Angiograms (**ICA**). However, current CCTA analysis practice focuses on calcification and the consequent narrowing of coronary arteries. One of the strongest predictors of future heart attack, Vulnerable Plaque, is not generally reported as it is difficult and time-consuming to identify with the naked eye. ICA are expensive, require hospitalisation for the invasive procedure and are medically risky.

Artrya's products, Salix Coronary Anatomy (**SCA**) and Salix Coronary Flow (**SCF**), are positioned to disrupt CCTA analysis and ICA procedures.

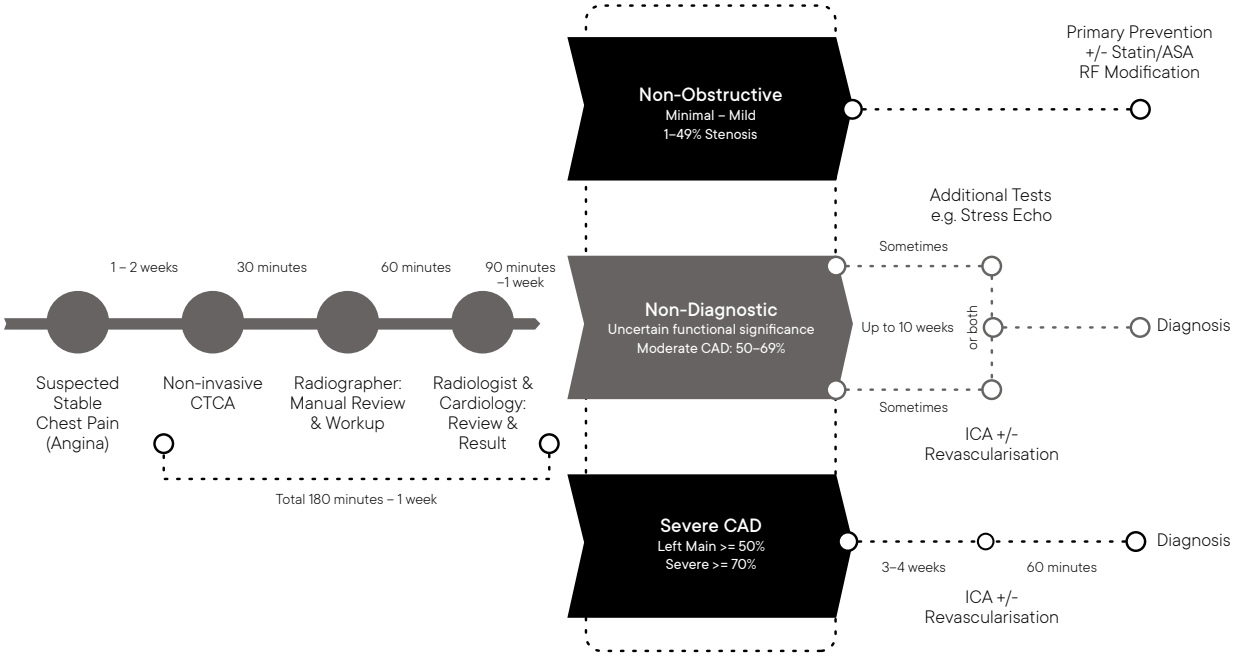
The patented SCA product analyses CCTA scans to map Vulnerable Plaque and other coronary biomarkers, generating an interactive 3D model and producing an international-standard diagnostic report within minutes. SCA was admitted to the Australian Register of Therapeutic Goods (**ARTG**) in November 2020.

Across the medical imaging sector, AI solutions that deliver personalised 3D heart models, enable precision medicine and address many of the current limitations of diagnostic reporting, are seeing strong uptake.

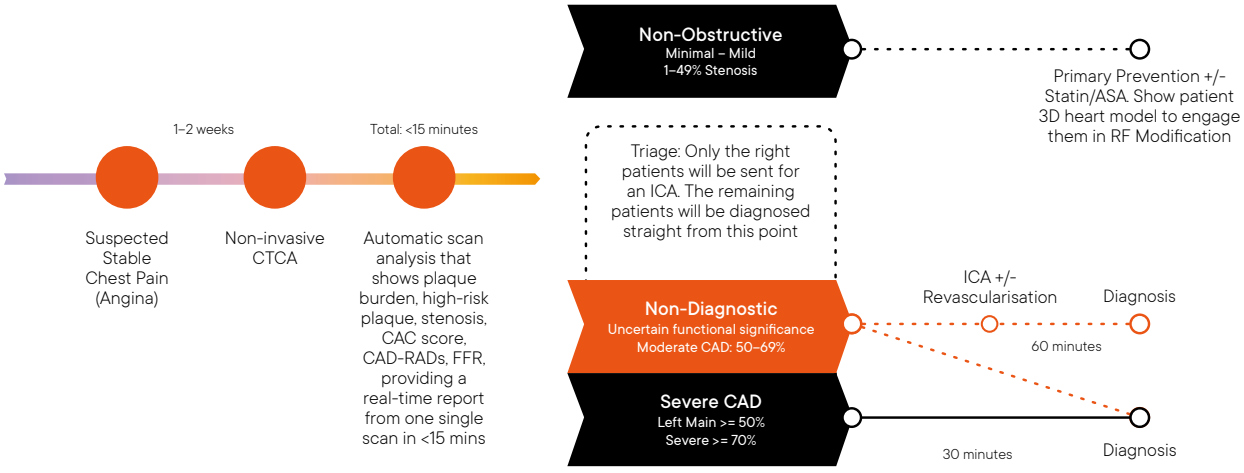
Invasive angiograms are a commonly prescribed diagnostic tool but require hospitalisation, put patients at risk of complication from the arterial puncture and place substantial cost burdens on healthcare systems. Invasive tests are also overprescribed by clinicians. Research by Patel et al. found 39% of ICA patients had no CAD.[7] Being non-invasive, Salix can reduce the number of unnecessary ICA procedures.

7. Patel, Peterson, Dai, Brennan, Redberg, Anderson, Brindis, Douglas, "Low Diagnostic Yield of Elective Coronary Angiography", The New England Journal of Medicine, 2010; 362:886-895, https://www.nejm.org/doi/full/10.1056/nejmoa0907272, accessed 14 Jul 2021.

Patient workflow without Salix



Patient workflow with Salix

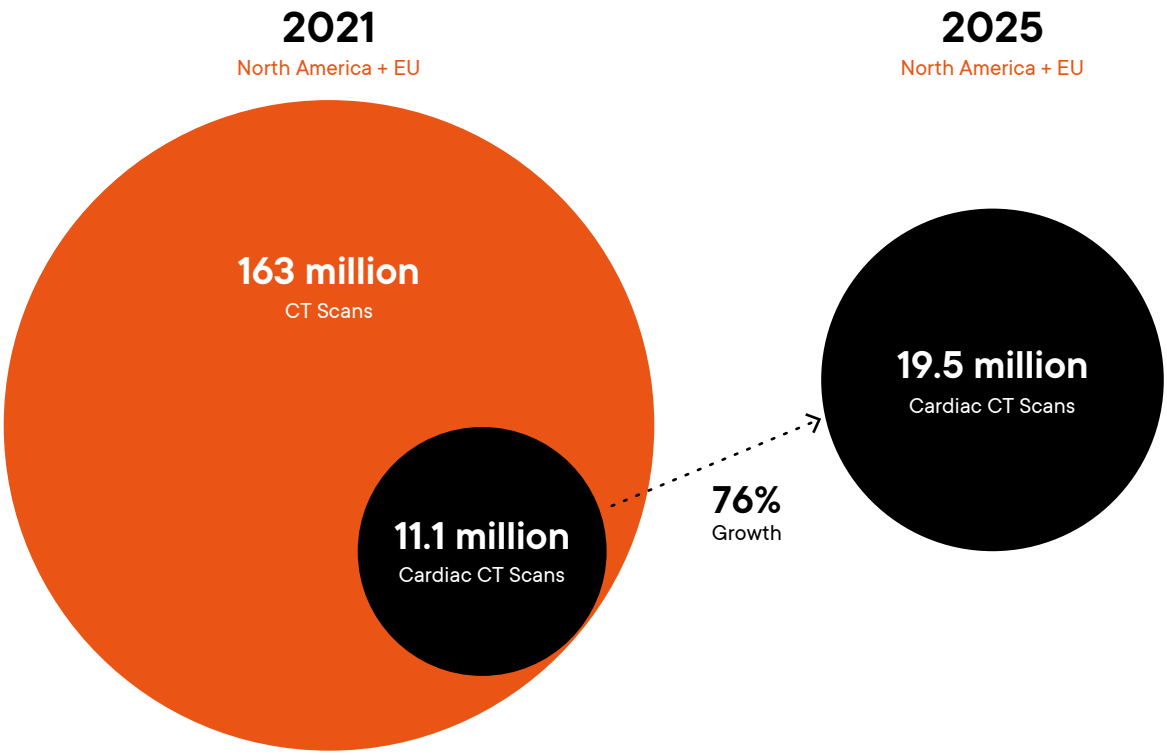


2. Industry Overview Continued

Growth market

Every year, more than 1.5 million invasive coronary procedures are performed in the US. In North America and Europe, cardiac CT procedures are forecast to rise 76% from 11.1 million to 19.5 million between 2021 and 2025.

Representing a large imaging market,
Five billion total diagnostic scans are performed globally each year



Demand is being driven by global population growth and ageing societies. These factors increase the CAD burden on national healthcare systems and the need for imaging services. The global shortage of specialist physicians compounds the pressure on radiologists. The UK radiologist workforce is currently short-staffed by 33% and will reach a shortage of 44%, or 3,600 consultants, by 2025. The US is projecting a shortfall of between 17,000 and 42,000 specialists by 2033.

Moreover, the global burden of CAD is forecast to increase, with COVID-19 causing cardiac injury during and after acute infections. Even prior to COVID-19, radiologist shortages were forcing health systems around the world to outsource image analysis. AI-driven triaging solutions such as Salix are expected to have a strong uptake in teleradiology applications.

Governments around the world are already favouring health policies that adopt advanced technologies like AI. In July 2021, the American Medical Association (**AMA**) granted the first AI-driven Current Procedural Terminology (**CPT**) code for radiology.

Artrya is commercialising the Salix product in Australia and is preparing to commercialise in the US, Canada, the UK and the European Union (**EU**). The following independent report is an overview of the global market for AI-driven imaging for CAD and coronary heart disease diagnosis.

3. Industry Report

3. Industry Report Continued

FROST & SULLIVAN

Market Report

Market Report

Global Market for AI-driven Imaging for Coronary Artery Disease/Coronary Heart Disease Diagnosis

This report describes the global market for AI-driven imaging for Coronary Artery Disease/Coronary Heart Disease diagnosis, and has been commissioned from Frost & Sullivan by Artrya Limited (or the Company) to support its initial public offering (**IPO**) process.

1. Introduction and Background

Artrya uses artificial intelligence (**AI**) software to more accurately detect coronary artery disease (**CAD**) and provide clinicians with a comprehensive overview on patient risk. It is in the process of the commercialisation of its technology which produces a three-dimensional (**3D**) image and report within minutes to detect CAD, including the presence of vulnerable plaque and overall patient plaque burden.

In a randomised controlled trial[1] of coronary CT angiography (**CCTA**)[2] in patients with stable chest pain, low-attenuation plaque burden (percent plaque to vessel volume) was the strongest predictor of myocardial infarction (heart attack) irrespective of cardiovascular risk score,[3] coronary artery calcium score,[4] or coronary artery area stenosis.[5]

Whilst the addressable opportunity for Artrya's solution is global, at this stage Australia, Canada, the USA, UK and Europe are considered the primary target markets.

1.1 Scope and Definitions

Cardiovascular diseases (**CVDs**) are a group of disorders of the heart and blood vessels. They include:

- Coronary heart disease (**CHD**) – a disease of the blood vessels supplying the heart muscle;
- Cerebrovascular disease – a disease of the blood vessels supplying the brain;
- Peripheral arterial disease – a disease of blood vessels supplying the arms and legs;
- Rheumatic heart disease – damage to the heart muscle and heart valves from rheumatic fever, caused by streptococcal bacteria;
- Congenital heart disease – birth defects that affect the normal development and functioning of the heart caused by malformations of the heart structure from birth; and

[1] Low-Attenuation Noncalcified Plaque on Coronary Computed Tomography Angiography Predicts Myocardial Infarction, Results From the Multicenter SCOT-HEART Trial, Williams et al, Mar 2020, https://www.ahajournals.org/doi/10.1161/CIRCULATIONAHA.119.044720, accessed 4 Aug 2021
[2] CCTA uses an injection of iodine-rich contrast material and is used for detection of suspected or confirmed CAD, newly diagnosed cardiomyopathy, suspected pericardial mass and veins mapping prior to device implant.
[3] Score indicating patient risk (low, moderate or high) of developing CVD in the next 10 years
[4] Score of the amount of calcified plaque (calcium) inside the walls of the heart's arteries
[5] Narrowing of the diameter of the vessel, accessed 28 Jul 2021

FROST & SULLIVAN

Market Report

- Deep vein thrombosis and pulmonary embolism – blood clots in the leg veins, which can dislodge and move to the heart and lungs.[6]

CHD is a result of coronary artery disease (**CAD**) – also known as ischaemic heart disease (**IHD**). CAD is caused by plaque build-up in the walls of the arteries that supply blood to the heart (called coronary arteries) and other parts of the body. Plaque is made up of deposits of cholesterol and other substances in the artery. Plaque build-up causes the inside of the arteries to narrow over time, which can partially or totally block the blood flow. This process is called atherosclerosis.[7]

Relevant current approaches to cardiac disease diagnosis that Artrya is positioned to disrupt include non-invasive testing (such as Computed tomography (**CT**) and Magnetic resonance imaging (**MRI**)) and invasive testing such as diagnostic cardiac catheterisation.

CT is a medical imaging technique that uses computers and rotating x-ray to create cross-sectional images of the body from different angles, providing more detailed information than a standard x-ray.

MRI is a medical imaging technique that makes use of the property of nuclear magnetic resonance (**NMR**) to image the nuclei of atoms inside the body.

Diagnostic cardiac catheterisation is the process of introducing catheters into the veins or arteries of arms, legs, or the neck. From there, the catheters are advanced into the heart chambers or the blood vessels in the heart. Once the catheters are inside the heart, they measure blood pressure, carry out angiography,[8] wherein a dye (radiographic contrast material) is injected to allow visualisation. These catheters provide a cross-sectional imaging of the arterial lumen and help evaluate properties of artery wall or atherosclerotic plaque. Diagnostic cardiac catheterisation helps in diagnosing any blockage in the heart blood vessels such as CAD, any heart valve problems, heart muscle dysfunction, or congenital heart disease. Whilst it helps to identify stable plaque, it cannot quantify the degree of narrowing in the coronary artery and comes with patient risk of complications from an invasive procedure.

1.2 Methodology

In writing this report, Frost & Sullivan has used existing published data sources from government statistics, journals, articles, analyst reports and company reports and presentations, which are considered reliable. All currency refers to US dollars ($) unless stated otherwise.

2. Market Drivers

The key trends driving demand for Artrya's solution globally are described below:

[6] Cardiovascular diseases (CVDs), Fact Sheet, World Health Organization (WHO), 11 June 2021, https://www.who.int/news-room/fact-sheets/detail/cardiovascular-diseases-(cvds), accessed 9 July 2021
[7] Coronary Artery Disease (CAD), Centers for Disease Control and Prevention (CDC), U.S. Department of Health & Human Services, https://www.cdc.gov/heartdisease/coronary_ad.htm, accessed 9 July 2021
[8] Imaging of the insides of blood vessels

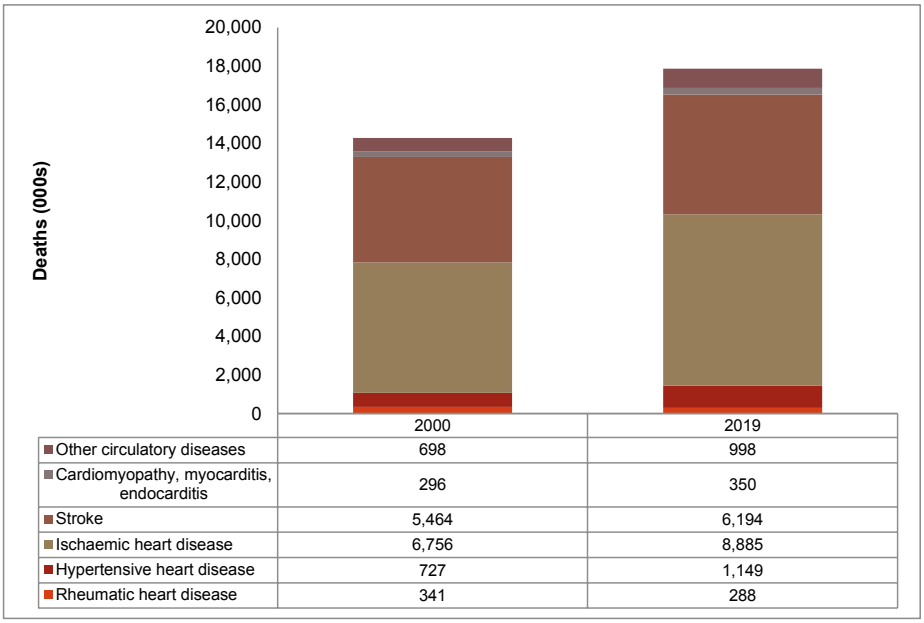
3. Industry Report Continued

Population growth: World population is projected to rise from 7.79 billion in 2020 to 10.88 billion by 2100.[9] This is expected to increase the burden on the total healthcare system and consequently the need for a wide range of medical imaging services.

Ageing population: The population group of 65 years and older is projected to rise from 9.3% of the total global population in 2020 to 22.6% by 2100.[10] This ageing trend – along with associated increase in healthcare services for the elderly - is expected to drive the number of radiology procedures. In particular, the age group of 60 years and over accounts for 82.9% of total deaths by CVDs globally;[11] thus highlighting the high risk that such conditions pose to the elderly.

Global burden of CVDs: CVDs are the leading cause of death globally, accounting for 17.9 million deaths in 2019 equating to 32.2% of total deaths (up from 14.3 million deaths or 27.9% of total deaths in 2000).[12] By 2030, the total global cost of CVD is projected to reach $1,044 billion.[13]

Figure 1: Number of Deaths caused by Cardiovascular Disease, Global, 2000 and 2019



	2000	2019
Other circulatory diseases	698	998
Cardiomyopathy, myocarditis, endocarditis	296	350
Stroke	5,464	6,194
Ischaemic heart disease	6,756	8,885
Hypertensive heart disease	727	1,149
Rheumatic heart disease	341	288

Source: Global Health Estimates 2019, WHO

Globally, CAD affects around 126 million individuals (approximately 1.72% of the world's population) and results in around 9 million deaths annually. The current prevalence rate of CAD (of 1,655 per 100,000 population) is expected to exceed 1,845 by the year 2030.[14]

[9] World Population Prospects 2019, United Nations (UN), Aug 2019
[10] Ibid
[11] Global Health Estimates 2019, WHO
[12] Global Health Estimates 2019, WHO
[13] The costs of CVD, World Heart Federation, http://www.championadvocates.org/en/champion-advocates-programme/the-costs-of-cvd, accessed 14 Jul 2021

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As a result of coronavirus disease (**COVID-19**),[15] the global burden of CAD is likely to increase on account of mechanisms of cardiac injury occurring during acute infection and later (when residual symptoms persist beyond acute infection i.e. long COVID).[16]

Pressure on the healthcare system: Ageing, the prevalence of chronic disease, lifestyle factors contributing to disease burdens,[17] the rising incidence of infectious disease,[18] funding constraints, as well as undersupply of healthcare workforce is placing enormous stress on the public health systems of most countries globally. For example, in 2017-18 in the UK, over half of patients referred for MRI had to wait more than 14 days for the test to take place and over 30% had to wait seven or more days for the results after the test.[19] Patients requiring multiple scans often have further delays resulting in unsatisfactory patient experience and delayed diagnosis. More recently, whilst the number of imaging procedures during the pandemic lockdown periods have been negatively impacted on account of movement restrictions resulting in postponement of non-emergency services (particularly imaging for outpatients), moving forward, pent-up demand post-COVID-19 is likely to drive the use of imaging services.

The decline in cardiac diagnostic procedure volumes across the globe due to the pandemic-driven lockdowns and movement restrictions is raising serious concerns about long-term worsening of cardiovascular health outcomes from lack of timely diagnosis. In a survey of 909 inpatient and outpatient centres performing cardiac diagnostic procedures in 108 countries, procedure volumes decreased 42% from Mar 2019 to Mar 2020, and 64% from Mar 2019 to Apr 2020.[20] Studies suggest that a recovery back to normal procedural volumes over the course of a few months may mitigate substantial adverse outcomes.[21]

Rising healthcare expenditure: All of the above factors have contributed to the steady rise in healthcare expenditure, which as a proportion of global GDP has risen from 8.69% in 2000 to 9.85% in 2018.[22] Whilst total public and private healthcare spending is expected to have dropped globally by 2.6% in 2020 (due to COVID-19–related restrictions resulting in the postponement of non-essential surgeries and screenings and the economic slowdown), it is projected to rise at a

[14] Global Epidemiology of Ischemic Heart Disease: Results from the Global Burden of Disease Study, Khan et al., Jul 2020, https://pubmed.ncbi.nlm.nih.gov/32742886/, accessed 15 Jul 2021
[15] Disease stemming from infection with the severe acute respiratory syndrome coronavirus 2 (SARS-CoV-2)
[16] Intermediate and Long-Term Impact of COVID-19 on Cardiovascular Disease, Chilazi, Duffy, Thakkar, Michos, American College of Cardiology Foundation, Apr 2021, https://www.acc.org/latest-in-cardiology/articles/2021/04/21/13/08/intermediate-and-long-term-impact-of-covid-19-on-cardiovascular-disease, accessed 4 Aug 2021
[17] Lifestyle factors such as physical inactivity, unhealthy diets, excessive intake of alcohol, tobacco use, stress levels, etc.
[18] A global study covering 215 human infectious diseases involving over 44 million cases across 219 countries found that the total number and diversity of outbreaks, and the number of unique diseases has increased significantly since 1980. Global rise in human infectious disease outbreaks, Katherine F. Smith, Michael Goldberg, Samantha Rosenthal, Lynn Carlson, Jane Chen, Cici Chen and Sohini Ramachandran, Dec 2014, https://royalsocietypublishing.org/doi/full/10.1098/rsif.2014.0950, accessed 14 Jul 2021
[19] Radiology, GIRFT Programme National Specialty Report, Halliday, Maskell, Beeley and Quick, Nov 2020
[20] Impact of COVID-19 on Diagnosis of Heart Disease Worldwide, Einstein, Shaw, Hirschfeld, et al., on behalf of the INCAPS COVID Investigators Group, American College of Cardiology Foundation, Jan 2021, https://www.acc.org/latest-in-cardiology/journal-scans/2021/01/11/19/29/international-impact-of-covid-19, accessed 4 Aug 2021
[21] Ibid
[22] World Bank, https://data.worldbank.org/topic/health, accessed 31 Mar 2021

3. Industry Report Continued

3.9% compound annual growth rate (**CAGR**) between 2020 and 2024 (significantly faster than the 2.8% CAGR for 2015–2019).[23] This trend supports spend on imaging services and on tools to reduce costs and raise efficacy of such services.

Global clinician shortage: In the United States (**US**), a shortage of up between 54,100 and 139,000 physicians is projected by 2033 (including a shortage of between 17,100 and 41,900 for other specialties including radiology).[24] In the United Kingdom (**UK**), the National Health Service (**NHS**) radiologist workforce is currently short-staffed by 33% and needs another 1,939 consultants to meet safe staffing levels and pre-COVID-19 levels of demand for scans. 58% of radiology leaders say they do not have enough diagnostic and interventional radiologists to keep patients safe. By 2025 the UK's radiologist shortfall will hit 44% (3,613 consultants short of real term demand).[25] These shortages result in increasing workloads for radiologists over prolonged periods of time, extended reporting backlogs, as well as the inability to provide safe interventional radiology. Technologies that facilitate faster diagnosis and that enhance the productivity of the radiologist workforce are likely to gain traction.

Transition towards precision medicine approaches: Precision medicine (also referred to as personalised medicine) is the tailoring of disease prevention and treatment that takes into account differences in people's genes, environments and lifestyles. The goal of precision medicine is to target the right treatments to the right patients at the right time.[26] This approach is encouraging the use of technology to render medical imaging more precise in function, and more individualised based on patient specificities. This helps realise a range of benefits, including:

- Moving away from the result of the cause to the earlier detection of the cause
- Improved first-time-right outcomes from tailored patient care pathways
- More precise predictions of treatment responses
- Earlier detection and management of disease
- Increased value from imaging services
- Shift to more patient-centric care[27]

AI solutions that are able to leverage large data sets to enable clinicians to more accurately diagnose in real time and more effectively design tailored treatment programs are likely to see increased uptake moving forward.

Challenges with current diagnostic strategies: Heart attack and sudden cardiac death are the first manifestations of coronary atherosclerosis in 50% of the male population and 64% of the female population;[28] suggesting a failure to diagnose early and accurately.

[23] World Industry Outlook: Healthcare and pharmaceuticals, The Economist Intelligence Unit, Oct 2020, quoted in 2021 global health care outlook, Deloitte Insights
[24] New AAMC Report Confirms Growing Physician Shortage, Association of American Medical Colleges, Jun 2020, https://www.aamc.org/news-insights/press-releases/new-aamc-report-confirms-growing-physician-shortage, accessed 14 Jul 2021
[25] New RCR census shows the NHS needs nearly 2,000 more radiologists, The Royal College of Radiologists, Apr 2021, https://www.rcr.ac.uk/posts/new-rcr-census-shows-nhs-needs-nearly-2000-more-radiologists, accessed 14 Jul 2021
[26] USFDA, https://www.fda.gov/medical-devices/in-vitro-diagnostics/precision-medicine, accessed 13 Jul 2021
[27] Growth Opportunities in Precision Medical Imaging, Forecast to 2022, Frost & Sullivan, Jan 2019

Whilst coronary angiography is the standard diagnostic tool for CAD, it has significant disadvantages, including:

- It is an invasive procedure that requires arterial puncture
- Patients are exposed to radiation and iodinated contrast
- It does not allow the identification of plaque or characterise plaque burden
- The procedure involves extended hospitalisation and is a significant cost to the healthcare system

An international study among 5,179 patients with stable coronary disease and moderate or severe ischemia, found no evidence that an initial invasive strategy (angiography and revascularisation[29] when feasible) reduced the risk of ischemic cardiovascular events or death compared to an initial conservative strategy of medical therapy alone and angiography if medical therapy failed.[30]

A US study of 398,978 patients who were undergoing elective catheterisation found that at catheterisation 39.2% of them had no coronary artery disease (defined as <20% stenosis in all vessels);[31] suggesting that the procedure is overused.

CCTA is a new gold standard for CAD as it is a fast, non-invasive procedure that uses contrast to determine the presence and severity of CAD. Current clinical practice focuses solely on stenosis severity (narrowing of the arteries) with limited insight into the true cause of this narrowing. CCTA provides a unique, accurate and non-invasive insight into the presence, extent and composition of atherosclerosis which is the underlying substrate for myocardial infarction (heart attack). Current methods to quantify plaque and plaque burden and characterise its composition requires extensive manual analysis and subjectivity due to the complex nature of identifying and assessing these plaques, which limits its translation into real world practice and diagnosis. Additionally, it is now being recognised that vulnerable plaque provides a superior incremental prognostic value over traditional metrics such as calcium build up and stenosis severity. In particular, low-attenuation plaque burden of greater than 4% has been linked to five times higher likelihood of suffering a myocardial infarction,[32] highlighting high risk patients that may benefit from more targeted and aggressive medical therapy to improve cardiovascular outcomes. This type of plaque is extremely complex to identify and requires specially trained clinicians or extensive manual analysis. Against this background, the ability of AI-driven solutions to identify complex biomarkers and minimise unnecessary and invasive procedures (both diagnostic, as well

[28] Comprehensive plaque assessment by coronary CT angiography, Pál Maurovich-Horvat, Maros Ferencik, Szilard Voros, Béla Merkely and Udo Hoffmann, Nature Reviews Cardiology, Apr 2014
[29] Restoring blood flow to the heart after the arteries have become clogged with cholesterol plaque through coronary artery bypass (**CABG**) surgery or angioplasty and stenting
[30] Initial Invasive or Conservative Strategy for Stable Coronary Disease, ISCHEMIA Research Group, Apr 2020, The New England Journal of Medicine 2020; 382:1395-1407, https://www.nejm.org/doi/full/10.1056/nejmoa1915922, accessed 14 Jul 2021
[31] Low Diagnostic Yield of Elective Coronary Angiography, Patel, Peterson, Dai, Brennan, Redberg, Anderson, Brindis, Douglas, The New England Journal of Medicine, 2010; 362:886-895, https://www.nejm.org/doi/full/10.1056/nejmoa0907272, accessed 14 Jul 2021
[32] Low-Attenuation Noncalcified Plaque on Coronary Computed Tomography Angiography Predicts Myocardial Infarction, Results From the Multicenter SCOT-HEART Trial, Williams et al, Mar 2020, https://www.ahajournals.org/doi/10.1161/CIRCULATIONAHA.119.044720, accessed 4 Aug 2021

3. Industry Report Continued

as treatment procedures such as stents and surgery) can improve patient experience and clinical outcomes, whilst reducing costs.

Improved outcomes with advanced 3D imaging technology driven by AI: Intelligent imaging analysis systems that use AI algorithms are increasingly gaining traction as these applications have adaptive intelligence that allows them to improve their decision making ability based on feedback and results. This self-learning ability can help in reducing the time required to detect anomalies in medical images, in turn improving outcomes for patients. These intelligent imaging analysis systems are device agnostic and can also be hosted on the cloud. More importantly, AI by its nature is suited to complex image recognition and is ideal to identify hard to see and complex biomarkers. In the UK, the Topol Review projected that around 50% of radiology reporting could be supported by AI within a decade.[33]

Conventional visualisation methods that depend on two-dimensional (**2D**) medical images have been fraught with challenges such as difficulty in interpreting the information due to the static nature of the content and lack of availability of volumetric data. Disruptive innovations today include the ability to create a personalised 3D model of the heart so that clinicians can confidently diagnose coronary artery disease and determine the optimal treatment path for patients. There is also the benefit of improving patient education and engagement. For example, a study of 3,500 at-risk individuals in Sweden demonstrated that showing patients personalised images of atherosclerosis (plaque formation) can be linked to the patients' greater adherence to lifestyle changes and medication adherence to help lower CVD risk.[34]

Regulatory support and reimbursements of healthcare costs: Favourable government policies (such as expanding health insurance coverage or providing rebates for specific procedures), as well as employer-sponsored health plans and corporate wellness programmes are helping patients address the challenge of rising healthcare costs. This supports use of a range of health services including imaging services which are being leveraged earlier and more extensively though the diagnostic pathway. For example, in Australia, after remaining constant for two decades (despite increasing procedural costs), rebates for imaging are now indexed based on inflation, covering most imaging examinations from 1 Jul 2020. This is likely to reduce patients' out-of-pocket expenditure, increasing the demand for several radiology procedures.[35]

More specific to AI in radiology, in Jul 2021, approval for a Current Procedural Terminology (**CPT**) code[36] application that uses AI was granted by the American Medical Association (**AMA**) - the first AI-driven CPT code specific for the field of radiology.[37]

[33] Topol Review, Preparing the healthcare workforce to deliver the digital future, Secretary of State for Health and Social Care, Feb 2019
[34] Visualization of asymptomatic atherosclerotic disease for optimum cardiovascular prevention (VIPVIZA): a pragmatic, open-label, randomised controlled trial, The Lancet, quoted in Cardiovascular Business, Dec 2018, https://www.cardiovascularbusiness.com/topics/cardiovascular-imaging/images-plaque-boost-adherence-cvd-prevention, accessed 15 Jul 2021
[35] Medicare Indexation Schedule, Jan 2020, MBS Online, http://www.mbsonline.gov.au/internet/mbsonline/publishing.nsf/Content/Factsheet-MedicareIndexationSchedule, accessed 15 Jul 2021
[36] A medical code used to report medical, surgical, and diagnostic procedures and services to entities such as physicians, health insurance companies and accreditation organisations

Role in improved population health management: Population health management is the process of improving clinical health outcomes of a defined group of individuals through improved care coordination and patient engagement supported by appropriate financial and care models.[38] With CVDs being the leading cause of death globally, and the prevalence rate of CAD rising, reducing the cost to the community is a key area of focus in population health management since these are largely preventable conditions. In this context, solutions that enable early warning of heart attacks can improve and inform policy in relation to health education (focused on prevention and healthy lifestyle choices), as well as on more targeted funding and resourcing strategies.

5. Market Opportunity

The global medical imaging and informatics market (across all segments)[39] is forecast to grow revenues (of equipment sales) from $33.9 billion in 2020 to between $43.80 billion and $45.35 billion in 2025.[40] Due to market uncertainty, Frost & Sullivan's forecasts for the global medical imaging and informatics market are based on two scenarios (aspirational and conservative). Both scenarios take into account multiple global factors of broader economic recovery, vaccine availability and immunisation, availability of requisite care delivery infrastructure and resources to cope with needs, along with sector-specific factors that impact the broader healthcare ecosystem. The conservative scenario assumes a longer timeline for economic recovery and mass immunisation, among other trends, whereas the aspirational scenario takes a more optimistic approach.

[37] Zebra Med Ushers New Era with First-Ever AI CPT Code for Radiology, Tech Times, Jul 2021, https://www.techtimes.com/articles/262605/20210708/zebra-med-ushers-new-era-first-ai-cpt-code-radiology.htm, accessed 14 Jul 2021
[38] AHA, https://www.aha.org/center/population-health-management#:~:text=Population%20health%20management%20refers%20to,appropriate%20financial%20and%20care%20models., accessed 4 Aug 2021
[39] Segments include Ultrasound, MR, X-ray radiography (CR and DR), CT, interventional X-ray (IXR, C-arm), Molecular Imaging, Mammography, Imaging Informatics
[40] Developing Innovative ROI Streams and Patient-centric Virtual Care Approaches will Shape the Global Healthcare Industry, Outlook 2021, Frost & Sullivan, Mar 2021; equipment sales only i.e. excludes additional accessories, workstations, software, and service

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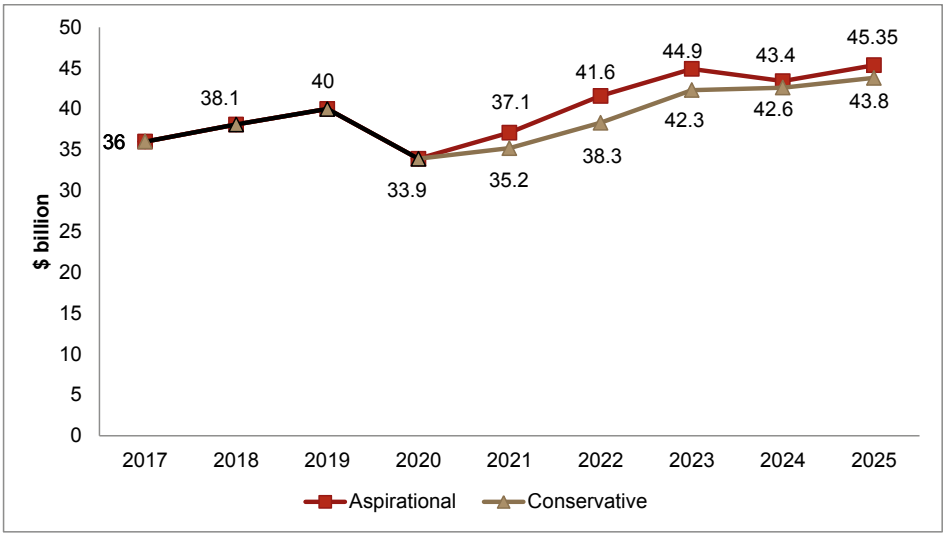
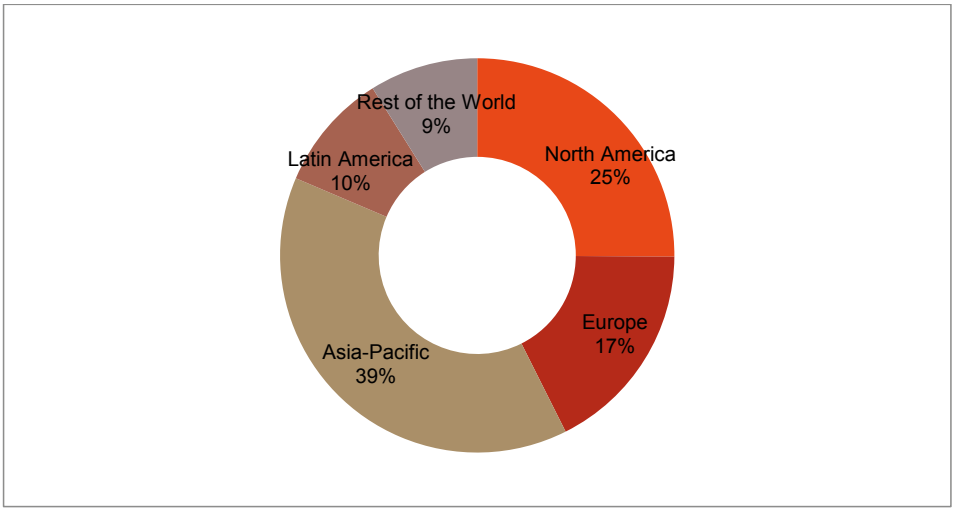
Figure 2: Total Medical Imaging and Informatics Market Revenue, Global, 2017 to 2025



Source: Developing Innovative ROI Streams and Patient-centric Virtual Care Approaches will Shape the Global Healthcare Industry, Outlook 2021, Frost & Sullivan, Mar 2021

By region, Asia-Pacific remains the largest market.

Figure 3: Total Medical Imaging and Informatics Market Revenue by Region, Global, 2021



Source: Developing Innovative ROI Streams and Patient-centric Virtual Care Approaches will Shape the Global Healthcare Industry, Outlook 2021, Frost & Sullivan, Mar 2021

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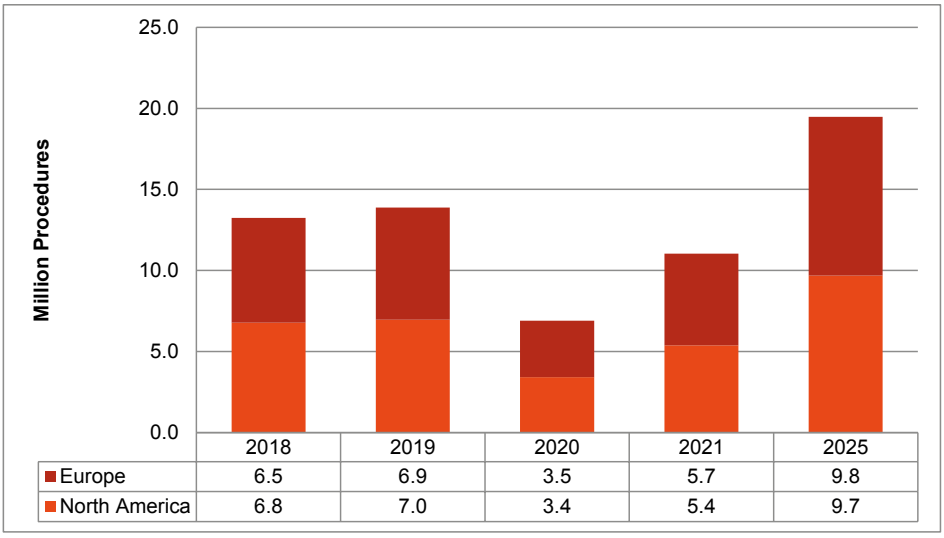
Artrya's solution is positioned as disrupting current non-invasive testing (CT and MRI for cardiac conditions) and current invasive testing (such as coronary angiography).

CT Market: Across all conditions, an estimated 375 million CT procedures are carried out globally each year and this is increasing at a rate of 3%–4% every year.[41] The global CT market is witnessing a gradual shift from low-end[42] to mid-high[43] and high-end CT.[44] The shift toward high-end scanners is primarily due to expanding clinical applications in cardiac, vascular, oncology, and breast cancer imaging and innovations that reduce radiation dosage. Due to a large existing installed base of scanners with fewer than 16 slices in emerging and developing economies purchased between 2012 and 2014, pent-up demand for CT replacements propels the growth of higher-slice CT.

In 2020, the number of CT procedures in North America and Europe for cardiac procedures[45] declined on account of the priority given to chest CT to address COVID-19 needs. However, CT procedures for cardiac conditions are expected to rebound in 2021 – reaching 5.4 million procedures in North America and 5.7 million procedures in Europe. By 2025, these numbers are expected to rise to 9.7 million in North America and 9.8 million in Europe.

Figure 4: Number of CT Procedures for Cardiac Conditions, North America and Europe, 2018-2021 and 2025



	2018	2019	2020	2021	2025
Europe	6.5	6.9	3.5	5.7	9.8
North America	6.8	7.0	3.4	5.4	9.7

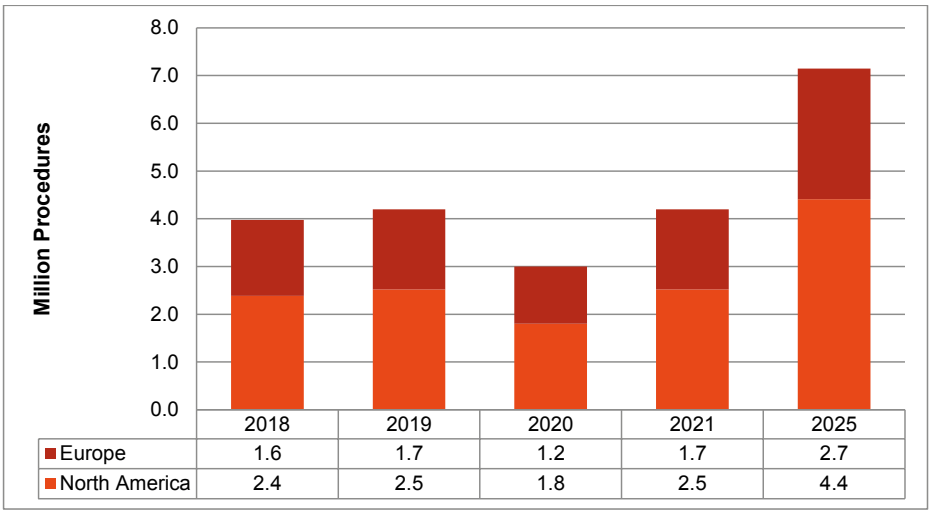
Source: Frost & Sullivan analysis

[41] Global Computed Tomography Growth Opportunities, Frost & Sullivan, Jul 2021
[42] Fewer than 16 slices. The number of slices refers to the number of cross-sectional images captured at every rotation of the gantry (gantry being the ring or cylinder, into which a patient is placed for the CT scan).
[43] 64 slices
[44] 128, 256, 320, and 640 slices; dual-source; and spectral imaging
[45] General cardiac CT imaging includes CCTA and CT for determining calcium-score, evaluating ischemic heart disease, problems with the aorta, problems with heart function and valves, and pericardial disease, and monitoring the results of coronary artery bypass grafting.

3. Industry Report Continued

For CCTA, the number of procedures is expected to rise from 2.5 million in North America and 1.7 million in Europe in 2021 to 4.4 million in North America and 2.7 million in Europe by 2025.

Figure 5: Number of CCTA Procedures, North America and Europe, 2018-2021 and 2025



	2018	2019	2020	2021	2025
Europe	1.6	1.7	1.2	1.7	2.7
North America	2.4	2.5	1.8	2.5	4.4

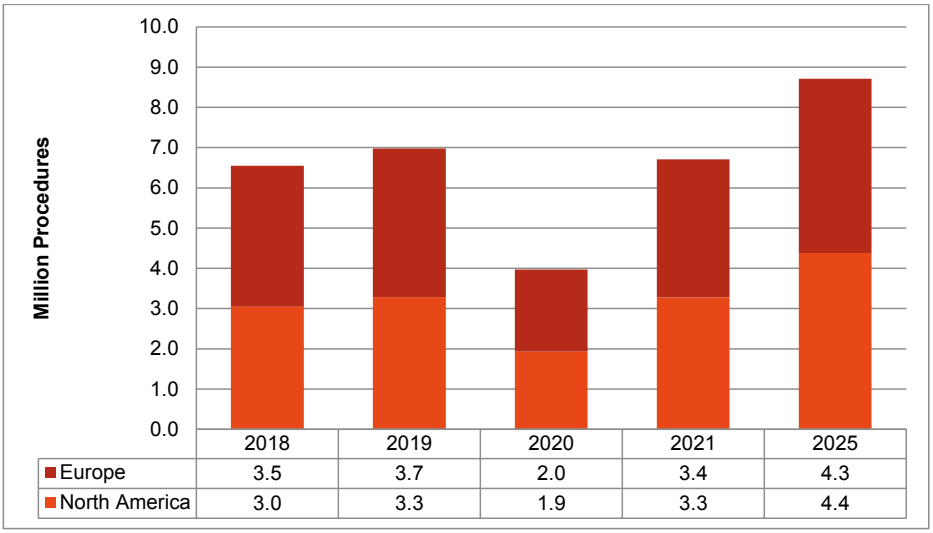
Source: Frost & Sullivan analysis

MRI: MRI procedures are increasing globally between 3% and 8% every year as a result of improved radiation safety and precise diagnostic capabilities.[46] Integrated and optimised MRI systems, with focus on efficiency, patient comfort, and analytical modelling, enhance patient throughput. They are ideal for new applications in cardiac imaging, although spacial and temporal resolution challenges limit their scope in coronary artery analysis. The use of MRI for breast cancer is likely to see increased uptake over the medium term as regulatory bodies are increasingly recommending this (and consequently, there is likely to be higher growth in utilisation for this as opposed to cardiac and other clinical applications).

The number of MRI procedures for cardiac conditions is projected to rise from 3.3 million in North America and 3.4 million in Europe in 2021 to 4.4 million in North America and 4.3 million in Europe by 2025.

[46] Technological Advancements and Emerging Applications in the Global Magnetic Resonance Imaging (MRI) Market, Forecast to 2024, Frost & Sullivan, Jan 2021

Figure 6: Number of MRI Procedures for Cardiac Conditions, North America and Europe, 2018-2021 and 2025



	2018	2019	2020	2021	2025
Europe	3.5	3.7	2.0	3.4	4.3
North America	3.0	3.3	1.9	3.3	4.4

Source: Frost & Sullivan analysis

Cardiac catheterisation: In the US, one study found 1,198,610 Medicare fee-for-service (**FFS**) diagnostic catheterisations and 378,372 Medicare FFS percutaneous coronary interventions (**PCIs**)[47] performed annually.[48] In the UK, the annual number of PCIs was estimated by one study at 97,376 procedures.[49] These numbers are indicative of the potential opportunity available to AI-based solutions to minimise unnecessary and invasive procedures.

6. Competitive Landscape

Competitive Tools

Apart from solution attributes such as automation of workflow, speed of assessments and reporting, a Software-as-a-Service (SaaS)[50]-based solution, a cyber secure solution, ability to

[47] PCI, formerly known as angioplasty with stent, is a non-surgical procedure that uses a catheter (a thin flexible tube) to place a small structure called a stent to open up blood vessels in the heart that have been narrowed by plaque buildup (atherosclerosis). https://www.heartandstroke.ca/heart-disease/treatments/surgery-and-other-procedures/percutaneous-coronary-intervention, accessed 22 Jul 2021

[48] Current operator volumes of invasive coronary procedures in Medicare patients: implications for future manpower needs in the catheterization laboratory, Maroney, Khan, Powell, Klein, Catheter Cardiovasc Interv. Jan 2013, https://pubmed.ncbi.nlm.nih.gov/22431421/, accessed 22 Jul 2021

[49] National Audit of Percutaneous Coronary Interventions, Healthcare Quality Improvement Partnership (HQIP), National Institute for Cardiovascular Outcomes Research (NICOR), British Cardiovascular Intervention Society (BCIS), 2015

[50] The SaaS model replaces one-time licensing fees and contracts with a pay-as-you-go approach, affording clients with greater financial flexibility in the form of a more affordable, recurring commitment. The automated and streamlined processes and workflows of SaaS enable times savings, increased accuracy, and greater consistency in data. SaaS cloud solutions also facilitate collaboration on diverse data sets and documents across stakeholders and geographic locations. SaaS providers ensure up-to-date security features for data confidentiality and reduce the need to hire dedicated in-house IT staff.

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integrate with other systems, and ease of use, other key competitive tools providing competitive advantage include:

- A strong patent portfolio with a planned product roadmap and ongoing R&D to drive design, prototype and validation for new product development
- Access to large and high quality clinical data sets to improve the efficacy of algorithms and drive R&D
- Continuous engagement with clinicians to address changing customer needs and drive product innovation based on a continuous improvement approach
- In-house technical expertise and collaboration / alliances with external industry experts

Competitors

Apart from Artrya, other companies active in this market include the following:

Table 1: Competitive Landscape by Segment

Companies	Established	Headquartered	Solution
Keya Medical	2016	Beijing, China	• DeepVessel FFR is the first Class-III AI medical device approved for clinical use by the Chinese National Medical Products Administration (**NMPA**)
Shukun Technology	2017	Beijing, China	• CoronaryDoc approved by China's NMPA
HeartFlow	2007	Redwood City, CA, US	• HeartFlow FFRCT Analysis - selected by NHS England and NHS Improvement (via MedTech Funding Mandate - effective Apr 2021) for use in English hospitals[51]
TeraRecon	1997	Durham, NC, US	• Intuition 3D imaging
Cleerly	2017	New York, NY, US	• Cleerly Coronary
Medis Medical Imaging	1989	Leiden, The Netherlands	• Medis Suite MR, XA, QFR, CT, Intravascular, Ultrasound

Source: Company Reports

Conventional imaging original equipment manufacturers (**OEMs**) include Siemens, GE, Philips Healthcare, Canon, Wandong, Xoran, Neusoft, United Imaging, NeuroLogica, Fujifilm, Alltech Medical Systems, Anke, Aspect Imaging, Aurora Imaging, Basda Medical,Esaote, Fonar, Paramed Medical System, Time Medical Systesm, Lianying, Langrun, etc. Some of the leading OEMs have platforms that enable integration with other applications. For example, Siemens' Teamplay digital health platform is not only the company's overarching platform, but also an AI marketplace, making it possible for institutions to integrate AI algorithms from Siemens and other developers seamlessly into their imaging workflow.

[51] MedTech Funding Mandate, https://www.supplychain.nhs.uk/programmes/medtech-funding-mandate/, accessed 15 Jul 2021

7. Adjacent Opportunities

Apart from replacing current non-invasive testing procedures, such as CT or MRI procedures for cardiac conditions, or invasive testing procedures such as coronary angiography, Artrya's solutions could potentially find uptake in adjacent opportunities.

AI-driven triaging solutions are expected to find strong uptake in teleradiology applications. Even before COVID-19, shortage of radiologists forced a number of health systems to outsource image reads.

During and post-COVID-19, teleradiology witnessed a significant rise in adoption as more practices shifted their work from hospitals/clinics to homes. The growth of teleradiology has also been positively influenced by the relaxation of licensing norms which differed between states within a country and this relaxation is expected to become a permanent shift. With this change in the status quo, the driver to continue remote reading services remains high.

8. Conclusions

CVDs are the leading cause of death globally, accounting for 17.9 million deaths.[52]. CAD affects around 126 million individuals (approximately 1.72% of the world's population) and results in 9 million deaths. The current prevalence rate of CAD (of 1,655 per 100,000 population) is expected to exceed 1,845 by the year 2030.[53] The global clinician shortage is merely one of the many pressures on healthcare systems that are likely to support demand for solutions that improve workflows, productivity, diagnosis speed and accuracy. Heart attack and sudden cardiac death are the first manifestations of coronary atherosclerosis in 50% of the male population and 64% of the female population.[54] AI solutions that can enable precision medicine approaches, facilitate personalised 3D models of the heart and that address many of the challenges with current diagnostic strategies are seeing strong uptake. Regulatory support and reimbursement shifts are also expected to underpin demand for CT and MRI procedures and over the long term AI-specific solutions in radiology.

CT procedures for cardiac conditions are expected to rebound in 2021 – reaching 5.4 million procedures in North America and 5.7 million procedures in Europe. By 2025, these numbers are expected to rise to 9.7 million in North America and 9.8 million in Europe.[55]

9. Disclosure

This is an independent report prepared by Frost & Sullivan. Save for the preparation of this report and services rendered in connection with this report for which normal professional fees will be received, Frost & Sullivan has no interest in Artrya and no interest in the outcome of the IPO. Payment of these fees to Frost & Sullivan is not contingent on the outcome of the IPO. Frost & Sullivan has not and will not receive any other benefits (including any commissions) and

[52] Global Health Estimates 2019, WHO
[53] Global Epidemiology of Ischemic Heart Disease: Results from the Global Burden of Disease Study, Khan et al., Jul 2020, https://pubmed.ncbi.nlm.nih.gov/32742886/, accessed 15 Jul 2021
[54] Comprehensive plaque assessment by coronary CT angiography, Pál Maurovich-Horvat, Maros Ferencik, Szilard Voros, Béla Merkely and Udo Hoffmann, Nature Reviews Cardiology, Apr 2014
[55] Frost & Sullivan analysis

3. Industry Report Continued

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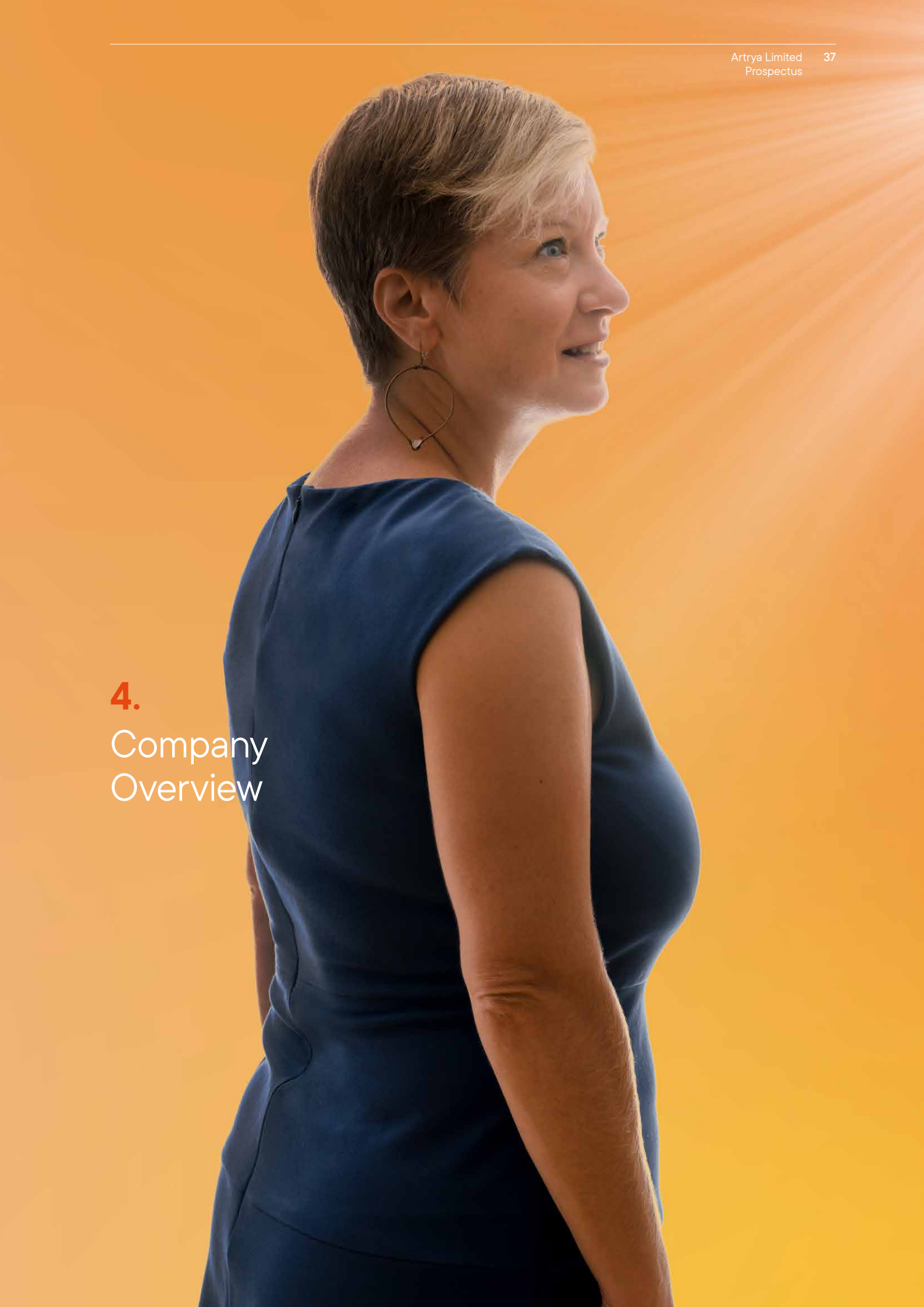


4.
Company Overview

4. Company Overview

4.1 Introduction to Artrya

Artrya Limited (**Artrya**) is a Perth-based medical technology company that is using artificial intelligence (**AI**) powered image-analysis software to improve the detection and management of Coronary Artery Disease (**CAD**). This condition affects 126 million people worldwide each year, causing nine million deaths. Of those who die, the majority have no warning signs.[8]

Salix is cloud-based software that uses Artrya's proprietary AI algorithms to interpret data from Coronary Computed Tomography Angiography (**CCTA**) scans and deliver findings in a single point of care solution.

The Salix suite comprises two products:

1. Salix Coronary Anatomy (**SCA**); and
2. Salix Coronary Flow (**SCF**), which is currently in development.

Artrya's patented SCA product provides clinicians with rapid reporting of one of the strongest predictors of future heart attack: Vulnerable Plaque.

These plaques comprise varying degrees of fat (also known as lipids) and calcium that are attached to the wall of a coronary artery. Vulnerable Plaque is considered unstable and prone to rupture, leading to a blood clot formation in the coronary artery and can cause sudden blockages and heart attack.

For many patients, this is the hidden cause of heart attack, when Vulnerable Plaque deposits in the arteries rupture and block blood vessels.

Until now, the assessment of Vulnerable Plaque has required a high level of expertise and is an onerous task. Furthermore, previous studies have reported only a moderate agreement between experts in their assessment of Vulnerable Plaque and, as a result, it is rarely reported.[9] With SCA, clinicians will have the opportunity to reveal the presence of Vulnerable Plaque, in conjunction with other high-risk features, and present this to patients who would otherwise have no warning of future cardiac events. Because SCA produces a full report within 15 minutes, clinicians can present relevant information to their patients in a timely manner.

Using industry standard CCTA scans, SCA supports the rapid assessment and diagnosis of CAD. The software highlights urgent cases for immediate review, allowing clinicians to assess patients with the highest risk. This risk-prioritised approach is superior to current procedures that treat patients on a first-scanned, first-reported basis.

SCA is a cloud-based Software as a Service (**SaaS**) platform that is available 24/7, operates with existing clinical hardware and is ready for use wherever internet connections are available.

SCA was approved for commercialisation and included in the Australian Register of Therapeutic Goods (**ARTG**) as a Class 1 medical device under ID 347719 in November 2020.

The product is being piloted by Envision Medical Imaging in Perth, Western Australia, and Artrya is commercialising SCA through the extension of pilot sites in Australia.

SCA has been accepted onto the United Kingdom National Health Service Shared Business Services Limited (**NHS SBS**) Framework as a supplier of artificial intelligence software and platform, following a successful tender bid. In October 2021, Artrya entered into the relevant framework agreement with NHS SBS, under which SCA is listed among a select, preferred and pre-qualified shortlist of approved suppliers from which various public organisations, including 1,250 NHS hospitals, can commission services.

SCA is the only dedicated CAD product focusing on patient risk identification, Vulnerable Plaque detection and workflow optimisation on the Framework.

Artrya has applied for Food and Drug Administration (**FDA**) regulatory clearance in the US and Health Canada clearance for the Canadian market. United Kingdom and European regulatory approval will also be sought through application for United Kingdom Conformity Assessed (**UKCA**) and European CE Mark approvals.

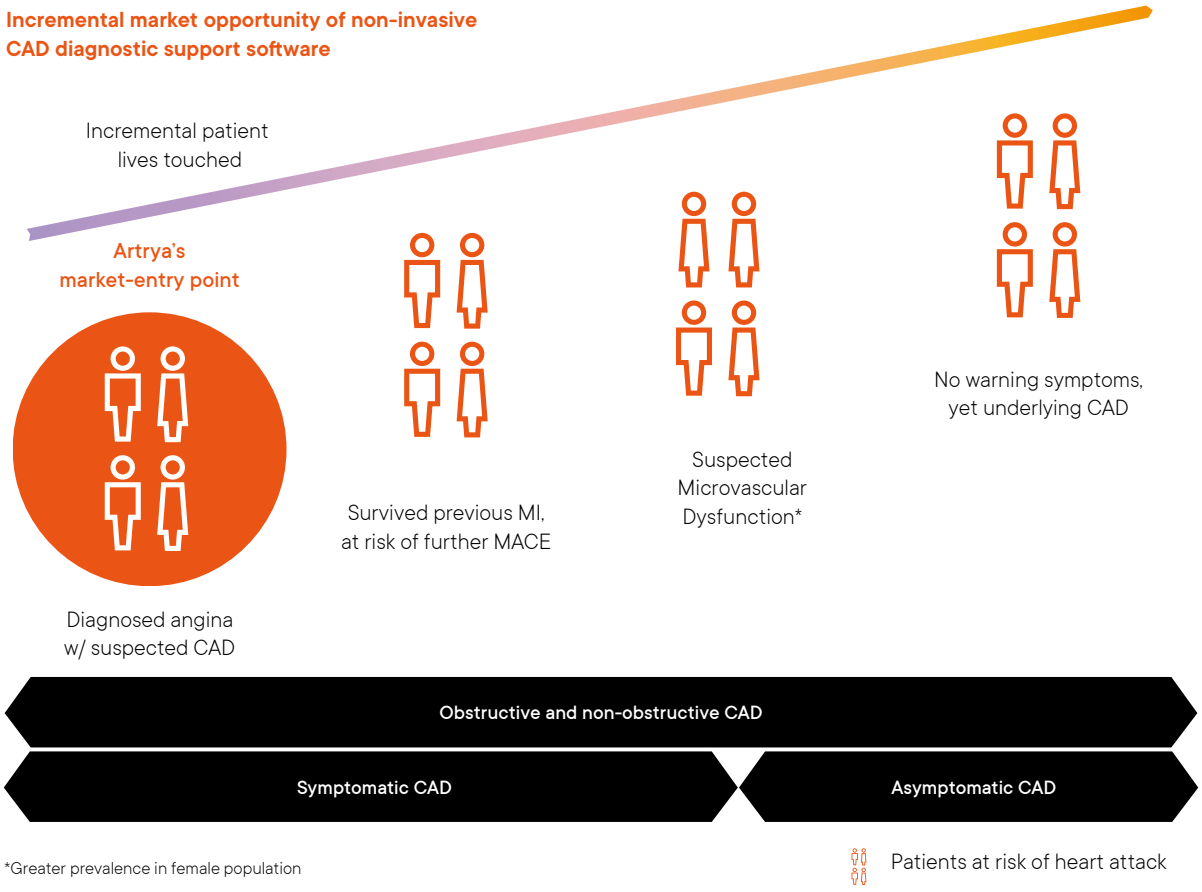
Currently under development is the SCF product.

8. Maurovich-Horvat, P., Ferencik, M., Voros, S. et al. "Comprehensive plaque assessment by coronary CT angiography", Nat Rev Cardiol 11, 390–402 (2014). https://doi.org/10.1038/nrcardio.2014.60.
9. Leslee J. Shaw, Ron Blankstein, Jeroen J. Bax, Maros Ferencik, Marcio Sommer Bittencourt, James K. Min, Daniel S. Berman, Jonathon Leipsic, Todd C. Villines, Damini Dey, Subhi Al'Aref, Michelle C Williams, Fay Lin, Lohendran Baskaran, Harold Litt, Diana Litmanovich, Ricardo Cury, Umberto Gianni, Inge van den Hoogen, Alexander R. van Rosendael, Matthew Budoff, Hyuk-Jae Chang, Harvey E. Hecht, Gudrun Feuchtner, Amir Ahmadi, Brian B. Ghoshajra, David Newby, Y.S. Chandrashekhar, Jagat Narula, Society of Cardiovascular Computed Tomography/North American Society of Cardiovascular Imaging – Expert Consensus Document on Coronary CT Imaging of Atherosclerotic Plaque, Journal of Cardiovascular Computed Tomography, Volume 15, Issue 2, 2021, Pages 93-109, ISSN 1934-5925, https://doi.org/10.1016/j.jcct.2020.11.002.

SCF is a non-invasive, whole-heart blood flow assessment that provides clinicians with a measure of blood flow from CCTA scans, reducing the need for additional invasive examinations and enabling clinicians to create more effective treatment plans for their patients at the single point of care.

SCF will provide a clinical assessment beyond only lesion-specific blood flow assessment and provides information on whether, even with a narrowing, the blood supply to the heart is adequate.

Salix is poised to identify, detect and improve diagnosis of all major underlying causes of heart attack



COMPANY HISTORY

Artrya was founded by executives John Barrington AM and John Konstantopoulos in January 2018 after 18 months of research, and recognising that current approaches of assessing CAD fail to reduce the risk of heart attack or death.[10] A research collaboration was subsequently established with the University of Western Australia and the Harry Perkins Institute of Medical Research, based in Western Australia.

Mr Barrington, Managing Director, is an experienced executive across professional services and technology. He is a Fellow of the Australian Institute of Company Directors and was awarded a Member of the Order of Australia in 2019.

Mr Konstantopoulos, Executive Director – Product, was previously an industry executive with IBM and brings more than 20 years of technology industry experience to Artrya.

10. Jose L Lopez-Sendon, Derek D Cyr, Daniel B Mark, Sripal Bangalore, Zhen Huang, Harvey D White, Karen P Alexander, Jianghao Li, Rajesh Goplan Nair, Marcin Demkow, Jesus Peteiro, Gurpreet S Wander, Elena A Demchenko, Reto Gamma, Milind Gadkari, Kian Keong Poh, Thuraia Nageh, Peter H Stone, Matyas Keltai, Mandeep Sidhu, Jonathan D Newman, William E Boden, Harmony R Reynolds, Bernard R Chaitman, Judith S Hochman, David J Maron, Sean M O'Brien, for the ISCHEMIA Research Group, "Effects of initial invasive vs. initial conservative treatment strategies on recurrent and total cardiovascular events in the ISCHEMIA trial", European Heart Journal, 2021;, ehab509, https://doi.org/10.1093/eurheartj/ehab509.

4. Company Overview Continued

Since founding and establishing the early research collaborations, Artrya has developed and further validated Salix through a partnership with a globally recognised research institution, the University of Ottawa Heart Institute in Canada. This early collaboration has assisted Artrya in:

- assessing the robustness of the AI algorithms across different CT scanner technologies;
- validation of multiple ethnicities and demographics;
- preparing research publications with multi-centre data; and
- presentation of data for regulatory submissions.

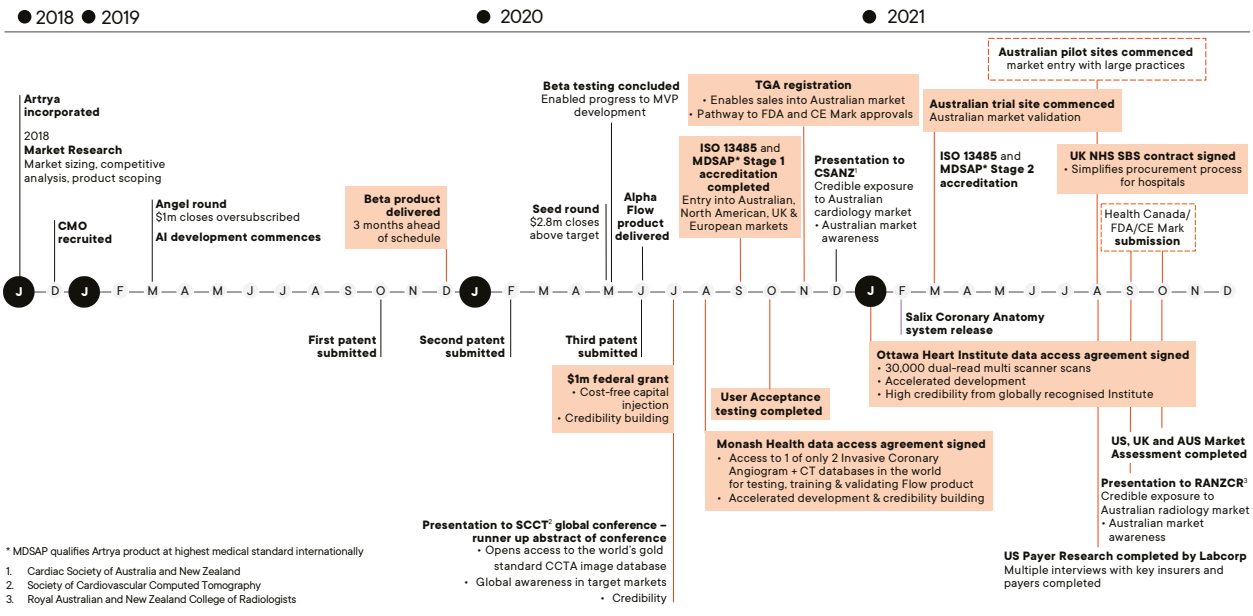
Since incorporation, Artrya has raised $18.8 million in private funding. In 2020, the Australian Government awarded Artrya $1 million in funding through the BioMedTech Horizons Program.

To date, Artrya has used these funds to:

- obtain Therapeutic Goods Administration (TGA) Class 1 registration in November 2020 for SCA, which assesses and reports CAD, including Vulnerable Plaque;
- develop and deploy SCA version 1.3 into Australian pilot sites;
- continue development of a new product, SCF, which measures a patient's blood flow within the coronary arteries;
- protect Artrya's intellectual property, with three patents pending;
- prepare for FDA, UKCA, CE Mark and Health Canada regulatory approvals; and
- continue development of Artrya's US and UK market-entry strategies.

Key milestones in Artrya's history are shown in the chart below.

Company history



4.2 Artrya's Proprietary Salix Technology

(A) BACKGROUND

Current clinical practice for reporting CAD is time-consuming and focuses on the build-up of calcified hard plaque (referred to as "calcification") and consequent narrowing of arteries (referred to as "stenosis"). However, calcification and stenosis are not the primary causes of cardiac death. In the majority of people who die from heart attack, there is no "problematic stenosis" (defined as more than

50% narrowing of arteries). International studies (including SCOT-HEART[11]) have confirmed the more common cause of cardiac death is Vulnerable Plaque, which has a high propensity to rupture and cause heart attack. The assessment of Vulnerable Plaques[12] is now recognised as providing superior and additional value over the traditional reporting of calcification and stenosis.
In particular, Vulnerable Plaque burden of greater than 4% has been shown to be five times more likely to create a fatal or non-fatal heart attack.[13]

(B) INTRODUCTION TO SALIX SUITE

Vulnerable Plaque is difficult to identify with the naked eye and hence is time-consuming to report, leading to the slow turnaround of reviews and potentially greater risks to patients.

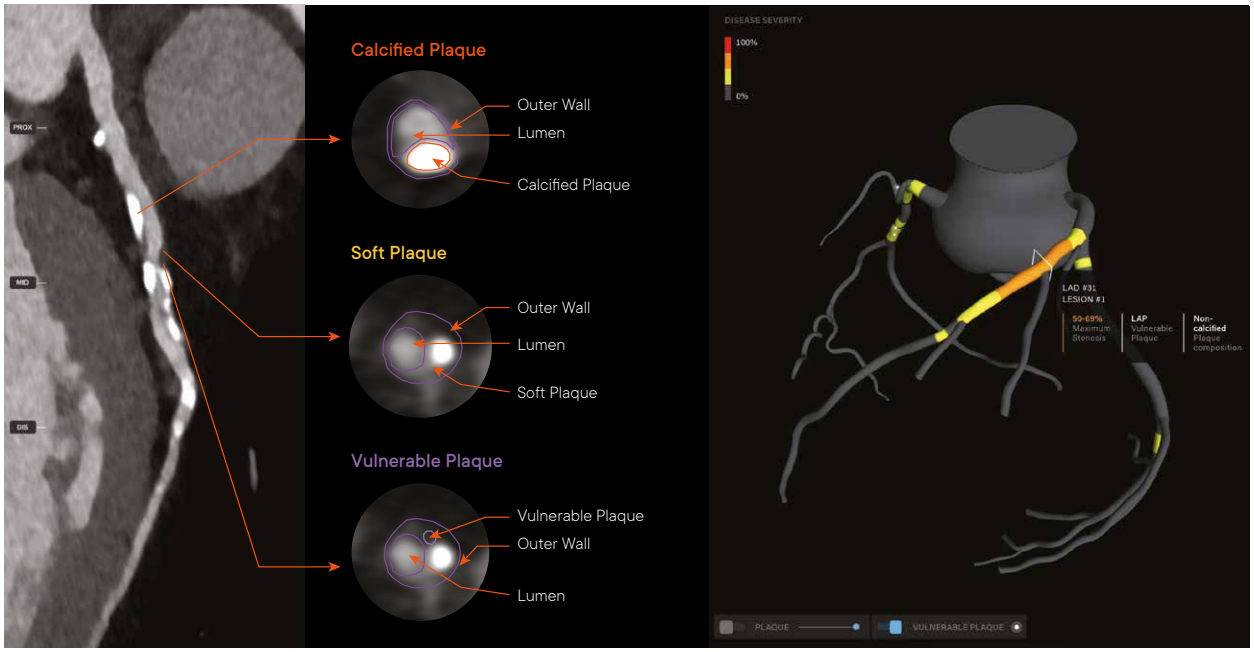
A more efficient, non-invasive and less subjective measure has been created in Salix. Salix goes beyond traditional measures of detecting CAD by enabling a comprehensive assessment of plaque build-up and other high-risk biomarkers in the coronary arteries and informing the clinician of a patient's risk.

As discussed earlier, the Salix suite comprises two products at this stage:

1. Salix Coronary Anatomy (**SCA**); and
2. Salix Coronary Flow (**SCF**), which is currently in development.

SCA detects Vulnerable Plaque and reports other biomarkers to provide clinicians with a holistic overview of a patient's risk.

Visualisation of difficult to see Vulnerable Plaque represented on the 3D model



The Salix suite produces a report that is written to international Society of Cardiovascular Computed Tomography (**SCCT**) standards.[14] The report is editable and includes a 3D representation of the patient's coronary images, as selected by the reporting clinician. Once approved by the reporting clinician, the report can be immediately emailed to the referring doctor for review.

11. Michelle C. Williams, Jacek Kwiecinski, Mhairi Doris, Priscilla McElhinney, Michelle S. D'Souza, Sebastien Cadet, Philip D. Adamson, Alastair J. Moss, Shirjel Alam, Amanda Hunter, Anoop S.V. Shah, Nicholas L. Mills, Tania Pawade, Chengjia Wang, Jonathan Weir McCall, Michael Bonnici-Mallia, Christopher Murrills, Giles Roditi, Edwin J.R. van Beek, Leslee J. Shaw, Edward D. Nicol, Daniel S. Berman, Piotr J. Slomka, David E. Newby, Marc R. Dweck, Damini Dey, "Low-Attenuation Noncalcified Plaque on Coronary Computed Tomography Angiography Predicts Myocardial Infarction: Results From the Multicenter SCOT-HEART Trial (Scottish Computed Tomography of the HEART)", Circulation, 2020;141:1452–1462, https://www.ahajournals.org/doi/10.1161/CIRCULATIONAHA.119.044720.
12. ibid.
13. ibid.
14. Cury RC, Abbara S, Achenbach S, Agatston A, Berman DS, Budoff MJ, Dill KE, Jacobs JE, Maroules CD, Rubin GD, Rybicki FJ, Schoepf UJ, Shaw LJ, Stillman AE, White CS, Woodard PK, Leipsic JA, "CAD-RADS™: Coronary Artery Disease – Reporting and Data System: An Expert Consensus Document of the Society of Cardiovascular Computed Tomography (SCCT), the American College of Radiology (ACR) and the North American Society for Cardiovascular Imaging (NASCI). Endorsed by the American College of Cardiology", J Am Coll Radiol, 2016 Dec;13 (12 Pt A):14581466.e9-. doi: 10.1016/j.jacr.2016.04.024. Epub 2016 Jun 15. PMID: 27318576.

4. Company Overview Continued

SCF, once completed, will assess blood flows within the coronary arteries and heart and provide clinicians with a clear understanding of any blood flow restriction and its consequences caused by an identified lesion.

Further information on SCF is provided in Section 4.2(g).

(C) DEVELOPMENT OF SALIX CORONARY ANATOMY

SCA has been trained and validated on thousands of CCTA images and datasets provided by Envision Medical Imaging. Artrya also has a close research collaboration with the University of Ottawa Heart Institute in Canada, leveraging access to thousands of dual-read CCTA scans for validation of SCA.

Salix performance studies report greater than 90% accuracy (linear-weighted Cohen's kappa[15]) for calcium scoring, 92% accuracy (AUC-ROC[16]) in reporting stenosis greater than 50%, and more than 71% accuracy (AUC-ROC) in the critical detection of hard-to-find Vulnerable Plaque[17] (expert reader agreement for Vulnerable Plaque has kappa values from 0.56 to 0.69 in research studies[18]).

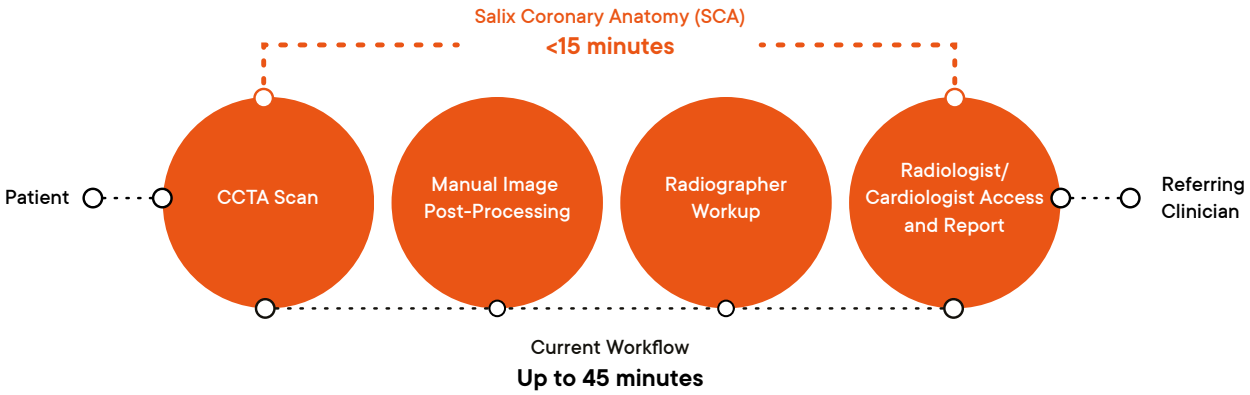
(D) HOW SALIX FITS INTO EXISTING CLINICAL WORKFLOW

Radiologists' current workflows are often protracted due to two factors. Firstly, the significant preparatory work that must be completed by radiographers. Secondly, the multiple tools required to report ultimately limited findings.

Salix fully integrates with existing systems and workflows, alleviating the requirement for practices and hospitals to install software or buy new equipment. To maintain the highest level of security and patient privacy, a patient's CCTA scan is at a minimum 256-bit encrypted and sent to SCA via secure protocols.

Salix simplifies and expedites the existing workflow and provides comprehensive reporting of a patient's coronary risk profile.

Optimised scan-to-prognosis time

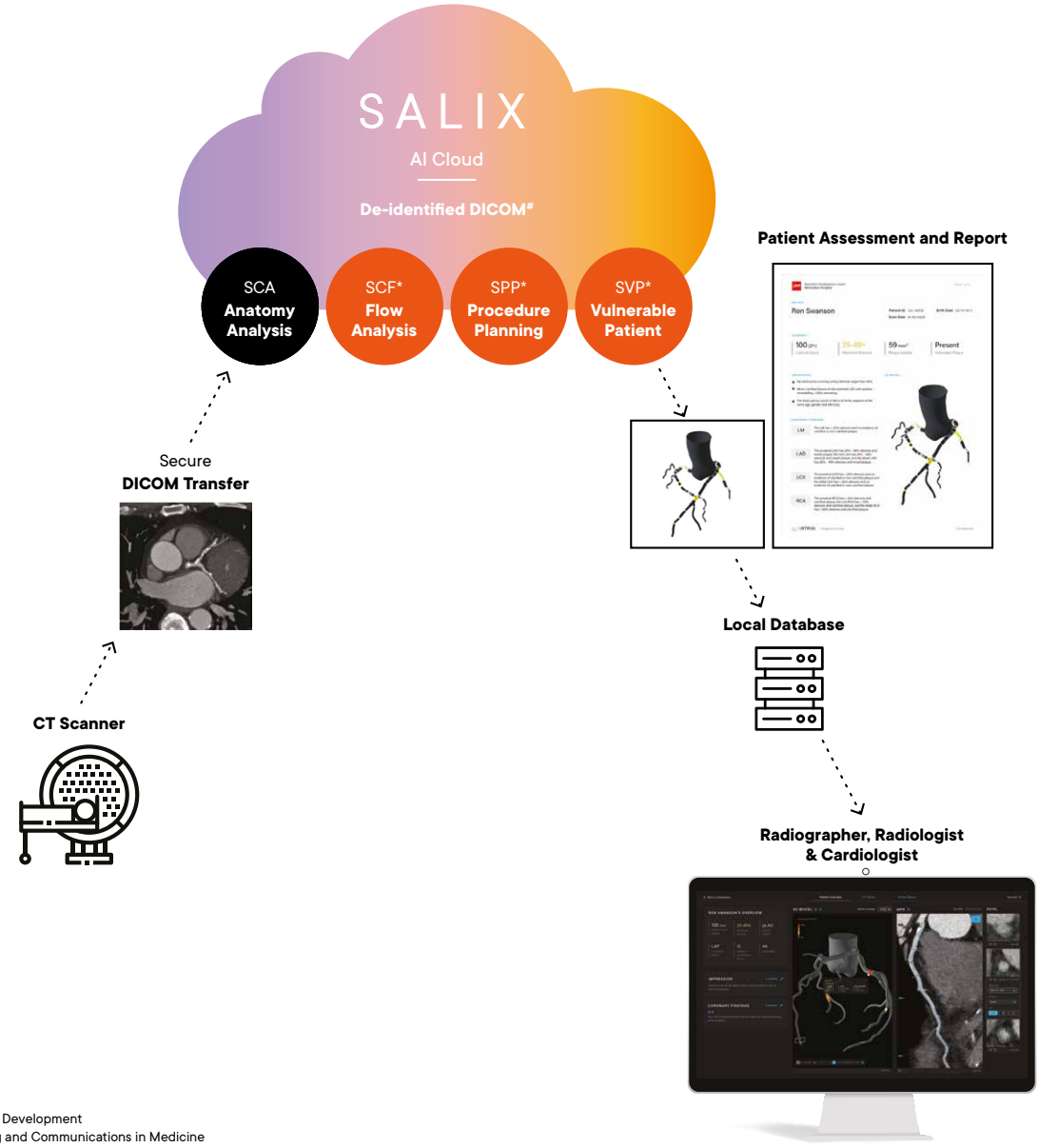


The Salix assessment workflow has three key stages:

1. Patient scan images are encrypted and automatically uploaded from the CT machine to Salix.
2. Salix interrogates the scan to generate a colour-coded 3D model of the patient's coronary arteries and prepare a comprehensive report of the patient's total coronary risk profile.
3. The encrypted 3D model, fully annotated coronary vessel images and report are returned to the practice for display on the clinician's screen.

15. Cohen's kappa coefficient measures inter-rater reliability in assessing qualitative categorical items and accounts for the possibility of agreement occurring by chance.
16. Area Under the Curve – Receiver Operating Characteristics (AUC-ROC) is used to measure the performance of machine-learning algorithms in distinguishing between classes, in this case stenosis categories.
17. *Salix User Manual V1.3*, Artrya Ltd, (internal validation study conducted at Harry Perkins Institute of Medical Research), p5, https://s3.ap-southeast-2.amazonaws.com/assets.sandbox.ui.artrya.com/user-manual.pdf
18. Pages 42 and 47 – No need for a link. Please change to the full citation: Leslee J. Shaw, Ron Blankstein, Jeroen J. Bax, Maros Ferencik, Marcio Sommer Bittencourt, James K. Min, Daniel S. Berman, Jonathon Leipsic, Todd C. Villines, Damini Dey, Subhi Al'Aref, Michelle C Williams, Fay Lin, Lohendran Baskaran, Harold Litt, Diana Litmanovich, Ricardo Cury, Umberto Gianni, Inge van den Hoogen, Alexander R. van Rosendael, Matthew Budoff, Hyuk-Jae Chang, Harvey E. Hecht, Gudrun Feuchtner, Amir Ahmadi, Brian B. Ghoshajra, David Newby, Y.S. Chandrashekhar, Jagat Narula, Society of Cardiovascular Computed Tomography/North American Society of Cardiovascular Imaging – Expert Consensus Document on Coronary CT Imaging of Atherosclerotic Plaque, Journal of Cardiovascular Computed Tomography, Volume 15, Issue 2, 2021, Pages 93-109, ISSN 1934-5925, https://doi.org/10.1016/j.j cct.2020.11.002.

Optimised workflow and assessment



* Roadmap or In Development
# Digital Imaging and Communications in Medicine

The Salix assessment process is completed within 15 minutes. This is faster than the typical time taken by radiographers to prepare scans and for radiologists to report, which may take up to 45 minutes or longer per scan depending on the complexity of disease.

Salix automatically prioritises scans based on critical biomarkers. The SCA dashboard highlights urgent cases for immediate review, allowing clinicians to assess patients most at risk of a heart attack.

Once the highest priority cases are chosen, the reporting clinician, either radiologist or cardiologist, can review the comprehensive findings delivered by SCA.

The SCA 3D model provides the clinician with a detailed roadmap that focuses attention on the most critical areas of disease. This patient-specific 3D model is an accurate representation of the patient's coronary arteries and displays the major biomarkers, including Vulnerable Plaque, stenosis, calcium and plaque composition.

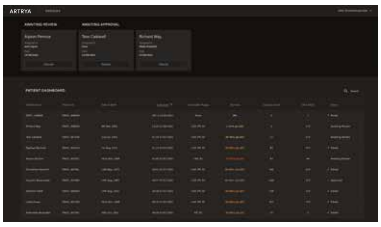
The clinician can then discuss the findings with their patient, using the interactive 3D model to explain the location and severity of disease.

The automatically generated SCA report meets international SCCT standards. The report is fully editable, includes the 3D model graphic and incorporates other coronary images selected by the clinician.

4. Company Overview Continued

(E) COMPETITIVE ADVANTAGE OF SCA

SCA assists radiologists and cardiologists through:



Prioritisation of high-risk patients

- Accurately assessing CCTA scans for CAD within 15 minutes of scan completion.
- Displaying a dashboard of scans that prioritises high-risk patients, rather than the first-scanned-first-reported limitation of incumbent systems.

Visualisation and quantification of patient findings

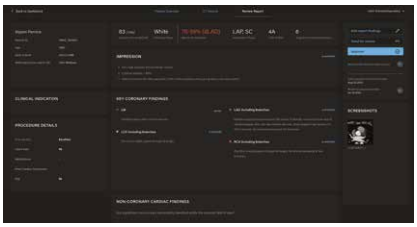
- Providing a complete patient overview of all the AI-detected disease, including Vulnerable plaque, stenosis, Plaque composition and calcium score, all summarised into a singular screen allowing the clinician to quickly and efficiently assess areas of highest concern.

Interactive overview of the disease

- Producing a patient-specific 3D image of the coronary arteries, which identifies and colour-codes areas of disease.
- Providing a quantitative overview of detected CAD such as Vulnerable plaque, stenosis and plaque.

Automated reporting. Optimised workflow efficiency.

- Saving time by automatically generating a full report with key coronary findings.
- Optimising cardiac-reporting workflows through full integration with existing imaging management systems.
- Patient reports can be sent for an additional review or assessment, providing further certainty on complex cases.



Patient report for referring clinicians

- A simple summary of the final patient diagnosis is provided in a report, which can be provided directly to the referring clinician or the patient.

Accuracy*

Stenosis (AUC)

Calcium score (linear kappa)

Low-density Vulnerable Plaque (AUC)

Time to report

<15 minutes
to assess and report on an entire scan

Time savings

Up to 25 minutes
in workflow efficiency savings

* Salix User Guide

(F) VALUE PROPOSITION FOR HEALTHCARE SYSTEM

Salix provides benefits across the patient-care continuum for individual patients, providers such as radiology and cardiology practices, and for medical insurers.

Patients	Providers	Payers
Entering the care pathway following chest pain episode	Diagnostic imaging practices, cardio specialist teams	Health insurers and public health systems
Better patient experience • 3D model to visualise extent and location of disease • Simple-to-understand reports • More convenient than a hospital admission for exploration and diagnosis	Greater efficiency • Seamless integration with existing systems • Optimisation of clinical and practice workflows • No capital expenditure required	Lower cost per patient • Faster reporting with less human intervention means lower cost • Avoidance of unnecessary ICA procedures Increased efficiency • Reduced overall cost burden • Greater capital efficiency on installed equipment • Increased preventative measures able to be implemented due to patient risk assessment
Better outcomes • Faster diagnosis and time to treatment • Detection of the leading cause of coronary death: Vulnerable Plaque • Lower cost and risk of complications by avoiding unnecessary invasive angiograms	Grow revenues • Offer replacement services for ICA procedures • Reduce reporting bottlenecks and improve CT machine use • Expand reach, leverage Salix for teleradiology opportunities	

(G) SALIX CORONARY FLOW (SCF)

Artrya is well advanced on developing the next product using its proprietary AI algorithms. The Salix Coronary Flow (**SCF**) product measures a patient's coronary blood flow without the need for additional invasive procedures.

Currently, to determine any significant restriction in blood flow caused by stenosis, a patient will have to undergo one or more of a variety of non-invasive and invasive stress tests, including Stress Echocardiography, a Stress Nuclear Medicine examination or being admitted into a hospital's catheter laboratory for an Invasive Coronary Angiogram (**ICA**).[19,20] The angiogram requires a wire to be inserted into an artery in the patient's leg or arm and directed through to the heart.

SCF replaces the need for these additional expensive, time-consuming and medically risky procedures. SCF will also drive better patient outcomes through reductions in the time taken from diagnosis to treatment.

Complementing SCA, SCF measures coronary blood flow from a single CCTA scan, to provide clinicians with a total assessment of a patient's heart condition and consequent risk profile.

Artrya will commence validation and testing of the SCF product in the first half of 2022 and currently anticipates the SCF product to be ready for regulatory assessment during the second half of 2022.

The combination of SCA and SCF will enable a personalised risk profile to be developed that allows the identification of the Vulnerable Patient.

(H) ADDITIONAL SALIX SUITE OF PRODUCTS UNDER DEVELOPMENT

In 2022, development is expected to commence on Artrya's Salix Procedure Planning (**SPP**) product, which will allow clinicians to virtually model multiple treatment scenarios in real time, and Artrya's Salix Vulnerable Patient (**SVP**) product, which will allow a clinician to predict whether a patient is at risk of heart attack.

Artrya has developed a comprehensive three-year product roadmap for whole heart assessment, the aim of which is to deliver additional clinical value throughout the patient-care continuum. See Section 4.4 for further details.

19. McLellan, R., Prior, D., "Cardiac stress testing: Stress electrocardiography and stress echocardiography", Vol.41, No.3, March 2012 pp119-122, https://www.racgp.org.au/afp/2012/march/cardiac-stress-testing/
20. M. Dondi, D. Paez, P. Raggi, L.J. Shaw, M. Vannan, *Integrated Non-invasive Cardiovascular Imaging: A Guide for the Practitioner*, International Atomic Energy Agency, Vienna 2021, https://www-pub.iaea.org/MTCD/publications/PDF/PUB1931_web.pdf

4. Company Overview Continued

4.3 Business model

Artrya's business model is focused on providing its key Salix products in target markets across multiple jurisdictions following the receipt of regulatory approvals.

Artrya's target market comprises private radiology and cardiology practices, public hospitals, and private hospitals providing CCTA medical imaging services.

The Salix suite uses a SaaS delivery business model, in which the centrally hosted products such SCA and SCF are licensed to customers through a subscription or a Pay-Go licence (as defined below).

Salix is hosted on Amazon Web Services (**AWS**), a cloud-based platform that is secure, available wherever internet connection is provided and provides in-country sovereign data hosting. This cost-effective platform is highly scalable and eliminates the need for additional capital expenditures.

Avoiding the need for onsite hardware installation ensures that customer costs are minimised and the need for significant implementation service is eliminated.

The SaaS business model allows for rapid market penetration in selected markets globally. This is particularly relevant during the COVID-19 pandemic, in which travel is limited.

Product distribution through the internet allows for cost-effective digital marketing to build awareness, interest and intent to act among the target markets.

Social marketing will be complemented by local representation either through Artrya personnel or third-party distributors.

As onsite installation is not required, the software is immediately available to the user through the internet. The SaaS business model enables product updates and new product offerings to be immediately available upon release.

(A) REVENUE MODEL

The SaaS business model enables rapid market penetration as customers avoid any upfront cost, capital expenditure and installation charges.

Customer acceptance of the Salix suite of products will be de-risked by allowing a 30-day Freemium period in which users can trial the software at no charge.

Following the Freemium period, customers have the choice of two pricing options: a Pay-Go licence or a subscription.

Freemium

Rapid market share

Access a free version for a limited period, or a version with restricted functionality

Pay-Go

Rapidly scalable

Charge a single flat fee per image scanned

Subscription

Repeatable, predictable

Annuity stream for access to services and features

Licensing

Distribution channel

Third parties/OEMs integrate into their products and services offering

The Pay-Go licence will be charged on a per-scan basis and provides a low-fee, variable-cost pricing option for customers. This model is scalable and accommodates growth in the number of scans being processed over time. At any point, customers may choose to move to the subscription pricing arrangement.

The subscription model will allow customers to budget for a repeatable and predictable fixed cost, which is charged on a monthly basis. Twelve-month subscription pricing is stepped, based on the monthly number of scans being processed by a practice.

The opportunity to license the software to Original Equipment Manufacturers (**OEM**) may be possible in the future. The cloud-based SaaS model allows for this to be readily implemented, but it is noted that no arrangements have been entered into with OEM suppliers as at the Prospectus Date.

(B) SALES STRATEGY

(1) Australia

The Artrya sales strategy in Australia is led by an experienced senior business development professional with more than 10 years of sales experience and 18 years of computed tomography (**CT**) clinical experience. Additionally, Australian sales are to be supported through the use of integrated traditional and digital marketing strategies.

(2) United States and United Kingdom

The Company has appointed global advisory firm Labcorp to advise on market entry, regulatory matters and reimbursement strategies in the US and UK. This is supported by market research being undertaken by EVERSANA in the above markets and Canada.

US-based advisers have been contracted to develop sales strategies and assist with regulatory and reimbursement approvals in the US.

The Company expects to establish operations in the US at a future point. As SCA has been accepted onto the NHS SBS Framework, which pre-qualifies Artrya as a supplier to various public organisations including NHS hospitals, it is anticipated that this simplified procurement process will encourage willingness to purchase.

The Company may also appoint a third-party distributor at a future point to supplement direct sales activity in respective jurisdictions. Such distributors will be selected on the basis of proven sales capabilities, relationships at senior levels within radiology and cardiology public and private practices, including hospitals, and the scale of the respective distributor's operations. It is anticipated the appointment of such distributors will expedite market entry, provide access to specialist skills and networks and enable flexibility in scaling sales operations.

(3) Rest of world

The Company intends to focus on key markets; however, the Company will consider the appropriate strategy for new markets as the business model develops. Markets including the EU4 (Germany, Spain, France and Italy) and New Zealand are logical next steps given their similar clinical operating models and high rates of heart disease.

(C) MARKETING ACTIVITIES

Artrya's products continue to be validated through research and verification tests, much of which have been completed in collaboration with research partners and other Key Opinion Leaders (**KOLs**) around the world. The Company is committed to continue working closely with these parties, as well as its major customers, to promote the Artrya brand and generate demand for its products.

Artrya uses a range of marketing programs to identify and communicate with prospective customers. This includes attending industry trade shows, events and conferences around the world, engaging with KOLs and industry research analysts, and using social media and online marketing strategies to draw attention to Artrya's products.

(D) STUDIES

Artrya is completing five internal retrospective validation studies with clinical partners in Australia and Canada. Two of the five internal studies are expected to be completed in November 2021, with preparation for publication commencing after completion. These internal studies will be extended to the US in 2022 on appointment of further clinical partnerships. An abstract titled *Feasibility and Performance Of Fully Automated Coronary Artery Calcium Scoring Using Deep Machine Learning*[21] was presented at both the Society of Cardiovascular Computer Tomography 2020 and the Cardiac Society of Australia and New Zealand 2020 annual scientific conferences.

21. Pages 42 and 47 – No need for a link. Please change to the full citation: Leslee J. Shaw, Ron Blankstein, Jeroen J. Bax, Maros Ferencik, Marcio Sommer Bittencourt, James K. Min, Daniel S. Berman, Jonathon Leipsic, Todd C. Villines, Damini Dey, Subhi Al'Aref, Michelle C Williams, Fay Lin, Lohendran Baskaran, Harold Litt, Diana Litmanovich, Ricardo Cury, Umberto Gianni, Inge van den Hoogen, Alexander R. van Rosendael, Matthew Budoff, Hyuk-Jae Chang, Harvey E. Hecht, Gudrun Feuchtner, Amir Ahmadi, Brian B. Ghoshajra, David Newby, Y.S. Chandrashekhar, Jagat Narula, Society of Cardiovascular Computed Tomography/North American Society of Cardiovascular Imaging – Expert Consensus Document on Coronary CT Imaging of Atherosclerotic Plaque, Journal of Cardiovascular Computed Tomography, Volume 15, Issue 2, 2021, Pages 93-109, ISSN 1934-5925, https://doi.org/10.1016/j.j cct.2020.11.002.

4. Company Overview Continued

Artrya's clinical study strategy is focused on the following areas:

(1) Clinical Validity and Accuracy

To validate both anatomical and functional output from Salix, to provide clinicians with higher diagnostic performance and accuracy than other invasive and non-invasive tests.

(2) Clinical Efficacy and Utility

Real-world and clinical use of Salix to validate safety, improve practice and hospital efficiency, and help physicians risk stratify patients.

(3) Long-Term Patient Safety

Demonstrate that physicians can efficiently determine the most appropriate treatment pathway for each patient by using Salix.

(4) Cost Savings and Workflow Optimisation

To quantify the reduction in costs of care to the provider, patient, and payer.

Artrya's validation study pipeline is represented below:

	Automated Calcium Detection	Automated Stenosis Detection	Automated Vulnerable Plaque Detection	Automated Assessment of Whole Heart Blood Flow
Detection	Per vessel calcium score	Automated stenosis detection against expert reader	Vulnerable Plaque detection leveraging AI	Blood flow assessment leveraging AI
	Aortic Calcification	Automated stenosis detection against invasive gold standard	Vulnerable Plaque detection linked to outcomes (retrospective)	Biomechanics and wall shear stress
	Mitral Valve Calcification			
	Calcium to determine stenosis		Evaluation and prognostic value of vulnerable plaque burden such as LAP	
Prediction	Predicting obstructive disease based on Plaque burden			

(E) REIMBURSEMENT

Artrya expects that its Salix suite of software will be licensed by radiology and cardiology practices and both public and private hospitals that offer CCTA services. These providers are expected to seek reimbursement from public and private third-party payers.

(1) Australia

In Australia, Artrya will use existing Medicare Benefits Schedule (**MBS**) codes assigned to a CCTA procedure to enable reimbursement as part of the bulk-billing process. Artrya may seek a Medical Services Advisory Committee (**MSAC**) appraisal to encourage the uptake of Salix across Australian private radiology practices and hospital systems. Through pilots, Artrya continues to build evidence to validate the clinical accuracy and economic benefit of SCA applicable to Australian practices.

(2) United States

In the North American (**US**) market AI is a rapidly growing field in all aspects of modern medicine and there are Current Procedural Terminology (**CPT**) codes for reporting use of cardiac CCTA procedures (75571-75574). There are four new Category III CPT codes (0623T-0624T) that were recently created and are now available to report automated quantification and characterisation of coronary atherosclerotic plaque using technology such as SCA and SCF.

Artrya is also in the process of identifying a prestigious clinical partner to conduct a proof-of-concept study and research, and to establish a commercialisation path while FDA approval is progressing.

Once the solution is approved by the FDA, the fastest market-entry path is through Integrated delivery networks (**IDNs**) and accountable care organizations (**ACOs**) for “risk-based” and “value-based” contracts.

IDNs are clinical organisations that also own insurance plans. The Artrya Board believes the Salix suite of products may be of interest to IDNs due to the reduced need for unnecessary nuclear testing and unnecessary diagnostic cardiac catheterisations.

ACOs are groups of doctors, hospitals and other healthcare providers that come together voluntarily to provide coordinated high-quality care to their patients. Through the coordination of care, these organisations can reduce healthcare costs significantly while better managing patient outcomes. Through ACOs, Medicare and commercial payers share up to 50% of any savings realised.

Salix’s AI technology could significantly reduce the cost of cardiac care and allow the IDNs and ACOs to further increase their savings.

(3) United Kingdom

In the United Kingdom (**UK**), Artrya will seek Health Technology Assessment (**HTA**) under the National Institute for Health and Care Excellence (**NICE**) guidelines. Salix products will be assessed through one of the following routes: Medical Technologies Evaluation Programme (**MTEP**), Diagnostics Assessment Programme (**DAP**) or MedTech Innovation Briefings (**MIB**).

Based on the current National Health System (**NHS**) model, clinical commission groups (**CCGs**) would commission the use of the Salix service for hospitals within their group and this would be reimbursed through a bundled or unbundled healthcare resource group (**HRG**) code or block contract following successful negotiation. Artrya plans to seek an unbundled tariff due to favourable payment terms. While a HTA is not mandatory for diagnostic solutions, a positive recommendation by NICE will likely increase a hospital’s willingness to use Salix.

Artrya’s appointment to the NHS SBS Framework will facilitate procurement of SCA in various public organisations in the United Kingdom, including over 1,000 NHS Trust hospitals. Artrya intends to use this platform to trial SCA at hospitals in England. This will assist in gathering the necessary clinical evidence to raise awareness of Salix benefits among local radiologists and cardiologists. This approach accelerates UK entry as the NICE assessment will take 12 to 18 months to complete.

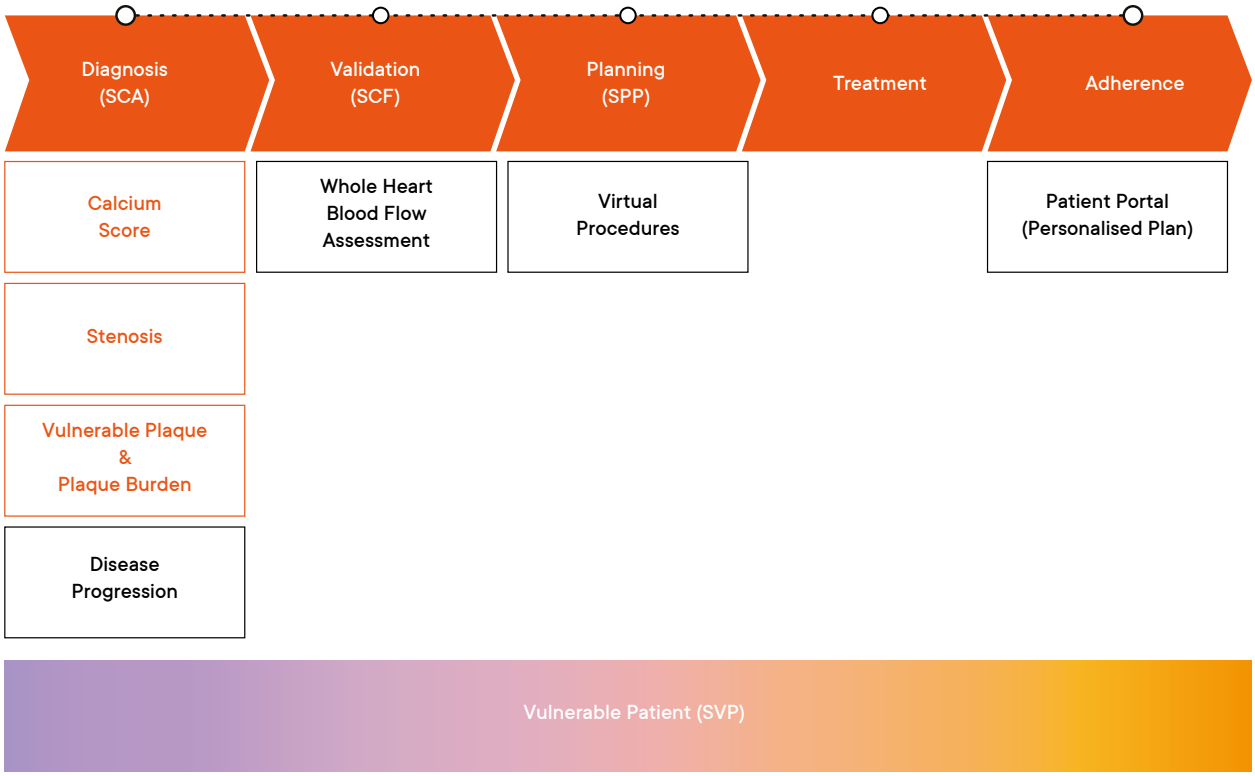
(4) Rest of world

In Europe, Artrya will engage an advisory firm to recommend market-entry models specific to individual countries within the EU. The EU4, namely Germany, Spain, France and Italy, will likely be approached first.

4. Company Overview Continued

4.4 Products and services

Artrya has developed a comprehensive three-year product roadmap for whole-heart assessment that extends Artrya's SCA into SCF, Salix Procedure Planning (**SPP**) and Salix Vulnerable Patient (**SVP**) products. The aim is to deliver additional clinical value throughout the patient-care process and ultimately predict the patient at risk of a heart attack.



(A) SALIX CORONARY ANATOMY ANALYSIS (SCA) – INCLUDED IN AUSTRALIAN REGISTER OF THERAPEUTIC GOODS

SCA is an automated coronary analysis solution using AI to identify Vulnerable Plaques that cause heart attacks, narrowing of arteries and additional biomarkers applicable to assessing CAD. SCA provides a fully written assessment and report for the clinician. SCA has been developed as a non-invasive solution that allows for a whole-heart characterisation of the atherosclerotic disease.

(B) SALIX CORONARY FLOW ANALYSIS (SCF) – IN DEVELOPMENT

Supporting the coronary anatomy assessment, the coronary flow analysis is a non-invasive, whole-heart blood flow assessment that enables physicians to diagnose patients with suspected CAD more accurately, reducing the need for additional examinations and enabling them to create more effective treatment plans for their patients.

This moves clinical assessment beyond only lesion-specific blood flow assessment and reports on the adequacy of blood supply to the heart.

(C) SALIX PROCEDURE PLANNING (SPP) – DEVELOPMENT TO BEGIN IN 2022

To improve patient outcomes, treatment decisions must consider all relevant factors, including coronary anatomy and individual patient's response to the treatment.

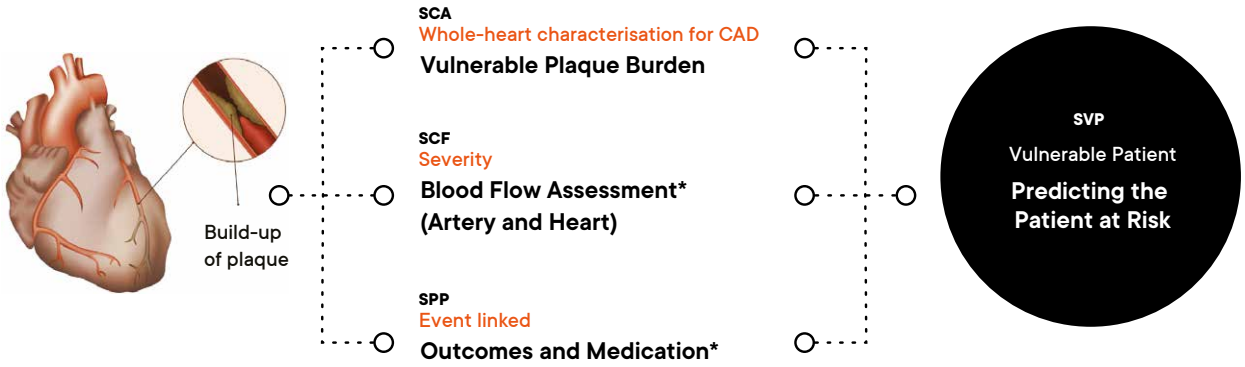
SPP is an interactive tool that lets clinicians virtually model clinical scenarios vessel-by-vessel. A clinician can explore intervention strategies for patients with CAD before each procedure and ensure there is a clear picture of the initial treatment plan before engaging in further invasive intervention.

(D) SALIX VULNERABLE PATIENT (SVP) – DEVELOPMENT TO BEGIN IN 2022

Heart attack and sudden cardiac death remain the first manifestations of coronary plaque in the majority of the population. Many individuals do not, therefore, experience any symptoms or warning signs before the coronary event occurs. Prediction and prevention of acute coronary events is the only effective strategy to reduce the burden of cardiovascular disease and improve mortality and morbidity rates.

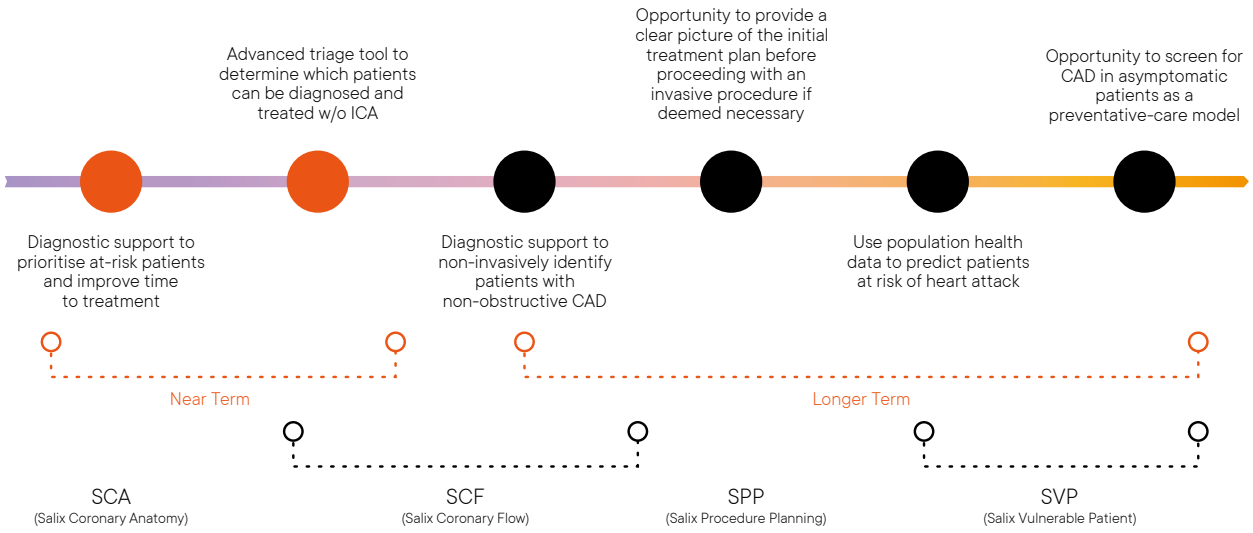
SVP combines the detection of plaque that is vulnerable to rupture, and assessment of the physiology and biomechanics of this plaque to risk rate individuals. The Vulnerable Patient is predicted based on the probability of an acute cardiovascular event occurring.

Artrya's product pipeline moves us towards predicting the patient at risk



* In development

Penetration of coronary artery disease diagnostic support market



4. Company Overview Continued

4.5 Technology review

Artrya follows usual operational practices for medical technology companies, including the use of Agile development methodologies. Key components of the Company's technology stack are as follows.

(A) INFRASTRUCTURE

Artrya uses Amazon Web Services (**AWS**) framework to deliver region-specific, on-demand compute resources to power Salix products. AWS provides secure servers for communicating with medical-imaging providers through the Digital Imaging and Communications in Medicine (**DICOM**) protocol, long- and short-term storage of client data, advanced encryption technology and high-performance compute services. Artrya has completed the AWS Well-Architected review process to ensure that the Salix suite of products optimise the technology stack from an operational, security and efficiency perspective.

(B) CYBER SECURITY

Artrya has engaged CyberCX, a leading end-to-end cyber-security service provider in the Southern Hemisphere, to ensure that internal and cloud-hosted systems are operating at the highest level of security. Through penetration testing and threat modelling following the US National Institute of Standards and Technology (**NIST**) Cybersecurity Framework (**CSF**), Artrya's core systems have been extensively probed for vulnerabilities.

(C) AI FRAMEWORKS

Artrya uses Google TensorFlow – the leading technology platform for the development and deployment of high-performance commercial AI and machine-learning solutions. In conjunction with the on-demand TensorFlow compatible compute capacity provided by AWS and the latest on-premises NVIDIA technology stack, Artrya is able to efficiently and accurately train deep-learning models for the analysis of medical images.

(D) ANONYMISATION

De-identification of Protected Health Information (**PHI**) associated with medical images in Artrya Salix is based on the Health Insurance Portability and Accountability Act of 1996 (**HIPAA**). HIPAA is a US federal law that defines national standards to protect sensitive patient health information from being disclosed without the patient's consent or knowledge.

Salix products comply with HIPAA Safe Harbor Provision guidelines, including the removal of all names, dates, geographic locations and other personal identifiable information.

4.6 Growth strategy

(A) AUSTRALIAN COMMERCIALISATION

Australian commercialisation commenced in August 2021 with piloting of SCA at Envision Medical Imaging in Perth, Western Australia. Further commercial pilots commenced in Q3 CY21.

Supported by integrated sales, marketing and software support programs, it is expected a number of the pilot programs will progress to commercial use early CY22.

Validation and testing of the SCF product will commence in the first half of CY22.

(B) NORTH AMERICAN & UNITED KINGDOM EXPANSION

The Board has committed resources to researching and developing the US market to be ready for entry upon FDA approval. It is planned to have local presence in the US during the first half of CY22.

The Canadian market will be opened following Health Canada approval, aided by the significant research collaboration in place with the University of Ottawa Heart Institute, Canada.

Entry into the United Kingdom market will follow the UKCA approval and leverage the simplified procurement process that appointment to the NHS SBS Framework offers.

5. Regulatory Status

5. Regulatory Status

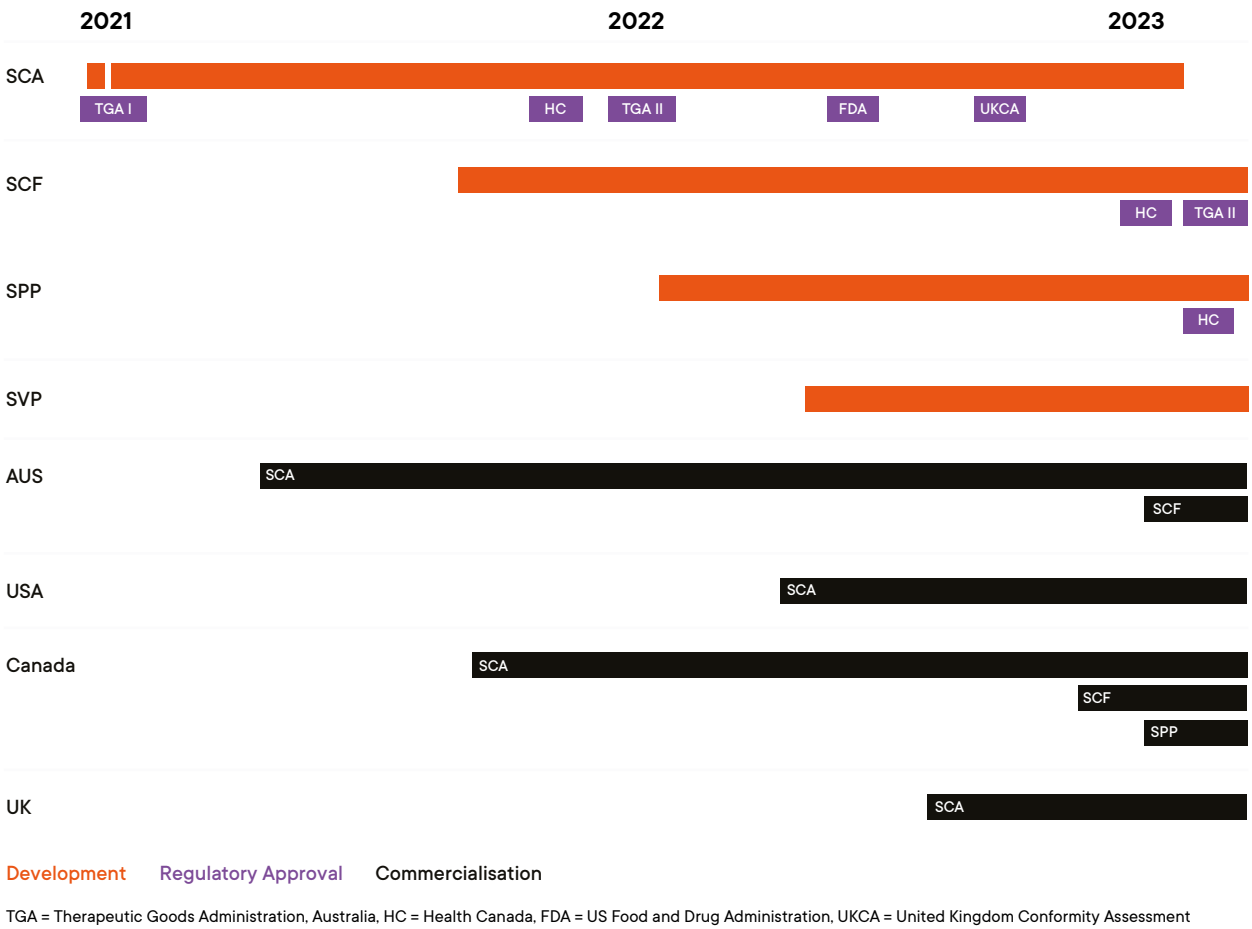
Artrya is commercialising the Salix suite of products, initially SCA, followed by SCF, in Australia, the US, Canada, the UK and the EU. The regulatory approvals required for each jurisdiction are as follows:

Jurisdiction	Approval required
Australia	Therapeutic Goods Administration (**TGA**)
United States	Food and Drug Administration (**FDA**)
Canada	Health Canada (**HC**)
United Kingdom	United Kingdom Conformity Assessment (**UKCA**)
European Union	European Union CE Mark

The expected timelines for the respective development, regulatory approval and commercialisation of the Salix suite is outlined below.

Artrya product pipeline

Expected commercialisation milestones



TGA = Therapeutic Goods Administration, Australia, HC = Health Canada, FDA = US Food and Drug Administration, UKCA = United Kingdom Conformity Assessment

The regulatory approval pathways for each product in the respective jurisdictions is outlined below.

5.1 Salix Coronary Anatomy

Salix Coronary Anatomy (**SCA**) is currently registered in the Australian Register of Therapeutic Goods (**ARTG**) as a Class 1 medical device under ID 347719. Artrya has submitted applications for the US FDA and Health Canada approvals. Applications will be submitted for UKCA and CE Mark in Q4 CY21.

Artrya has already received ISO 13485 and Medical Audit Single Audit Program (**MDSAP**) certifications.

(A) USA

Salix is classified as a Class II product by the FDA and an application via the 510(k) route was submitted in September 2021. Approval is expected by Q2 CY22.

(B) CANADA

Artrya submitted a regulatory application to Health Canada, leveraging the MDSAP certification, in September 2021 as a Class II product. Approval is expected in the next several months from the Prospectus Date.

(C) AUSTRALIAN TGA CLASS IIa

With the Health Canada approval and MDSAP certification, Artrya will submit a regulatory application to the TGA based on the recognition of comparable overseas regulators (Therapeutic Goods (Overseas Regulators) Determination 2018), which will provide Artrya with an uplift in the regulatory classification. This will enable Artrya to add additional features into the product that further assist clinicians in patient diagnosis and reporting.

(D) CE MARK AND UKCA

Changes to European legislation and Brexit have created delays in the review and approval of medical devices in Europe and UK. Artrya has strategically secured an accredited notified body, which will allow a submission of a combined Dossier in Q4 CY21. Salix is classified as Class IIa under the new EU MDR (Medical Device Regulations), and Class Im for the UK (UKCA). Both approvals are expected the second half of CY22.

5.2 Salix Coronary Flow

In a second phase, Artrya intends to expand the product portfolio with the release of the blood flow functionality product, Salix Coronary Flow (**SCF**). Artrya will conduct a multi-site retrospective study to clinically validate SCF against the current gold standard technique, invasive angiogram.

Following completion of this study, Artrya will submit a regulatory application to Health Canada, again using the MDSAP certification to facilitate the process. With the Health Canada approval and MDSAP certification, Artrya will then submit a regulatory application to the TGA, leveraging the recognition of comparable overseas regulators.

In parallel to the Health Canada submission, Artrya will also submit a 510(k) application to the Food and Drug Administration – USA (FDA).

5.3 Intellectual property

As Artrya's Salix technology will be deployed through the cloud using a SaaS business model, intellectual property (IP) is a key asset of the business. Artrya has engaged patent attorney Griffith Hack and legal firm Herbert Smith Freehills to advise on the ongoing development of the Company's IP protection strategy.

5. Regulatory Status Continued

5.4 Intellectual property portfolio summary

PATENT FAMILY 1

A METHOD OF AND SYSTEM FOR CALCIUM SCORING OF CORONARY ARTERIES

Patent Application No.	Type	Country	Status	Filing Date
2020900593	Provisional	Australia	Lapsed (provides right of priority for PCT/AU2021/050168)	28 February 2020
2020902072	Provisional	Australia	Lapsed (provides right of priority for PCT/AU2021/050168)	22 June 2020
2020902398	Provisional	Australia	Lapsed (provides right of priority for PCT/AU2021/050168)	10 July 2020
PCT/AU2021/050168	PCT	International	Pending	26 February 2021

PATENT FAMILY 2

A SYSTEM FOR AND METHOD OF IDENTIFYING CORONARY ARTERY DISEASE

Patent Application No.	Type	Country	Status	Filing Date
2021901188	Provisional	Australia	Filed	28 February 2020
2021221667	Complete	Australia	Pending	25 August 2021

PATENT FAMILY 3

A CORONARY ARTERY DISEASE ANALYSIS TOOL

Patent Application No.	Type	Country	Status	Filing Date
2021902323	Provisional	Australia	Filed	28 July 2021
2021221669	Complete	Australia	Pending	25 August 2021

TRADE MARKS

Trade Mark No.	Trade Mark	Country	Status	Filing Date
2154194	ARTRYA	Australia	Accepted	9 February 2021
2179094	ARTRA	Australia	Under Examination	9 February 2021
2130762	SALIX	Australia	Registered	2 November 2020

A full report on the Company's intellectual property portfolio can be found in Attachment 3 – Intellectual Property Report.

5.5 Early mover advantage

Artrya is one of a small number of early entrants into AI analysis of CCTA images. The Company's commercial pathway is supported by Salix's ability to detect Vulnerable Plaque and the development that is underway to non-invasively assess coronary blood flow from a single CCTA scan.

Artrya has access to more than 20,000 CCTA images and datasets provided by Envision Medical Imaging and a further 30,000 dual-read CCTA scans made available by the University of Ottawa Heart Institute. These scans and associated data are being used to train, test and validate the Salix deep-learning and machine-learning algorithms.

(A) PATENT PROTECTION AND INTELLECTUAL PROPERTY

Three patent applications have been lodged and an ongoing patent application process is continuing, consistent with Artrya's Intellectual Property protection strategy. Artrya will operate in a field that has a complex patent landscape, with a number of key competitors holding significant patent portfolios. Artrya recognises the need to ensure freedom to operate within that patent landscape, and is therefore investing in freedom to operate searching and monitoring in relation to the technologies it is developing and commercialising.

(B) CLINICAL RESEARCH CAPABILITY

Artrya has attracted and retained world-class clinical, technical expertise and research collaborations:

- Artrya's Chief Medical Officer, Professor Girish Dwivedi, is the inaugural Wesfarmers Chair in Cardiology at the University of Western Australia (Harry Perkins Institute of Medical Research) and a consultant cardiologist at Fiona Stanley Hospital, Murdoch, Western Australia. Prof. Dwivedi is recognised globally for his research into Vulnerable Plaque.
- Dr Abdul Ihdayhid, a cardiologist with a research specialty in coronary blood flows, is contracted to Artrya as a medical adviser.
- Dr Benjamin Chow, Full Professor of Medicine (Cardiology) and Radiology at the University of Ottawa, Clinical Cardiologist and Director of Cardiac Imaging and Clinician Investigator at the University of Ottawa Heart Institute, is a scientific research collaborator with Artrya.

(C) ONGOING RESEARCH COLLABORATION

In addition to the ongoing global research collaboration with the University of Ottawa Heart Institute, Artrya is commencing a research program with Monash Heart, and establishing a core laboratory at Harry Perkins Institute of Medical Research to progress and verify results from a multi-year clinical research program. See Section 10.5(b) for further information.

6. Financial Information

6. Financial Information

6.1 Introduction

The financial information of Artrya contained in this Section 6 has been prepared by Artrya and includes:

- the historical financial information for Artrya comprising:
  - historical consolidated statements of profit or loss for the financial years ended 30 June 2019 (**FY19**), 30 June 2020 (**FY20**) and 30 June 2021 (**FY21**) (**Historical Statements of Profit or Loss**);
  - historical consolidated statements of cash flows for FY19, FY20 and FY21 (**Historical Statements of Cash Flows**); and
  - historical consolidated statements of financial position as at 30 June 2021 (**Historical Statement of Financial Position**),

  (collectively, the **Historical Financial Information**); and
- the pro forma historical financial information for Artrya being the historical consolidated statement of financial position as at 30 June 2021 after the impact of the pro forma adjustments (**Pro Forma Historical Statement of Financial Position**),

  (collectively, the **Financial Information**)

Also summarised in this Section 6 are:

- the basis of preparation of the Financial Information (see Section 6.2);
- Management's discussion and analysis of the Financial Information (see Sections 6.3, 6.4 and 6.5); and
- the Company's proposed dividend policy (see Section 6.6).

All amounts disclosed in the tables in this Section 6 are presented in Australian dollars and, unless otherwise noted, are rounded to the nearest $1,000. Some numerical figures included in this Prospectus have been subject to rounding adjustments. Any discrepancies between totals and sum of components in figures contained in this Prospectus are due to rounding.

The information in this Section 6 should also be read in conjunction with the other information contained in this Prospectus including:

- the risk factors set out in Section 7;
- Artrya's significant accounting policies as set out in Attachment 4;
- the description of the use of proceeds of the Offer described in Section 9.1(b);
- the indicative capital structure described in Section 9.1(c); and
- the Investigating Accountant's Report set out in Attachment 2.

Investors should note that past performance is not an indication of future performance.

6. Financial Information Continued

6.2 Basis of preparation of the Financial Information

(A) OVERVIEW

The Financial Information included in this Prospectus is intended to present potential investors with information to assist them in understanding the historical financial performance, cash flow and financial position of Artrya.

The Directors are responsible for the preparation and presentation of the Financial Information.

The Financial Information has been prepared and presented in accordance with the recognition and measurement principles prescribed in the Australian Accounting Standards (**AAS**) (including the Australian Accounting Interpretations) issued by the Australian Accounting Standards Board (**AASB**), which are consistent with the International Financial Reporting Standards (**IFRS**) and interpretations issued by the International Accounting Standards Board (**IASB**). The Financial Information is presented in an abbreviated form and does not contain all of the disclosure provided in an annual financial report prepared in accordance with the AAS and the Corporations Act.

Certain significant accounting policies relevant to the Financial Information are disclosed in Attachment 4.

The Prospectus does not contain prospective financial information. Upon considering the requirements of ASIC Regulatory Guide 170, the Directors determined that they do not have a reasonable basis to forecast future earnings.

(B) HISTORICAL FINANCIAL INFORMATION

The Historical Financial Information has been extracted from the audited historical financial reports for FY19, FY20 and FY21. In presenting the Historical Financial Information in this Prospectus, certain line items have been grouped differently when compared to Artrya's audited financial reports. Groupings for presentation purposes are included with the notes to each section below.

The financial statements for FY19, FY20 and FY21 were audited by the Company's auditors, KPMG, in accordance with Australian Auditing Standards. In all cases the auditor issued an unqualified opinion.

(C) PRO FORMA HISTORICAL STATEMENT OF FINANCIAL POSITION

The Pro Forma Historical Statement of Financial Position presented at Section 6.5(a) has been prepared by the Directors and shows the Historical Statement of Financial Position at 30 June 2021 after adjusting for certain pro forma adjustments identified by the Directors to reflect the effects of certain transactions and events had they occurred on that date. The pro forma adjustments are detailed at Section 6.5(b).

The Pro Forma Historical Statement of Financial Position has been reviewed in accordance with the Australian Standard on Assurance Engagements ASAE 3450 Assurance Engagements involving Fundraising and/or Prospective Financial Information by KPMG Financial Advisory Services (Australia) Pty Ltd of which KPMG Transaction Services is a division (**KPMG Transaction Services**). The Investigating Accountant's Report can be found in Attachment 2. Investors should note the scope and limitations of the Investigating Accountant's Report.

The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes and is not represented as being necessarily indicative of Artrya's view of its financial position upon Completion of the Offer or at a future date. Further information on the sources and uses of funds of the Offer is contained in Section 9.1.

6.3 Historical Statements of Profit or Loss

Table 6.1 below sets out Artrya's Historical Statements of Profit or Loss for FY19, FY20 and FY21.

Table 6.1: Historical Statements of Profit or Loss

	Audited Historical	Audited Historical	Audited Historical
AUD $'000	FY19	FY20	FY21
Revenue	–	–	–
Cost of sales	–	–	–
Gross profit	**–**	**–**	**–**
Other income	–	408	210
Accounting and audit expenses	(30)	(65)	(87)
Contractors	(19)	(480)	(1,151)
Depreciation and amortisation	(0)	(12)	(39)
Foreign exchange (loss)/gain	–	–	(24)
Employee expenses	(89)	(1,026)	(936)
Website expenses	(1)	(44)	(102)
Recruitment expenses	(1)	(19)	(99)
Travel expenses	(1)	(32)	(3)
Legal expenses	–	(34)	(53)
Share-based payments expenses	–	(17)	(1,362)
Marketing and branding expenses	–	(0)	(265)
Other expenses	(5)	(27)	(143)
Results from operating activities	**(146)**	**(1,347)**	**(4,053)**
Finance income	–	0	–
Finance costs	(0)	(7)	(27)
Net finance loss	**(0)**	**(7)**	**(27)**
Income tax expense	–	–	–
Loss for the period	**(146)**	**(1,354)**	**(4,080)**

6. Financial Information Continued

MANAGEMENT DISCUSSION AND ANALYSIS OF THE HISTORICAL STATEMENTS OF PROFIT OR LOSS

(A) INCOME

Artrya did not generate any revenue in FY19, FY20 or FY21 as the Company focused on research and development activities.

Other Income relates to proceeds from Australian Government grants and incentives, namely (i) Research and Development Taxation Incentive (**R&DTI**), and (ii) BioMedTech Horizons (**BMTH**).

(B) OPERATING EXPENSES

Operating expenses increased between FY19 and FY21 as the Company accelerated research and development activities and initiated an IPO process with key costs summarised below.

Employee expenses primarily relate to wages and salaries, other employee costs and Directors' benefits, and increased in FY20 as headcount grew in line with operational plans.

Contractor expenses increased significantly in FY21 due to the engagement of external contractors on selected development tasks as the Company continued to source suitable staff.

Share-based payment expenses are non-cash expenses relating to the accounting of options issued under the Employee Options Program, which Artrya established in FY20.

Other expenses consist of technology hardware and services, professional services, sales and general and administrative costs.

Investors should note that as well as an expected increase in costs to progress the business objectives of Artrya, the company will also incur additional expenses related to becoming an ASX-listed company (e.g. filing fees, Board Director fees, Shareholder communications etc.).

(C) DEPRECIATION AND AMORTISATION

Depreciation and amortisation are non-cash items that relate to:

- depreciation of fixed assets, comprising computers and office equipment; and
- depreciation of right-of-use assets brought on Balance Sheet as a result of AASB16.

6.4 Historical Statements of Cash Flows

Table 6.2 below sets out Artrya's Historical Statements of Cash Flow for FY19, FY20 and FY21.

Table 6.2: Historical Statements of Cash Flows

	Audited Historical	Audited Historical	Audited Historical
AUD $'000	FY19	FY20	FY21
Cash flows from operating activities			
Cash paid to supplier and employees	(96)	(1,645)	(1,975)
Cash used in operating activities	**(96)**	**(1,645)**	**(1,975)**
Interest received	–	0	–
Bank fees paid	(0)	(6)	(25)
Government grants	–	–	133
Research and development incentive	–	28	380
Net cash used in operating activities	**(96)**	**(1,623)**	**(1,487)**
Cash flows from investing activities			
Proceeds from sale of property, plant and equipment	–	–	1
Acquisition of property, plant and equipment	(3)	(15)	(94)
Acquisition of intangible assets	–	–	(1,970)
Government grants received	–	–	205
Net cash used in investing activities	**(3)**	**(15)**	**(1,858)**
Cash flows from financing activities			
Proceeds from issue of share capital (net of associated costs)	1,000	2,977	14,129
repayment of lease liabilities	–	(9)	(30)
Repayment of loans and related parties	9	(10)	–
Net cash provided by financing activities	**1,009**	**2,957**	**14,099**
Net cash flow	**910**	**1,319**	**10,753**
Cash and cash equivalents at the beginning of the period	**0**	**910**	**2,229**
Cash and cash equivalents at the end of the period	**910**	**2,229**	**12,982**

MANAGEMENT DISCUSSION AND ANALYSIS OF THE HISTORICAL STATEMENTS OF CASH FLOWS

Cumulative cash inflows over the three reporting periods were predominantly from:

- **Operating cash flows:** Proceeds totalling $0.6 million from the following two government grants and incentives (i) R&DTI, and (ii) BMTH, and
- **Cash flows from financing activities:** $18.1 million capital raised across three rounds over the three reporting periods.

Cash used in operating activities predominantly relates to the costs incurred for the research and development activities, namely salaries and contractor fees, that has resulted in the creation of SCA version 1.3 and a pipeline of future product development opportunities.

6. Financial Information Continued

6.5 Historical and Pro Forma Historical Statements of Financial Position

(A) OVERVIEW

Table 6.3 below sets out Artrya's Historical Statement of Financial Position at 30 June 2021 and the pro forma adjustments that have been made to prepare the Pro Forma Historical Statement of Financial Position as at 30 June 2021.

The pro forma adjustments, which are outlined at Section 6.5(b) below, are intended to show the impact of the Offer and relating transactions as if they had occurred as at 30 June 2021.

The Pro Forma Historical Statement of Financial Position is provided for illustrative purposes and is not represented as being necessarily indicative of Artrya's view of its financial position upon Completion of the Offer or at a future date.

Table 6.3: Historical and Pro Forma Historical Statement of Financial Position

		Audited Historical	Reviewed Pro Forma	Reviewed Pro Forma
AUD $'000	Note	30-Jun-21	Impacts of the Offer[1]	30-Jun-21
Assets				
Cash and cash equivalents	1	12,982	37,144	50,126
Trade and other receivables		1,431	–	1,431
Total current assets		**14,413**	**37,144**	**51,557**
Property, plant and equipment		98	–	98
Intangibles		517	–	517
Right-of-use assets		46	–	46
Total non-current assets		**661**	**–**	**661**
Total assets		**15,074**	**37,144**	**52,218**
Liabilities				
Trade and other payables		952	–	952
Lease liabilities		37	–	37
Employee benefits		167	–	167
Total current liabilities		**1,157**	**–**	**1,157**
Lease liabilities		10	–	10
Employee benefits		3	–	3
Total non-current liabilities		**13**	**–**	**13**
Total liabilities		**1,170**	**–**	**1,170**
Net assets		**13,904**	**37,144**	**51,048**
Equity				
Share capital	2	18,106	37,692	55,798
Accumulated losses	3	(5,581)	(2,424)	(8,005)
Share-based payments reserve	4	1,379	1,876	3,255
Total equity		**13,904**	**37,144**	**51,048**

Note 1: Impacts of the Offer assumes the Completion of the underwritten Offer, being $40 million, less the costs of the Offer.

(B) PRO FORMA ADJUSTMENTS

The following pro forma adjustments have been applied to the Historical Statement of Financial Position to present the Pro Forma Historical Statement of Financial Position.

1. Gross cash proceeds from Completion of the Offer, being the underwritten capital raise of $40 million through the issue of 29.6 million Shares at an issue price of $1.35 per share, less the impact of the Offer costs as per adjustment 2 below.
2. Cash costs of the Offer, totalling $2.8 million (inclusive of goods and services tax (GST)), with those costs directly attributable to the issue of Shares in relation to the Offer being $2.3 million. Costs directly attributable to the issue of new Shares have been offset against contributed equity. The remaining costs of the offer of $0.5 million, which are not directly attributable to the issue of Shares, are expensed through accumulated losses.
3. Subsequent to year end, 5.5 million unlisted options were issued to key management of which 2.75 million (50%) will vest on the successful completion of the IPO. The fair value of the options that will vest on IPO has been calculated to be $1.9 million using the Black-Scholes model, and a pro forma adjustment has been made to balances within equity. The remaining options are subject to non-market-based performance conditions and for these options no pro forma adjustment has been made.

A deferred tax asset has not been recognised in relation to the capitalised Offer costs due to the uncertainty surrounding the flow of economic benefits in future periods.

(C) CASH AND CASH EQUIVALENTS

Note 1 below outlines the impact of the pro forma adjustments to cash and cash equivalents.

Note 1: Cash and cash equivalents

AUD $'000	Pro forma adjustment	30-Jun-21
Audited cash and cash equivalents		**12,982**
Pro forma adjustment		
Capital raise from the Offer	1	40,000
Costs of the Offer	2	(2,856)
Total pro forma adjustments		**37,144**
Pro Forma cash and cash equivalents		**50,126**

6. Financial Information Continued

(D) SHARE CAPITAL

Note 2 below outlines the impact of the pro forma adjustments to share capital.

Note 2: Share capital

		30-Jun-21	30-Jun-21
	Pro forma adjustment	AUD $'000	No Shares
Audited share capital		**18,106**	**48,482,960**
Pro forma adjustment			
Capital raise from the Offer	1	40,000	29,629,630
Costs of the Offer	2	(2,308)	–
Total pro forma adjustments		**37,692**	**29,629,630**
Pro Forma share capital		**55,798**	**78,112,590**

(E) ACCUMULATED LOSSES

Note 3 below outlines the impact of the pro forma adjustments to accumulated losses.

Note 3: Accumulated losses

AUD $'000	Pro forma adjustment	30-Jun-21
Audited accumulated losses		**(5,581)**
Pro forma adjustment		
Costs of the Offer	2	(548)
Share-based payments expense	3	(1,876)
Total pro forma adjustments		**(2,424)**
Pro Forma accumulated losses		**(8,005)**

(F) SHARE-BASED PAYMENTS RESERVE

Note 4 below outlines the impact of the pro forma adjustments to the share-based payments reserve.

Note 4: Share-based payments reserve

AUD $'000	Pro forma adjustment	30-Jun-21
Audited share-based payments reserve		**1,379**
Pro forma adjustment		
Share-based payments expense	3	1,876
Total pro forma adjustments		**1,876**
Pro Forma share-based payments reserve		**3,255**

Set out below are the key inputs and terms used in the valuation of the options issued subsequent to year end.

Options	
Grant date	9-Jul-21
Option life	5 years
Exercise price	1.00
Price of shares on grant date	0.88
Expected volatility	111%
Risk free rate	0.69%
Dividend yield	–

6.6 Dividend policy

The Directors have no current intention to pay dividends on Shares, as it is their intention to reinvest all cash flow into the business in order to maximise its growth. Accordingly, no dividends are expected to be paid in the near term following the Listing.

The payment of dividends by the Company (if any) is at the discretion of the Directors and will be a function of a number of factors (many of which are outside the control of the Directors), including the general business environment, the financial results of the business, cash flows and financial conditions of the Company, future funding requirements, considerations, any contractual, legal or regulatory restrictions on the payment of dividends by the Company and other factors the Board deems relevant. The Directors do not provide any assurance in respect of the future level of dividends paid by the Company (nor the level of franking of, or conduit foreign income attaching to, any future dividends paid by the Company).

7. Risk Factors

7. Risk Factors

7.1 Introduction

This Section 7 describes some of the potential risks associated with an investment in Artrya.

An investment in Artrya is subject to risk factors specific to Artrya and its business activities and those of a more general nature including general risks associated with investing in Shares. Any, or a combination, of these risk factors may have a material adverse effect on Artrya's business, financial condition, operating and financial performance, growth, and/or the value of its Shares. Many of the circumstances giving rise to these risks and the occurrence of consequences associated with each risk are partially or completely outside the control of Artrya, its Directors and Management.

Section 7 does not purport to list every risk that may be associated with an investment in Shares now or in the future. Additional risks that Artrya is unaware of, or that Artrya currently considers to be immaterial, also have the potential to have a material adverse effect on Artrya's business, financial condition, operating and financial performance, growth, and/or the value of the Shares.

The selection of risks in this section has been based on an assessment of a combination of the probability of the risk occurring and the impact of the risk if it did occur. The assessment is based on the knowledge of the Directors as at the Prospectus Date; however, there is no guarantee or assurance that the importance of risks will not change or that other risks will not emerge.

Before deciding whether to invest in Artrya by applying for Shares, you should read the entire Prospectus and satisfy yourself that you have a sufficient understanding of these matters, and you should consider whether Shares are a suitable investment for you having regard to your own investment objectives, financial circumstances and particular needs (including financial and taxation issues). If you do not understand any part of the Prospectus or are in any doubt as to whether to invest in Artrya, you should seek professional advice from your stockbroker, accountant, lawyer, financial adviser or other independent professional adviser before deciding whether to invest.

7.2 Business and industry risk factors

(A) ARTRYA OPERATES IN A COMPETITIVE INDUSTRY

The medical technology and diagnostic industries are highly competitive, and include companies with significantly greater financial, technical, human, research and development, and marketing resources than Artrya.

Artrya faces a number of risks in this regard, including that:

- existing competitors could increase their market share through marketing campaigns, product research and development, strategic alliances with industry bodies, favourable distribution partnerships, price discounting or acquisitions;
- existing or new competitors could offer products at lower prices, which may affect the ability of Artrya to sustain or increase prices and attract or retain customers;
- Artrya's products may fail to meet customer expectations;
- Artrya may fail to increase adoption and usage of its products;
- Artrya may fail to anticipate and respond to changing opportunities, legislation, technology or customer requirements in the industry as quickly as competitors;
- existing or new competitors may discover and develop new products or improve existing products, which may improve their competitive positioning relative to Artrya; and
- there may be a number of new entrants into the CCTA market that could develop software solutions that compete with Artrya's product offering.

As a consequence of these risks, Artrya's current and future technologies and products may become obsolete or uncompetitive, resulting in adverse effects on revenue, margins and profitability.

(B) INNOVATIVE TECHNOLOGICAL DEVELOPMENT – CLINICAL AND PRODUCT DEVELOPMENT

Artrya's product candidates are at a relatively early clinical stage and further clinical study using varied patient populations and larger sample sizes is necessary. No guarantee can be provided that the proposed clinical work will be successful or result in an approved product.

It will be necessary for Artrya to undertake further development of its clinical findings to progress its diagnostic test(s) into a format that can be readily used by appropriate testing parties. There is no guarantee that this work will be successful in presenting its test(s) in a format that is accessible and acceptable to the market.

7. Risk Factors Continued

(C) FAILURE TO RETAIN EXISTING CUSTOMERS AND ATTRACT NEW CUSTOMERS

The success of Artrya's business relies on its ability to attract new customers. Artrya primarily generates revenue through customers using its product by which customers typically "pay as you go" or pay a subscription fee. Artrya cannot guarantee that any future customers will not terminate their current service offering at the end of their initial contract term or any subsequent term. There is a risk that future customers may reduce or cease usage of Artrya's services or that they may not increase their usage, which would result in a reduction, or limited growth, in the revenue generated by Artrya.

To the extent that Artrya's product needs to be integrated within a customer's information technology environment, there is a risk that the incorrect or improper integration or use of Artrya software could result in customer dissatisfaction, customer data loss or corruption, and negatively affect Artrya's business, operations, financial results and growth prospects. There is also a risk that the incorrect or improper integration or use of Artrya software, its failure to train customers on how to efficiently and effectively use its product, or Artrya's failure to provide adequate integration, maintenance or support services to its customers, may adversely affect Artrya's reputation and result in a reduction in new sales, reoccurring sales by existing customers and loss of customers, or negative publicity or legal claims against Artrya.

(D) FUTURE PROFITABILITY

Artrya is still in the early sales and commercialisation stage for its Salix product. To date, it has funded its operations principally through issuing securities, seeking research and development tax refunds and by applying for grants. Artrya is not yet profitable and has historically incurred losses.

There is no guarantee that Artrya will be able to grow its product sales in any jurisdiction. There is no guarantee that Artrya will be successful in obtaining FDA clearance for its products, nor is there any guarantee that regulatory approvals will be obtained for any of Artrya's products in other target jurisdictions such as Canada, the UK and the EU. Further, regulatory approval and clearance of Artrya's products is not in itself a guarantee of market adoption of Artrya's products, the latter being crucial for revenue generation and profitability.

If Artrya's products fail to penetrate the Australian and international markets, or if it fails to obtain the required regulatory approvals for its products, Artrya may never become profitable.

Other factors that will determine Artrya's profitability are its ability to manage costs, the ability to execute its development and growth strategies, economic conditions in the markets in which it operates, competitive factors and regulatory developments. Accordingly, the extent of future profits, if any, and the time required to achieve a sustained profitability are uncertain. Moreover, the level of any profitability cannot be predicted.

(E) COVID-19

Events related to the coronavirus pandemic (**COVID-19**) have resulted in significant market volatility and economic uncertainty on a global basis. Despite the increasing prevalence of COVID-19 vaccinations and reducing case numbers across certain geographies, there remains continued uncertainty as to the ongoing and future response of governments and authorities. There also remains a likelihood of an economic downturn of unknown duration or severity in certain jurisdictions going forward. As a result, Artrya may experience some customer losses, including due to bankruptcy or Artrya's customers ceasing operations, which may result in an inability to collect receivables from these customers. Artrya may also experience a decrease or delay in customer spending on developing new or existing products, which may impact the Company's ability to win new customers, upsell existing customers or expand its revenue base over time. It may also result in lengthening Artrya's sales cycle and pipeline (particularly where customers reduce their technology investment, purchase shorter term contracts or request pricing concessions), any of which could result in decreased revenue and cash flows for Artrya.

In addition, COVID-19 has impacted how Artrya and its customers and partners are operating their businesses, including as a result of local, state and federal government public health orders, travel restrictions and business shutdowns. If such trends continue or re-emerge as a result of a new wave of infections, they may negatively impact Artrya's business and its operating and financial performance. The duration and extent to which such restrictions may impact Artrya and its customers is uncertain, and may prove difficult to assess or predict, particularly over the medium to longer term.

(F) PRICING RISK

Artrya primarily generates revenue by charging "pay-as-you-go" fees or subscription fees to its customers for the length of the contract. Artrya's customers may try to renegotiate contract terms for more favourable discounts, which would result in a direct reduction in the revenue generated by Artrya.

To stay competitive, Artrya may need to adjust its pricing models, or invest significantly more in innovation and development in relation to Artrya's products. Increases in costs of third-party software used by Artrya and other costs of servicing Artrya's products may decrease the margin Artrya can earn under its pricing models, if it is unable to pass on those increases to its customers a result of competitive pressures or because their existing contracts prevent Artrya from doing so. Further, changes in customer behaviour, including, for example, changes in demand for different products, contract terms or changes in customer preferences in how the customers choose to interact with Artrya, may adversely impact on the margin Artrya is able to achieve from Artrya contracts. Any of these factors may lead to lower profitability.

(G) FAILURE TO REALISE BENEFITS FROM PRODUCT RESEARCH AND DEVELOPMENT

Developing software and technology is expensive and often involves an extended period of time to achieve a return on investment. An important aspect of Artrya's business is to continue to invest in innovation and related product development opportunities. Artrya believes that it must continue to dedicate resources to innovation efforts to develop Artrya's software and technology product offering to maintain its competitive position. Artrya may not, however, receive benefits from this investment for several years or may not receive benefits at all.

(H) UNFORESEEN EXPENDITURE

Expenditure may need to be incurred that has not been foreseen by Artrya. Although Artrya is not aware of any such additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of Artrya and its proposed business plans.

(I) LITIGATION, DISPUTES AND CLAIMS

Artrya may be subject to litigation and other disputes and claims in the ordinary course of its business, including employment disputes, contractual disputes, indemnity claims, occupational health and safety claims, or criminal or civil proceedings in the course of its business. Such litigation, disputes and claims, including the cost of settling claims or paying any fines, operational impacts and reputational damage could materially adversely affect Artrya's business, operating and financial performance.

As at the date of this Prospectus, Artrya is not involved in any material legal proceedings and the Directors are not aware of any material legal proceedings pending or threatened against Artrya.

(J) ABILITY TO ATTRACT AND RETAIN KEY PERSONNEL

A perceived critical component of Artrya's success is the ongoing retention of key personnel, specifically members of the management and product development teams. There is a risk that Artrya may not be able to attract and retain key personnel or be able to find effective replacements for those key personnel in a timely manner. Employee dissatisfaction with Artrya's culture may make attracting and retaining skilled and qualified personnel more difficult, which in turn may adversely affect Artrya's business. Departures may also occur for other reasons, including employee desire for career advancement, higher remuneration or dissatisfaction with Artrya's transition to a listed company. Any of these factors could impact Management's ability to operate the business and achieve performance targets and strategic growth objectives.

Further, the market for highly skilled technology staff can be competitive, and that does create additional risks if there is a prolonged period for an open vacancy and Artrya has not been successful in sourcing a suitable candidate. Since Artrya relies on the technological expertise of its employees to maintain and develop intellectual property, the loss of key personnel may lead to a loss of operational knowledge, technology capabilities, key partner and customer relationships, and industry expertise, as well as delays in the development, launch and commercialisation of new software features or applications.

(K) INSURANCE

The Company will maintain insurance coverage that is substantially consistent with industry practice. However, there is no guarantee that such insurance or any future necessary coverage will be available to the Company at competitive premiums (if at all) or that, in the event of a claim, the level of insurance carried by the Company now or in the future will be adequate. The occurrence of an event that is not covered or fully covered by insurance could have a material adverse effect on the business, financial condition and results of the Company.

7. Risk Factors Continued

(L) PROTECTION OF INTELLECTUAL PROPERTY

Artrya's success, to a large extent, will depend on its ability to obtain patents, as well as maintain both trade secrets protection and copyright protection over its proprietary software and algorithms. It will also depend on its ability to operate without infringing the proprietary rights of third parties.

Artrya's patent applications are still pending. Examination of patent applications may be expensive and time-consuming, with no guarantee that lodged patent applications will result in granted patents. It may also take longer than expected for patents to be granted and, even if granted, the claims of any patents that are granted may not provide meaningful protection. Additional patent applications may need to be filed to provide more comprehensive protection. No assurance is given that Artrya's current and future patent applications collectively will fully protect all aspects of Artrya's product.

If patents are not granted, or if granted only for limited claims, then the value of Artrya's intellectual property may be significantly diminished, and its intellectual property may be able to be copied or reproduced or otherwise circumvented by third parties, such that Artrya may not be able to achieve its objectives, commercialise its products, or generate revenue or other returns. Further, any information contained in patent applications will become part of the public domain, and so will not be protected as confidential information.

In addition, to the extent that Artrya obtains granted patents in the future, the granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology to avoid the patented technology, or that a competing company does not infringe such patents.

There is a risk that Artrya may be unable to detect the unauthorised use of intellectual property rights in all instances, in particular with respect to trade secrets and software.

There is a risk that actions taken by Artrya such as data encryption, access controls, information classifications and training and general awareness may not be adequate in all circumstances and may not prevent the misuse or misappropriation of intellectual property or deter the independent development of similar products by others.

There is also a risk that Artrya's intellectual property may be compromised in a number of ways, including:

- Artrya employees may breach operational procedures, or employees, ex-employees or third parties may breach confidentiality obligations, or infringe or misappropriate Artrya's intellectual property, compromising both Artrya's competitive advantage and Artrya's ability to protect its trade secrets;
- Artrya's third-party vendors may gain insights into Artrya's intellectual property, including Artrya's proprietary systems, and use these findings to develop alternative technologies that compete with Artrya's; and/or
- third parties may develop non-infringing competitive technology.

Any such breaches or competing technologies could erode Artrya's competitive position, which could have a material adverse impact on Artrya's business, operating and financial performance, and/or growth.

If Artrya believes its intellectual property rights have been infringed, it may initiate or otherwise be involved in litigation against third parties for infringement, or to establish the validity of Artrya's rights. Any litigation, whether or not successful, could be costly, time-consuming and potentially difficult to enforce, and would divert the efforts of its personnel.

Further, there is a risk Artrya may be subject to litigation based on allegations of infringement or other violations of intellectual property rights by third parties. Artrya may in the future receive notices that claim Artrya has misappropriated, misused, or infringed other parties' intellectual property rights, and, to the extent Artrya gains greater market visibility, Artrya faces a higher risk of being the subject of intellectual property infringement claims.

If a third party accuses Artrya of infringing its intellectual property rights or if a third party commences litigation against Artrya for the infringement of patent or other intellectual property rights, Artrya may incur significant costs in defending such action, whether or not it ultimately prevails. Costs that Artrya incurs in defending third-party infringement actions would also include diversion of Management's and technical personnel's time. In the event of a successful claim of infringement against Artrya, it may be required to pay significant damages and obtain one or more licences from the prevailing third party. If it is not able to obtain these licences at a reasonable cost, if at all, it could encounter delays in product introductions and loss of substantial resources while it attempts to develop alternative products.

If there is a successful claim for infringement against Artrya, depending on the jurisdiction in which the claim is pursued, the successful party may also obtain injunctive relief to prevent Artrya from supplying its products in that jurisdiction.

(M) HEALTHCARE INSURERS AND REIMBURSEMENT

In both domestic and foreign markets, sales of Artrya's products are likely to depend in part upon the availability and amounts of reimbursement from third-party healthcare payer organisations, including government agencies, private healthcare insurers and other healthcare payers such as health maintenance organisations and self-insured employee plans. There is considerable public policy and government pressure to reduce healthcare costs and government and other third-party payers are increasingly attempting to contain healthcare costs by limiting both coverage and the level of reimbursement for new products.

No assurance can be given that reimbursement will be provided by these parties at all or without substantial delay, or, if reimbursement is provided that the approved reimbursement amounts will be sufficient to enable Artrya to sell its products on a profitable basis.

(N) DISRUPTION OR FAILURE OF TECHNOLOGY AND SOFTWARE SYSTEMS AND CYBER SECURITY

Artrya and its customers are dependent on the performance, reliability and availability of Artrya's products, third-party data centres and communications systems (including servers, the internet, hosting services and the cloud environment in which Artrya provides its products). There is a risk that these systems may fail to perform as expected or be adversely impacted by a number of factors, some of which may be outside of Artrya's control, including damaged or faulty equipment, disruption, failure, service outages, data corruption or breaches that could occur as a result of computer viruses malware, hacking or cyber attacks, or other disruptions including natural disasters, power surges or outages, terrorist attacks or similar events. This may result in the loss, theft, corruption or unauthorised disclosure of confidential information and data, reputation damage, damage to or loss of customer relationships, and substantial costs may be incurred in identifying, investigating, mitigating, remediating such an event, which may or may not be recoverable or addressed by insurance.

There is also a risk that undetected errors, defects, failures or "bugs" may occur in Artrya's products or certain IT architecture, systems or processes, especially when updates or capabilities are first introduced or when new versions or updates are released, which may make its processing capacity or other use ineffective, corrupt or unsuitable for the designed purpose, or incapable of scaling in line with customer expectations or the growth profile of Artrya's business.

Further, there is a risk that the measures taken to protect Artrya's products or information technology systems from accidental or deliberate events such as cyber attacks, computer viruses, "bugs" or "worms", malware, internal or external misuse, trusted insiders involving theft of data, acts of vandalism or other security breaches may prove to be inadequate. Any of these events may result in a significant disruption to Artrya's systems and operations, loss of confidential or proprietary information or intellectual property, a loss of confidence in Artrya and its products or other reputational damage, loss of customers, significant legal and financial exposure, potential breaches of applicable laws and regulatory scrutiny or actions. Artrya may also incur costs to rectify concerns, including system vulnerabilities or in introducing additional safeguards to minimise the risk of future events of this nature. Any of these events could adversely impact Artrya's reputation, business and financial performance.

(O) PRODUCT LIABILITY

As with all new diagnostic support products, even after the granting of regulatory approval, there is no assurance that unforeseen adverse events or manufacturing defects will not arise. Adverse events could expose Artrya to product liability claims or litigation, resulting in the removal of the regulatory approval for the relevant products and/or monetary damages being awarded against Artrya. In that event, Artrya's liability may exceed the insurance coverage it might hold (if any) at the time.

(P) THIRD-PARTY SUPPLIER RISKS

Artrya relies on hosted cloud technologies provided by AWS and may use other cloud services in the future to operate critical functions of its business and services. Artrya may in the future experience website and cloud service disruptions, storage failures, outages and other performance problems related to these vendors. If these services are unavailable, Artrya could suffer interruptions to its business, damage to its reputation, be exposed to legal liability, and lose customers, all of which could negatively affect Artrya's business. In addition, any increase in price from, or termination of contracts for any reason with, third-party service providers could negatively impact Artrya's operating and financial performance and reputation. In such circumstances, Artrya may be required to undertake additional development tasks internally or find new suppliers of such services, who may offer less favourable terms.

7. Risk Factors Continued

(Q) FUTURE FUNDING REQUIREMENTS AND ABILITY TO ACCESS CAPITAL MARKETS

Although Artrya believes that, on Completion of the Offer, it will have sufficient working capital to meet its operational requirements and business objectives, there can be no assurance that such objectives can be met without further financing or, if further financing is necessary, that financing can be obtained on favourable terms at all.

In the future, Artrya could be required to raise capital through public or private financing or other arrangements. Such financing may not be available on acceptable terms, or at all, and a failure to raise capital when needed could harm Artrya's business. If Artrya cannot raise funds on acceptable terms, it may not be able to grow its business or respond to competitive pressures. This may force curtailment of product development and other growth initiatives, operations, or both, or may adversely impact the ability of Artrya to remain solvent and may force Artrya to either dispose of operating assets or close down entirely.

Artrya may rely on debt funding to help fund its business operations in the future. If debt funding is used in the future, the Company will face refinancing risk if it is unable to refinance its debt when it falls due. If this occurs, the terms available to Artrya (including in relation to pricing) on refinancing with a new debt facility may not be as favourable as those under its existing debt facilities at the time and, if there is a deterioration in the level of debt market liquidity, this may prevent the Company from being able to refinance some or all of its debt.

(R) CURRENCY RISK

Revenue and expenditures in overseas jurisdictions are subject to the risk of fluctuations in foreign exchange markets. Artrya's payment obligations under some of its material contracts are in foreign currencies (in particular, GB£ and US$). Accordingly, payment may be made in GB£, US$ and other currencies, and may exceed the budgeted expenditure if there are adverse currency fluctuations against the Australian dollar. Artrya has no plans at this stage to hedge its foreign currency payments.

(S) RELIANCE ON SAAS-BASED SOLUTIONS

Artrya's future revenue and growth depends on the increasing adoption of SaaS-based diagnostic solutions. It may be difficult to persuade potential customers to change their existing legacy on-premises, manual solutions and adopt SaaS-based diagnostic solutions like Artrya's Salix solution. If Artrya's solutions are not used by more organisations, and the market for SaaS-based diagnostic solutions fails to grow, Artrya's products could be adversely affected and revenue growth may slow.

(T) FAILURE TO IDENTIFY, EXECUTE AND REALISE BENEFITS FROM M&A OR STRATEGIC PARTNERSHIPS

Artrya may pursue mergers and acquisitions (M&A), or enter into strategic partnerships, in order to realise benefits including inorganic growth, accelerated development or delivery of Artrya's products, increased customer base, or the provision of new offerings. There is a risk that Artrya may not be successful in identifying attractive opportunities. Furthermore, the identification, evaluation and negotiation of these opportunities may require significant time and effort from key members of management and employees, and may result in disruptions to the business. Additionally, there is a risk that Artrya's competitors have a greater willingness and ability to pay for opportunities that Artrya is interested in.

There is also a risk that Artrya is unsuccessful in integrating new businesses or assets into its existing products in a timely manner, or that the new businesses or assets do not result in the benefits anticipated. This may include the potential challenges in integrating development teams as a result of different practices and processes being employed. Artrya cannot guarantee that every acquisition or partnership that it makes or enters into will result in favourable outcomes for the business. Artrya may seek to undertake further acquisitions in the future, both domestically and globally. Artrya may choose to integrate strategic acquisitions, which includes the process of transitioning customers of the acquired business onto Artrya's products. Artrya may also implement aspects of the acquired business or products to enhance its existing business.

Future expansion by acquisition may be affected by factors beyond Artrya's control (including without limitation, commercial or regulatory changes), which may result in there being limited or unsuitable acquisition opportunities at the relevant time. There can be no assurance that suitable future acquisition opportunities will arise or if they do arise that they will be able to be made on acceptable terms.

(U) COMPLIANCE WITH LAWS, REGULATIONS AND INDUSTRY COMPLIANCE STANDARDS

Artrya must comply with a range of laws, regulations and industry standards in the jurisdictions in which it operates, including in relation to privacy, data protection, and unsolicited communications. Failure by Artrya to comply with laws, regulations and industry compliance standards may result in litigation, regulatory inquiry or investigation, fines and penalties, or significant reputational damage that could have an adverse effect on Artrya's business.

Artrya may also become subject to new laws, regulations or industry standards, or new or changed interpretations of existing laws, regulations or industry standards, or enhanced supervisory expectations regarding the management of legal and regulatory compliance risks associated with such laws, regulations and industry standards. Additionally, Artrya may become subject to more proactive enforcement by relevant regulators or compliance with such laws, regulations and industry standards. New or amended laws, regulations or industry compliance standards, or new or changed interpretations of existing laws, regulations or industry standards, could restrict Artrya's ability to provide its services, result in changes to Artrya's business model, limit or restrict the amount of fees charged by Artrya or make compliance more difficult or expensive, any of which may have an adverse impact on the Artrya's revenue and its financial performance.

7.3 Investment risk factors

(A) PRICE OF SHARES

Once Artrya becomes a publicly listed company on the ASX, it will become subject to general market risk that is inherent for all entities with securities listed on a securities exchange. This may result in fluctuations in the Share price that are not explained by the fundamental operations and activities of the Company.

The price of Shares quoted on the ASX may rise or fall and the Shares may trade below or above the Offer Price due to a number of factors. These include, but are not limited to, the following:

- the number of potential buyers or sellers of Shares on the ASX at any given time;
- fluctuations in the domestic and international market for listed stocks;
- general economic conditions including the unemployment rate, interest rates, inflation rates, exchange rates, commodity and oil prices, and changes to government fiscal, monetary or regulatory policies, legislation or regulation;
- recommendations by brokers or analysts;
- inclusion in, or removal from, market indices;
- global hostilities, tensions, and acts of terrorism;
- the nature of the markets in which the Company operates; and
- general operational and business risks.

These factors may cause the Shares to trade at prices below the price at which the Shares are being offered under this Prospectus. There is no assurance that the price of the Shares will increase following quotation on the ASX, even if the Company's earnings increase. General economic conditions (both domestically and internationally) may adversely impact on the price of the Shares after Listing as well as the Company's ability to pay dividends. This includes an increase in unemployment rates, negative consumer and business sentiment and changes in interest rates, among other factors. As a result of the above-mentioned factors, the Company is unable to forecast the market price for Shares and they may trade on the ASX at a price that is below the Offer Price.

(B) LIQUIDITY OF SHARES

Following Artrya's Listing on the ASX, there can be no guarantee that an active market will develop. There may be relatively few or many potential buyers or sellers of the Shares on the ASX at any time, which may increase the volatility of the market price of the Shares, prevent investors from acquiring more Shares or disposing of Shares they acquire under the Offer, or result in Shareholders receiving a market price for their Shares that is less than the price that Shareholders paid.

7. Risk Factors Continued

(C) GENERAL ECONOMIC CONDITIONS

Artrya's future viability is also dependent on a number of other factors that affect many businesses and not just those competing in the medical technology industry, including, but not limited to:

- general economic conditions in industry verticals in which Artrya and Artrya's customers operate;
- changes in government policies, taxation and other laws in jurisdictions in which Artrya operates;
- the strength of the equity and share markets in Australia and throughout the world, and in particular, investor sentiment towards the technology sector; and
- the movement in, or outlook on, interest rates and inflation rates in jurisdictions in which Artrya operates.

Any or all of these factors could have an adverse impact on Artrya's business, financial performance and operations.

(D) RISK OF SHAREHOLDER DILUTION

In the future, Artrya may elect to issue shares (including pursuant to incentive arrangements) or engage in fundraising activities for a variety of reasons, including funding acquisitions or growth initiatives. Artrya will be subject to the constraints of the ASX Listing Rules regarding the percentage of capital that Artrya is able to issue within a 12-month period (other than where exceptions apply). Shareholders may be diluted as a result of such issues of shares and fundraisings.

(E) FORCE MAJEURE EVENTS

Events may occur within or outside Australia that negatively impact global, Australian or other local economies relevant to Artrya's financial performance, operations and/or the price of Shares. These events include but are not limited to an increase of the impact of COVID-19, new pandemics, acts of terrorism, an outbreak of international hostilities, fires, floods, earthquakes, labour strikes, civil wars, natural disasters, outbreaks of disease or other natural or unnatural events or occurrences that may have a material adverse effect on Artrya's supply chain, the demand for its products and its ability to conduct business.

(F) INABILITY TO PAY DIVIDENDS OR MAKE OTHER DISTRIBUTIONS

Artrya's ability to pay dividends or make other distributions in the future is contingent on profits and certain other factors, including the capital and operational expenditure requirements of the business. Therefore, there is no assurance that dividends will be paid. Moreover, to the extent that Artrya's pays any dividends, Artrya's ability to offer fully franked dividends is contingent on making Australian taxable profits and only once income tax paid exceeds the total amount of previously received R&D tax offset refunds ($1.2 million at 30 June 2021). Artrya's Australian taxable profits may be difficult to predict, making the payment of franked dividends unpredictable.

The value of franking credits to a Shareholder will differ depending on the Shareholder's particular tax circumstances. Shareholders should also be aware that the ability to use franking credits, either as a tax offset or to claim a refund after the end of the income year, will depend on the individual tax position of each Shareholder.

(G) CHANGES IN TAXATION LAWS AND THEIR INTERPRETATION

Tax laws in Australia are complex and are subject to change periodically as is their interpretation by the relevant courts and the tax revenue authorities. Changes in tax law (including transfer pricing, GST, stamp duties and employment taxes), or changes in the way tax laws are interpreted may impact the tax liabilities of the Company, Shareholder returns, the level of dividend imputation or franking, or the tax treatment of a Shareholder's investment.

In particular, both the level and basis of taxation may change. The tax information provided in this Prospectus is based on current taxation law in Australia as at the Prospectus Date. Tax law is frequently being changed, both prospectively and retrospectively.

In addition, tax authorities may review the tax treatment of transactions entered into by the Company. Any actual or alleged failure to comply with, or any change in the application or interpretation of, tax rules applied in respect of such transactions may increase the Company's tax liabilities or expose it to legal, regulatory or other actions.

An interpretation of the taxation laws by the Company that is contrary to that of a revenue authority in Australia may give rise to additional tax payable. In order to minimise this risk, the Company obtains external expert advice on the application of the tax laws to its operations (as applicable).

(H) CHANGES TO AUSTRALIAN ACCOUNTING STANDARDS

Changes to the Australian Accounting Standards (**AAS**) are determined by the Australian Accounting Standards Board (**AASB**). The AASB may, from time to time, introduce new or refined AAS. It is also possible for interpretations of existing AAS to evolve over time. This may affect the way Artrya measures and recognises accounting items, which could have adverse impacts on the business, financial performance and position reported in Artrya's financial statements. This may also affect the comparability of results from year to year.

There is also a risk that interpretation of existing AAS, including those relating to the measurement and recognition of key statement of profit or loss or balance sheet items, may differ. Any changes to the AAS or to the interpretation of those standards may have a material adverse effect on Artrya's reported financial performance and position.

7.4 Investment highly speculative

The above list of risks ought not to be taken as exhaustive of the risks faced by Artrya or by prospective investors in Artrya. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Artrya and the value of the Shares. The Shares carry no guarantee with respect to the payment of dividends, returns of capital or the market value of those Shares. Prospective investors should consider that an investment in Artrya is highly speculative and should consult their professional advisers before deciding whether to apply for Shares pursuant to this Prospectus.

Prospective investors should carefully consider these risks in light of their investment objectives, financial situation and particular needs (including financial and taxation issues). There may be risk factors in addition to these that should be considered in light of personal circumstances.

8.

Key People, Interests and Benefits

8.1 Board of Directors

Profiles of each member of the Board are set out below.

Director/Position	Experience, qualifications and expertise
 **Bernard (Bernie) William Ridgeway** *Non-Executive Chair*	Bernie brings a wealth of corporate experience to Artrya, including 37 years in private and ASX-listed companies, spending the majority of that time in the role of managing director. Bernie was Managing Director of ASX300-listed company Imdex Limited (**Imdex**) for 20 years, retiring in July 2020. During that time, Imdex's revenue grew from approximately $20 million per annum in Australia to in excess of $270 million per annum and generated from sales from over 100 countries. In that period the market capitalisation of Imdex grew from below $10 million to over $600 million and now exceeds $900 million. Significantly, in excess of 60% of revenue was generated from outside Australia. Bernie holds a Bachelor of Business in Accounting, is a qualified chartered accountant, and a Fellow of the Australian Institute of Company Directors (**FAICD**).
 **John Windsor Barrington AM** *Managing Director*	John brings more than 30 years' experience to his role as Artrya's co-founder and Managing Director, building on a proven record of strategic leadership and delivering corporate strategy at an executive and board level. John had 12 years' experience in the information technology industry with global leader Unisys before founding a management consulting practice that advised boards and CEOs of some of Australia's leading organisations on growth strategies. He founded a big-data firm that provided predictive analytics services to companies across Australia and in Asia, and has previously chaired a technology platform company. In addition to his work serving industry, John has contributed to the community at large over a long period and currently serves on the Harry Perkins Institute of Medical Research Board of Directors and is Deputy Chair of the Australian Government's Creative Economy Taskforce. He was appointed a Member of the Order of Australia in January 2019 and received the Australian Institute of Company Directors Not-for-Profit Award for Director Excellence in 2017. John holds a Bachelor of Business, MBA, and is a Fellow of the Australian Institute of Company Directors (**FAICD**) and Life Fellow of the Australian Institute of Management WA (**FAIM**).
 **John Konstantopoulos** *Executive Director – Product*	John has provided strategic advice to boards and senior executives globally on the impact of digital disruption and innovation. As the company's co-founder and Executive Director – Product, John leads the clinical and commercial development of Artrya's Salix suite of products. Previously, John was the Global Industry Leader for Electronics at IBM, where he advised CEOs and boards from some of the world's largest corporations on product commercialisation, strategy, digital transformation and enabling growth in markets such as Asia, the US and Europe. He was a member of IBM's Global Industry Academy, recognising top industry executives in IBM. In this role John was primarily responsible for defining the global industry strategy for IBM's industry segment. John also currently serves on the Faculty Advisory Council for Engineering and Science at Curtin University. He holds a degree in engineering from University of Technology, Pretoria and an IBM Certification in Management Consulting.

A summary of the Board's key corporate governance policies is set out in Section 8.7.

Each Director has confirmed to Artrya that they anticipate being available to perform their duties as a Non-Executive or Executive Director, as the case may be, without constraint from other commitments.

8. Key People, Interests and Benefits Continued

8.2 Management

Profiles of the key members of Artrya's Management team are set out below.

Member/Position	Experience, qualifications and expertise
 **Mark Wainwright** *Chief Financial Officer*	An experienced online business builder and chartered accountant, Mark co-founded, led and grew two cutting-edge online businesses and has broad experience across all aspects of establishing and growing start-ups in the exciting, highly competitive and fast-moving tech sector. As a chartered accountant, Mark has professional experience in Australia and the UK, in investment banking, corporate taxation, and public accountancy, as well as the financial management of small to medium-sized businesses/enterprises.
 **Dr Julien Flack** *Chief Technology Officer*	With nearly three decades of experience, Julien brings a broad range of software engineering skills and technical leadership to his role as Artrya's Chief Technology Officer. A strong communicator with a robust research background and author of several international papers and patents, Julien is focused on delivering world-class commercial software solutions for Artrya. Previously, Julien founded the consultancy Asmovian, which developed video analysis and machine-learning solutions for clients including BHP and SplitmediaLabs. Prior to this, in his role as Chief Technology Officer at Dynamic Digital Depth (**DDD**), he was responsible for developing and delivering patented technology solutions to Samsung, LG, Sony, Intel and MSI. In 2013, the DDD Group was awarded the AIM Best Technology Award and in 2014, Julien was one of four finalists in the Mitsubishi WA Innovator of the Year awards. Julien holds a Bachelor of Science (Hons) from Leeds University and PhD from Curtin University, both in computer science.
 **Professor Girish Dwivedi** *Chief Medical Officer*	As Artrya's Chief Medical Officer, Girish is excited to be working with industry to innovate and create solutions using advanced technology such as AI to improve health. Girish is the inaugural Wesfarmers Chair in Cardiology at the University of Western Australia (Harry Perkins Institute of Medical Research) and Consultant Cardiologist at Fiona Stanley Hospital in Western Australia. Previously, he was a clinician scientist (Canadian Institute of Health Research New Investigator) and consultant cardiologist at the University of Ottawa Heart Institute in Canada. As an international researcher trained over three continents, he has collaborated with world-leading researchers and clinicians, securing grants, driving sophisticated imaging findings and developing new methods to assess cardiovascular risk for the research community. Girish has a unique background with multimodality imaging training and accreditations. He has received numerous awards, including the Junior Clinical Chair in Imaging (2016) from the University of Ottawa, Canada, and the Banting Post-Doctoral Fellowship Award (2013) from the Canadian Institute of Health Research. He has a PhD in non-invasive cardiac imaging with the University of Manchester (UK) and has had more than 160 journal papers and articles accepted or published in peer-reviewed publications, including *American Journal of Cardiology* and *International Journal of Cardiology.*

Member/Position	Experience, qualifications and expertise
 **Janice Marcon** *Chief People and Culture Officer*	Janice has extensive experience building and sustaining a high-performance culture within an organisation. She is passionate about developing eclectic teams that work cohesively to achieve a company's objectives, and her vision is to build a world-class team at Artrya. Janice brings a proven record in implementing change in a unified way across organisations, including cultural, process and technical change. She has had great success in empowering leaders, shifting cultures within organisations to break silos, and seeking out high-potential individuals and guiding them into key roles. Previously, Janice was Executive Director of Human Resources at Argonaut, and as an integral member of its Board, helped grow the business into a multi-million-dollar company, with an increase from four to 70-plus people operating over two countries. Janice holds a Bachelor of Arts with a major in psychology from University of Western Australia and has completed postgraduate studies in Strategic Human Resources Management at the Australian Graduate School of Management. She is a Chartered Member of the Australian HR Institute, and a member of the Association of Change Management Professionals.
 **Jessica Monk** *Chief Marketing Officer*	With international experience across the UK, US and Australia, Jessica has developed and commercialised global MedTech solutions from proof of concept to launch and growth. As an entrepreneurial healthcare product and marketing leader, Jessica brings expertise from multiple therapeutic areas, across respiratory to patient monitoring and elder care. At medical technology company ResMed, Jessica launched the company's fastest selling sleep apnoea mask, and developed a solution to help physicians diagnose an elderly person's fall risk, providing real-time data points that enabled meaningful clinical interventions. Previously, Jessica was Head of Product and Marketing at Johnson Controls, where she led a team responsible for product development and go-to market strategy, including planning for customer acquisition, growth and retention, and market and competitive analysis. Jessica holds an MBA from Edinburgh Business School and Bachelor of Arts (Hons) in International Business Management with a focus on strategy.
 **Nathan Bartrop** *Company Secretary*	Nathan was appointed as Artrya's Company Secretary in April 2021. Nathan is a chartered secretary with ASX, unlisted and private company experience in Perth and Sydney. Nathan holds a Bachelor of Law and Bachelor of Commerce from the University of Western Australia and a Graduate Diploma of Applied Corporate Governance from the Governance Institute of Australia. Nathan is a fellow of Governance Institute and a member of the WA State Council. Nathan has been Company Secretary of numerous ASX-listed companies and has prior experience as an ASX Listings Compliance Adviser in Perth and Sydney.

8.3 Director disclosures

No Director has been the subject of any disciplinary action, criminal conviction, personal bankruptcy or disqualification in Australia or elsewhere in the last 10 years that is relevant or material to the performance of their duties as a Director of the Company, or which is relevant to an investor's decision as to whether to subscribe for Shares.

No Director has been an officer of a company that has entered into any form of external administration as a result of insolvency during the time that they were an officer or within a 12-month period after they ceased to be an officer.

8. Key People, Interests and Benefits Continued

8.4 Interests, benefits and remuneration

This Section 8.4 sets out the nature and extent of the interests and fees of certain persons involved in the Offer. Other than as set out below or elsewhere in this Prospectus, no:

- Director or proposed Director of Artrya;
- person named in this Prospectus and who has performed a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Prospectus;
- promoter of Artrya; or
- underwriter to the Offer or financial services licensee named in this Prospectus as a financial services licensee involved in the Offer,

holds as at the time of lodgement of this Prospectus with ASIC, or has held in the two years before lodgement of this Prospectus with ASIC, an interest in:

- the formation or promotion of Artrya;
- property acquired or proposed to be acquired by Artrya in connection with its formation or promotion; or
- the Offer,

and no amount (whether in cash, Shares or otherwise) has been paid or agreed to be paid, nor has any benefit been given or agreed to be given, to any such person for services in connection with the formation or promotion of Artrya or the Offer or to any Director or proposed Director to induce them to become, or qualify as, a Director.

(A) MANAGING DIRECTOR REMUNERATION

Refer to Section 8.4(h)(1) for a description of the Managing Director's remuneration.

(B) EXECUTIVE DIRECTOR – PRODUCT REMUNERATION

Refer to Section 8.4(h)(2) for a description of the Executive Director – Product's remuneration.

(C) NON-EXECUTIVE DIRECTOR REMUNERATION

Under the Constitution, the Company in general meeting may determine the maximum aggregate remuneration to be provided to or for the benefit of the Non-Executive Directors as remuneration for their services as a Director. Further, under ASX Listing Rules, the total amount of director's fees paid to the Directors (subject to certain exceptions) must not exceed in aggregate in any financial year the amount fixed by the Company's members in general meeting.

Initially, and until a different amount is determined, the maximum aggregate Directors' remuneration for the purposes of ASX Listing Rules and the Constitution is $500,000 per annum. This amount excludes, among other things, amounts payable to any executive Director under any executive services agreement with the Company or any special remuneration that the Board may grant to the Directors for special exertions or additional services performed by a Director for or at the request of the Company, as well as any securities issued to Directors (or which are intended to be issued to Directors) as disclosed in this Prospectus, or which are issued to a Non-Executive Director under ASX Listing Rule 10.11 or 10.14 with the approval of Shareholders.

As Non-Executive Chair, Bernie Ridgeway receives $50,000 per annum in Director's fees, including superannuation payments required by law to be made. The Board will consider fees payable to any Non-Executive Director that may join the Board in the future.

(D) NON-EXECUTIVE DIRECTOR APPOINTMENT LETTERS

Prior to the Prospectus Date, Bernie Ridgeway as Non-Executive Director, has entered into an appointment letter with the Company confirming the terms of his appointment, roles and responsibilities and the Company's expectations of him as a Director.

(E) DEEDS OF INDEMNITY, INSURANCE AND ACCESS

The Company has entered into a deed of access, indemnity and insurance with each Director. Each deed contains the Director's right of access to certain books and records of the Company or Group Company for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires.

Pursuant to the Constitution, the Company must indemnify all Directors, executive officers and other officers, past and present, against all liabilities incurred as an officer of the Company or Group Company to the extent permitted by law. Under the deed of access, insurance and indemnity, the Company indemnifies each Director against any liability that may arise from their position as an officer of the Company or Group Company, to the extent permitted by law. The deed provides that the Company must meet the full amount of any such liabilities, including legal costs that are reasonably incurred, charges and expenses. Pursuant to the Constitution, the Company may arrange and maintain directors' and officers' insurance for its Directors to the extent permitted by law.

Under the deed of access, insurance and indemnity, the Company must maintain such insurance for the period from the date of the deed until seven years after the Director ceases to hold office of the Company or Group Company. This seven-year period can be extended where certain proceedings or investigations commence before the seven-year period expires. In this summary, "Group Company" means the Company, a subsidiary of the Company, any companies that are 50% or more owned directly or indirectly by any other Group Company, or any partnership or unincorporated joint venture in which any Group Company or a related body corporate of the Company has an interest of 50% or more.

(F) OTHER INFORMATION

Directors are entitled to be paid for travelling and other expenses incurred in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of committees of the Board.

Any Director who performs extra services, makes any special exertions for the benefit of the Company or who otherwise performs services that, in the opinion of the Board, are outside the scope of the ordinary duties of a non-executive director, may be remunerated for the services (as determined by the Board) out of the funds of the Company. These amounts are in addition to the fees set out in Section 8.4(b).

(G) DIRECTORS' SHAREHOLDINGS

The Directors are not required by the Constitution to hold any Shares.

It is expected that the following Directors will personally, or through entities with which they are associated, hold the following Shares and/or Options on Completion.

Director	Shares	Options
Bernard (Bernie) William Ridgeway, Non-Executive Chair	1,113,637 Shares[1] (held by Keeble Nominees Pty Ltd as trustee for the Ridgeway Self-Managed Super Fund) 886,362 Shares[2]	2,000,000 Options (held by Wear Services Pty Ltd as trustee for the Pegasus Trust)
John Windsor Barrington AM, Managing Director	7,340,910 Shares[1] (held as trustee of the BHT Family Trust) 185,185 Shares[2]	5,000,000 Options (held as trustee of the BHT Family Trust)
John Konstantopoulos, Executive Director – Product	7,000,000 Shares (held by Erika Konstantopoulos as trustee for the IEMK Family Trust)	5,000,000 Options (held by Erika Konstantopoulos as trustee for the IEMK Family Trust)

Notes:

1. Shares held as at the Prospectus Date.
2. Shares expected to be applied for under the Offer at the Offer Price per Share. These holdings may be held by the Director or through an entity associated with them.

Further information on the terms of the Options is set out in Section 8.4(h).

Upon exercise, each of the above Options will convert into one fully paid ordinary share in the capital of Artrya, which will rank equally with Artrya's other fully paid ordinary shares on issue at the time of exercise.

Shares acquired by the Directors under the Offer will not be subject to escrow arrangements.

8. Key People, Interests and Benefits Continued

(H) EXECUTIVE REMUNERATION

(1) Managing Director

Details regarding the terms of employment of the Managing Director, John Barrington AM, are set out below.

Term	Description
Employer	Mr Barrington is employed by Artrya Limited.
Remuneration	Mr Barrington's salary is $475,000. Mr Barrington's remuneration package is reviewed annually. The Company will also reimburse Mr Barrington for any expenses reasonably incurred during the performance of his duties in accordance with Company policy.
Termination	Mr Barrington's employment may be terminated by the Company upon giving 12 months' written notice or by Mr Barrington upon giving 12 months' notice.
Intellectual property	Mr Barrington acknowledges and agrees that: • the Company owns all intellectual property that he creates or contributes to during the term of his employment; and • Mr Barrington will not do anything to invalidate or dispute the Company's ownership of any intellectual property. Mr Barrington assigns the Company ownership of all intellectual property produced, improved, developed, contributed to or otherwise brought into existence by Mr Barrington during the course of, or in connection with his employment.
Restraints	Mr Barrington must not be engaged, concerned or interested in any other business that directly relates to the Company's business or anticipated research or development of the Company without the Company's prior written consent. However, he may hold shares in companies listed on any recognised stock exchange without the Company's prior written consent if he holds less than 5% of the issued shares of any class of any one company. After his employment ends, for the Restricted Period and in the Restricted Area (as those terms are defined below): • Mr Barrington must not be employed or engaged by a competitor to provide services similar to those he provided to the Company; • Mr Barrington must not induce any director or employee of the Company to terminate his or her engagement with the Company; and • Mr Barrington must not solicit or persuade any customer or client of the Company to cease or reduce business with the Company. The **Restricted Period** is a period of up to 36 months post-employment depending on the period of employment. The **Restricted Area** is worldwide, or failing that, Australia, or failing that, Western Australia. If the restriction is deemed void but would be valid if reduced, the restrictions will apply with the modifications necessary to make them effective. These post-employment restrictions will not apply where the Company has provided Mr Barrington with consent.

(2) Executive Director – Product

Details regarding the terms of employment of the Executive Director – Product, John Konstantopoulos, are set out below.

Term	Description
Employer	Mr Konstantopoulos is employed by Artrya Limited.
Remuneration	Mr Konstantopoulos' salary is $475,000. Mr Konstantopoulos' remuneration package is reviewed annually. The Company will also reimburse Mr Konstantopoulos for any expenses reasonably incurred during the performance of his duties in accordance with Company policy.
Termination	Mr Konstantopoulos' employment may be terminated by the Company upon giving 12 months' written notice or by Mr Konstantopoulos upon giving 12 months' notice.
Intellectual property	Mr Konstantopoulos acknowledges and agrees that: • the Company owns all intellectual property that he creates or contributes to during the term of his employment; and • Mr Konstantopoulos will not do anything to invalidate or dispute the Company's ownership of any intellectual property. Mr Konstantopoulos assigns the Company ownership of all intellectual property produced, improved, developed, contributed to or otherwise brought into existence by Mr Konstantopoulos during the course of, or in connection with his employment.
Restraints	During employment, Mr Konstantopoulos must not be engaged, concerned or interested in any other business that directly relates to the Company's business or anticipated research or development of the Company without the Company's prior written consent. However, he may hold shares in companies listed on any recognised stock exchange without the Company's prior written consent if he holds less than 5% of the issued shares of any class of any one company. After his employment ends, for the Restricted Period and in the Restricted Area (as those terms are defined below): • Mr Konstantopoulos must not be employed or engaged by a competitor to provide services similar to those he provided to the Company; • Mr Konstantopoulos must not induce any director or employee of the Company to terminate his or her engagement with the Company; and • Mr Konstantopoulos must not solicit or persuade any customer or client of the Company to cease or reduce business with the Company. The **Restricted Period** is a period of up to 36 months post-employment depending on the period of employment. The **Restricted Area** is worldwide, or failing that, Australia, or failing that, Western Australia. If the restriction is deemed void but would be valid if reduced, the restrictions will apply with the modifications necessary to make them effective. These post-employment restrictions will not apply where the Company has provided Mr Konstantopoulos with consent.

(I) FORMER EMPLOYEE OPTION PLAN

The Company's Employee Option Plan 2019 (**Former EOP**) was approved on 25 November 2019 to provide ongoing incentives to employees or Directors of the Company who were determined by the Board to be eligible to receive grants of options under the Former EOP. No further options are expected to be issued under the Former EOP.

The Company has applied for a waiver in relation to ASX Listing Rule 1.1 (Condition 12) which requires that the Company's options on issue have an exercise price of at least $0.20.

8. Key People, Interests and Benefits Continued

The key features of the Former EOP are outlined in the table below.

Term	Description
Employee rights	Under the Former EOP, the Company has sole discretion to select persons to participate in the Former EOP (**Eligible Persons**). The Company may offer or issue to the Eligible Persons options to acquire a specified number of the Company's shares at an exercise price, granted at the discretion of the Board.
Price	Options issued under the Former EOP may be made on such terms as the Board determines in its absolute discretion. The options' exercise price under the Former EOP is the price as determined by the Board and included in the offer giving rise to that option.
Vesting and exercise of Employee rights	Options will vest and become exercisable by a participant upon the satisfaction of any conditions specified in the offer. Vesting conditions may be varied by the Board. The options issued under the Former EOP will convert into ordinary shares in Artrya on a one-for-one basis on exercise. In the event that vesting conditions or other vesting events are not specified in the offer, then the following vesting conditions apply: (a) the options only vest while the participant remains employed with the Company; (b) the options cease to vest for the duration of any unpaid leave of absence; and (c) 25% of the options subject to the offer will vest 12 months after being issued (**Year 1**), and the remaining 75% of the options will vest on a quarterly basis over the three-year period after the end of Year 1.
Exit event	If the company expects an exit event to occur (including a sale of all shares on issue or an IPO), or an exit event occurs that is not anticipated by the Company, the Company may (in its absolute discretion): (a) buy back or cancel some or all of the options in exchange for their market value; (b) notify an optionholder of the number of options that will vest as a result of the exit event occurring; and/or (c) require that all options that have vested be exercised. Artrya does not intend to take any of the actions described above prior to or upon Listing. As such, the options issued under the Former EOP will continue post-Listing in accordance with its terms and will be subject to the Escrow arrangements described in Section 9.7.
Disposal restrictions	The Board may determine that conditions apply to some or all of the options or shares and determine the terms and conditions applying to that restriction period or other conditions.
Forfeiture	If a participant ceases to be an employee, and at that time the participant's options have not yet vested or the options have vested but have not been exercised, the Board may in its absolute discretion: (a) advise the optionholder that all of their unvested options have lapsed on a specific date; (b) require the optionholder to sell some of his or her vested options to any person nominated by the Board; (c) allow the optionholder to retain some or all of his or her options; or (d) any combination of the above.
Variation of share capital	In the event of any reorganisation, recapitalisation, share split, or any other similar event with respect to the share capital of the Company, the Company will procure that the terms of the Former EOP are varied in such a way (in the absolute discretion of the Board) that does not disadvantage or advantage that optionholder or adversely effects the rights of the other holders of Shares.

Options issued under the Former EOP are set out in the table below.

Name	Number of Options	Tranches	Exercise Price	Expiry Date	Grant Date	Vesting Conditions
John Barrington AM atf BHT Family Trust (Managing Director)	5,000,000	2,000,000	$0.001	25 March 2024	25 March 2019	Revenue generation from Minimum Viable Product that includes certification, billing, registration and full user interface.
		1,000,000				Revenue generation from an international market.
		1,000,000	$1.00	9 July 2026	9 July 2021	Upon listing of the Company on the ASX.
		1,000,000				On the achievement of international contracts to the value of US$10 million by 30 June 2023.
Erika Konstantopoulos atf IEMK Family Trust A/C (spouse of John Konstantopoulos, Executive Director)	5,000,000	2,000,000	$0.001	25 March 2024	25 March 2019	Revenue generation from Minimum Viable Product that includes certification, billing, registration and full user interface.
		1,000,000				Revenue generation from an international market.
		1,000,000	$1.00	9 July 2026	9 July 2021	Upon listing of the Company on the ASX.
		1,000,000				On the achievement of international contracts to the value of US$10 million by 30 June 2023.
Wear Services Pty Ltd atf Pegasus Trust A/C (an entity controlled by Bernie Ridgeway, Chair)	2,000,000	500,000	$1.00	31 December 2026	23 April 2021	Vest immediately.
		750,000	$1.00	9 July 2026	9 July 2021	Upon listing of the Company on the ASX.
		750,000				On the achievement of international contracts to the value of US$10 million by 30 June 2023.

8. Key People, Interests and Benefits Continued

Name	Number of Options	Tranches	Exercise Price	Expiry Date	Grant Date	Vesting Conditions
Dr Julien Flack (Chief Technology Officer)	540,000	135,000	$0.075	31 December 2025	10 January 2020	Remain employed with the Company on 31 August 2020, and that the Company achieves the following on or before 31 January 2020, being delivery of a beta product comprising: a report that includes identification of four biomarkers, including perivascular information.
		135,000				Remain employed with the Company on 31 December 2021, and that the Company achieves the following Milestone 5 on or before 15 February 2021, being the Beta product version developed to a Minimum Viable Product level comprising: performance and presentation at minimum user acceptable level; identification of vulnerable plaque biomarkers; and alpha-version FFR (**Milestone 5**).
		135,000				Remain employed with the Company on 31 December 2022, and that Milestone 3 being detection of Vulnerable Plaque biomarkers is achieved on or before 15 December 2021 (**Milestone 3**).
		135,000				Remain employed with the Company on 31 December 2023, and that Milestone 4 being creation of a patient risk score is achieved on or before 15 December 2022 (**Milestone 4**).
Jack Joyner (Senior Data Scientist)	220,000	55,000	$0.075	31 December 2025	27 November 2020	Remain employed with the Company on 31 December 2021, and that Milestone 1 being completion of the Salix product version 1.1 is achieved on or before 28 February 2020 (**Milestone 1**).
		55,000				Remain employed with the Company on 31 December 2022, and that Milestone 2 being completion of the Salix FFR product version 1.0 is achieved on or before an agreed date in 2021 (**Milestone 2**).
		55,000				Remain employed with the Company on 31 December 2023, and that Milestone 3, as defined above, is achieved on or before 15 December 2021.
		55,000				Remain employed with the Company on 31 December 2024, and that Milestone 4, as defined above, is achieved on or before 15 December 2022.

Name	Number of Options	Tranches	Exercise Price	Expiry Date	Grant Date	Vesting Conditions
Dr Abdul Rahman Ihdayhid (Medical Technical Officer)	1,226,752	784,384 442,368	$0.075	31 December 2025	4 February 2021	Vest immediately. Vest on 31 December 2021 provided the Company achieves Milestone 5, as defined above, on or before 28 February 2021.
Professor Girish Dwivedi (Chief Medical Officer)	1,300,000	784,384 515,616	$0.056	31 December 2021	23 September 2020	Vest immediately. Vest on 31 December 2021 provided the Company achieves Milestone 5, as defined above, on or before 15 February 2021.

(J) CURRENT EMPLOYEE INCENTIVE SCHEME

The Company has established an Employee Incentive Award Plan (**EIP**) to assist in the motivation, reward and retention of Directors, senior executives and other employees that may be invited to participate in the plan from time to time. The EIP is designed to align the interests of employees with the interests of Shareholders, by providing an opportunity for employees to receive an equity interest in the Company. The rules of the EIP provide flexibility for the Company to grant Performance Rights, Options and/or Shares as incentives, subject to the terms of individual invitations and the satisfaction of performance and vesting conditions determined by the Board from time to time.

The key features of the EIP are outlined in the table below.

Term	Description
Eligibility	Invitations to participate in the EIP may be made at the Board's discretion to the following participants: • a Director (whether executive or non-executive) of the Artrya Group; • a full-time or part-time employee of the Artrya Group; • a casual employee or contractor of the Artrya Group (subject to the ASIC Class Order 14/1000 (**Class Order**)); or • a prospective participant or any other person that the Board determines to be eligible.
Types of securities	The Company may grant Options, Performance Rights, and/or Shares (together, the **Awards**) as incentives, subject to the terms of individual invitations. **Option** means an option to be issued or transferred a Share (or paid a cash payment at the discretion of the Board) subject to the satisfaction of applicable conditions. **Performance Right** means a right to be issued or transferred a Share (or paid a cash payment at the discretion of the Board) subject to the satisfaction of applicable conditions. **Share** means a fully paid ordinary share in the capital of the Company. **Restricted Shares** means Shares acquired under the EIP that are subject to dealing restrictions, vesting conditions or other restrictions or conditions.
Invitations under the EIP	Under the EIP, the Board may make a written invitation at its discretion, subject to all applicable legislation, stock exchange rules and the Constitution. The Board has the discretion to set the terms and conditions on which it will offer the Awards in individual invitation documents. An invitation may be accepted by a participant in whole or in part.

8. Key People, Interests and Benefits Continued

Term	Description
Issue price	The Board may determine, in its absolute discretion, the fee (if any) payable by a participant either for the grant or exercise of the Award. Where an invitation of Performance Rights is relying on the Class Order, the Performance Rights will be issued for nil cash consideration. Unless the Options are quoted on the ASX, where an invitation to apply for Options is relying on the Class Order, the Options will be issued for no more than nominal cash consideration.
Number of securities to be issued	The number of Awards a participant may be invited to apply for from time to time will be determined by the Board in its discretion and in accordance with applicable law and, if applicable, stock exchange rules. For the purposes of Exception 13 of Listing Rule 7.2, the maximum number of securities that will be issued under the EIP in the three years after the Prospectus Date will be 7,800,000. It should be noted that the Board does not presently intend to fully exercise its discretion to Award this number of securities. Where the Company needs to rely on the Class Order in respect of an invitation, the Company must have reasonable grounds to believe, when making an invitation, that the number of Shares to be offered under an invitation, when aggregated with the total number of Shares issued, or may be issued as a result of offers made in reliance on the Class Order during the previous three-year period, will not exceed 5% of the total number of Shares on issue at the date of the invitation.
Vesting	Vesting of the Awards is subject to any vesting or performance conditions as determined by the Board in its discretion and as specified in the invitation document. The Board may, in its discretion and in accordance with the EIP, waive or reduce any vesting conditions in whole or in part. Subject to the EIP and the terms of the specific invitation document, Awards will either lapse or be forfeited if the relevant vesting and performance conditions are not satisfied.
Cessation of employment	Under the EIP, the Board has a broad discretion in relation to the treatment of entitlements on cessation of employment. It is intended that individual invitation documents will provide more specific information on how the entitlements will be treated if the participating employee ceases employment.
Clawback and preventing inappropriate benefits	The EIP provides the Board with broad clawback powers if, for example, the participant has acted fraudulently or dishonestly or there is a material breach of their obligations or duties.
Variation	The Board may, by resolution, amend or add to all or any of the provisions of the EIP, an invitation or the terms or conditions of any incentive issued under the EIP at any time. However, the Board may only amend a provision that materially reduces the rights of participants without the participant's consent where the amendment is required for the purposes of complying with any law or the Listing Rules, the amendment is to correct any manifest error or mistake, or the amendment will provide the participant with a more favourable taxation treatment in relation to their participation in the EIP.

Term	Description
Change of Control	Under the EIP, if an acquiring company obtains control of the Company as a result of a Change of Control (as defined below), a participant may, in respect of any vested Options or Performance Rights that are exercised or Restricted Shares, be provided with shares of the acquiring company, or its parent, in lieu of Shares, on substantially the same terms and conditions as the Shares, but with appropriate adjustments. It is intended that individual invitation documents will provide more specific information on how the participant's Awards will be treated where there is a Change of Control event. **Change of Control** means: • a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares; • a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement (other than a compromise or arrangement with the Company's creditors) for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or • in any other case, an entity obtains voting power (as defined in the Corporations Act) in the Company of at least 50.1%.
Restrictions on disposal	Incentives issued to a participant may not be assigned, transferred, hedged or encumbered with a security interest unless otherwise agreed by the Board or that assignment or transfer occurs by force of law on the death of a Participant. The Board may determine, in its absolute discretion, whether there will be any restrictions on the disposal of or the granting of any security interests over the Shares issued on the exercise of the Awards.
Voting rights	The Awards will not give a Participant any voting rights until the relevant Awards have converted into Shares.
Dividend rights	The Awards will not give a Participant any right to participate in any dividends until the relevant Awards have converted into Shares.
Other terms	The EIP contains customary and usual terms for dealing with administration, variation, suspension and termination of any incentive plan.

8.5 Related-party transactions

Other than as set out below or elsewhere in this Prospectus, there are no existing agreements or arrangements nor any currently proposed transactions in which the Company was, or is to be, a participant and in which any related party of the Company has or will have a direct or indirect material interest in the Company or the Offer:

- the compensation arrangements with Directors and executive officers that are described in Section 8.4; and
- the indemnification arrangements with Directors and executive officers that are described in Section 8.4(e).

The Board will only approve related party transactions that are determined to be in, or are not inconsistent with, the best interests of the Company and its Shareholders, after taking into account all available facts and circumstances as the Board determines in good faith to be necessary. Transactions with related parties will also be subject to Shareholder approval to the extent required by the Corporations Act and the ASX Listing Rules.

8. Key People, Interests and Benefits Continued

8.6 Corporate governance

(A) OVERVIEW

This Section 8.6 explains how the Board oversees the management of the Company's business. The Board is responsible for the overall corporate governance of the Company, including establishing and monitoring key performance goals. The Board monitors the operational and financial position and performance of the Company and oversees its business strategy, including approving the strategic goals of the Company and considering and approving an annual business plan (including a budget).

The Board is committed to maximising performance, generating appropriate levels of Shareholder value and financial return, and sustaining the growth and success of the Company. In conducting the Company's business with these objectives, the Board seeks to ensure that the Company is properly managed to protect and enhance Shareholder interests, and that the Company and its Directors, officers and personnel operate in an appropriate environment of corporate governance. Accordingly, the Board has created a framework for managing the Company, including adopting relevant internal controls, risk management processes and corporate governance policies and practices, which it believes are appropriate for the Company's business and which are designed to promote the responsible management and conduct of the Company.

The main policies and practices adopted by Artrya, which will take effect from Listing, are set out below. Copies of Artrya's key policies and practices and the charters for the Board and each of its committees will be available prior to the date of commencement of trading on ASX at www.artrya.com.

(B) COMPLIANCE WITH THE ASX RECOMMENDATIONS

ASX Corporate Governance Council has developed and released the ASX Recommendations for Australian-listed entities in order to promote investor confidence and to assist companies in meeting stakeholder expectations. ASX Recommendations are not prescriptions, but guidelines. Pursuant to the ASX Listing Rules, the Company will be required to provide a statement in its annual report, disclosing the extent to which it has followed ASX Recommendations in the reporting period. Where the Company does not follow a recommendation, it must identify the recommendation that has not been followed and give reasons for not following it and must also disclose what (if any) alternative governance practices it adopted in lieu of the recommendation during that period.

The Company intends to comply with all of the ASX Recommendations from the date of Listing, with the exception of:

- ASX Recommendation 1.5 which provides that a listed entity should set measurable objectives for achieving gender diversity. The Company has implemented a Diversity Policy and the Board recognises the benefit of having a diverse employee base from a variety of ages, genders, cultural backgrounds or other personal factors. The Diversity Policy is available, as part of the Corporate Governance Plan, on the Company's website. Due to the small size of the Company's current business activities, it is not practical for the Company to set measurable objectives for achieving gender diversity. The Board will consider the future implementation of gender-based diversity measurable objectives when more appropriate to the size and nature of the Company's operations.
- ASX Recommendation 2.4 which provides that majority of the board of a listed entity should be independent directors. The Company's Board Charter sets out that it is intended that the majority of the Board should be independent. The Board currently comprises a total of three directors. Only one director, Bernie Ridgeway is considered to be independent. The Directors intend after Listing to consider appointments to the Board to ensure that there is a majority of independent Directors.

(C) BOARD COMPOSITION

The name and biographical details of the current members of the Board of Directors are contained in Section 8.1.

The Board considers an independent Director to be a Non-Executive Director who is free of any interest, position, association or relationship that might influence, or reasonably be perceived to influence, their capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its securityholders generally. The Board will consider the materiality of any given relationship on a case-by-case basis and has adopted guidelines to assist in this regard.

The Board reviews the independence of each Director in light of interests disclosed to the Board from time to time. In assessing independence, the Board will have regard to ASX Recommendations. The Board Charter sets out guidelines of materiality for the purpose of determining independence of Directors in accordance with ASX Recommendations and has adopted a definition of independence that is based on that set out in ASX Recommendations.

The Board considers that Bernie Ridgeway is free from any interest, position, association or relationship that might influence, or reasonably be perceived to influence, the independent exercise of his judgement and is able to fulfil the role of independent Director for the purpose of ASX Recommendations.

John Barrington AM and John Konstantopoulos are currently considered by the Board not to be independent on the basis that John Barrington AM is Managing Director and John Konstantopoulos is Executive Director – Product and both are founders of the Company.

At the date of Listing, the Board will consist of one independent Director and two Directors that are not considered independent. This is not consistent with Recommendation 2.4 of ASX Recommendations. The Directors intend after Listing to consider appointments to the Board to ensure that there is a majority of independent Directors.

(D) BOARD CHARTER

The Board Charter adopted by the Board sets out the responsibilities of the Board in greater detail. It provides that the Board should comprise Directors with a broad range of skills, expertise and experience from a diverse range of backgrounds.

The Board Charter allows the Board to delegate powers and responsibilities to committees established by the Board. The Board retains ultimate accountability to Shareholders in discharging its duties.

(E) BOARD COMMITTEES

The Board may from time to time establish appropriate committees to assist in the discharge of its responsibilities. The Board currently does not have any committees; however, it has committed to establishing two committees in the future:

1. an Audit and Risk Committee; and
2. a Remuneration and Nomination Committee,

when there are three non-executive independent Directors, such that the Board and Shareholders will benefit from the establishment of the committees. Other committees may be established by the Board as and when required. Membership of Board committees will be based on the needs of the Company, relevant legislative and other requirements, and the skills and experience of individual Directors.

(1) Audit and Risk Committee

The role of the Audit and Risk Committee is to assist the Board in fulfilling its responsibilities for corporate governance and overseeing the Company's financial reporting, internal control structure, risk management systems, privacy and data security protocols and internal and external audit functions. This includes confirming the quality and reliability of the Financial Information prepared by the Company, working with the external auditor on behalf of the Board and reviewing non-audit services provided by the external auditor to confirm they are consistent with maintaining external audit independence.

The Audit and Risk Committee provides advice to the Board and reports on the status and management of the risks to the Company. The purpose of the Committee's risk management process is to assist the Board in relation to risk management policies, procedures and systems and ensure that risks are identified, assessed and appropriately managed.

The Company does not currently have an Audit and Risk Committee as the Board did not consider the Company would benefit from its establishment at this time. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter. When established, the Company will comply with the recommendations set by ASX Corporate Governance Council in relation to the composition and operation of the Committee. When established, the Committee will comprise of at least three non-executive Directors, the majority of which will be independent. The Chair of the Committee will be a Committee member who is independent and not the Chair of the Board.

(2) Remuneration and Nomination Committee

The role of the Remuneration and Nomination Committee is to assist the Board in overseeing the Company's nomination and remuneration policies and practices.

This includes reviewing and making recommendations to the Board on remuneration packages and policies related to the Directors and senior executives. The Remuneration and Nomination Committee is also responsible for administering short- and long-term incentive plans (including any equity plans). In addition, the Committee is responsible for reviewing and making recommendations in relation to the composition and performance of the Board and its committees and ensuring that adequate succession plans are in place (including for the recruitment and appointment of Directors and senior Management). Independent advice will be sought where appropriate.

8. Key People, Interests and Benefits Continued

The Company does not currently have a Remuneration and Nomination Committee as the Board did not consider the Company would benefit from its establishment at this time. In accordance with the Company's Board Charter, the Board carries out the duties that would ordinarily be carried out by the Audit and Risk Committee under the Audit and Risk Committee Charter. When established, the Company will comply with the recommendations set by ASX Corporate Governance Council in relation to the composition and operation of the Committee. When established, the Committee will comprise of at least three non-executive Directors, the majority of which will be independent. The Chair of the Committee will be a Committee member who is independent and may be the Chair of the Board.

8.7 Corporate governance policies

Copies of the Company's key policies and practices and the charters for the Board and each of its committees will be available prior to the date of commencement of trading on ASX.

The Board has adopted the following corporate governance policies, each of which has been prepared having regard to ASX Recommendations.

(A) MARKET DISCLOSURE POLICY

Once listed, the Company will be required to comply with the continuous disclosure requirements of ASX Listing Rules and the Corporations Act. Subject to the exceptions contained in ASX Listing Rules, the Company will be required to immediately advise ASX of any information concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Shares. The Company has adopted a Market Disclosure Policy to take effect from Listing, which reinforces the Company's commitment to its continuous disclosure obligations and describes the processes in place that enable the Company to provide Shareholders with timely disclosure in accordance with those obligations. Information will be communicated to Shareholders through the lodgement of all relevant financial and other information with ASX, and copies of the Company's announcements to ASX will be available on the Company's website.

(B) SHAREHOLDER COMMUNICATION STRATEGY

The Company aims to keep Shareholders informed of major developments affecting the Company. The Company recognises that potential investors and other interested stakeholders may wish to obtain information about the Company from time to time. To achieve this, the Company will communicate information regularly to Shareholders and other stakeholders through a range of forums and publications, including the Company's website, at the Company's Annual General Meeting and through the Company's Annual Report and ASX announcements.

(C) SECURITIES TRADING POLICY

The Company has adopted a Securities Trading Policy that is intended to explain the types of conduct in relation to dealing in securities that are prohibited by law and establish procedures for the buying and selling of securities to ensure that public confidence is maintained in the reputation of the Company and the Company's Directors and employees, and in the trading of the Company's securities.

The Securities Trading Policy provides that Directors, employees and contractors must not deal in the Company's securities when they are aware of "inside" information. Directors and certain restricted employees must not deal in the Company's securities during any of the following blackout periods:

- from the close of the ASX trading day on 31 December each year, until 10.00 am (Sydney Time) on the ASX trading day following the day on which the Company's half-yearly results are released to ASX;
- from the close of the ASX trading day on 30 June each year, until 10.00 am (Sydney Time) on ASX trading day following the day on which the Company's full-year results are released to ASX; and
- any other period that the Board specifies from time to time.

Directors and restricted employees must receive prior approval for any proposed dealing in the Company's securities outside of the above blackout periods (including any proposed dealing by one of their connected persons).

(D) CODE OF CONDUCT

The Company is committed to a high level of integrity and ethical standards in all business practices. Accordingly, the Board has adopted a formal Code of Conduct that outlines how it expects its representatives to behave and conduct business in the workplace and includes legal compliance and guidelines on appropriate ethical standards.

The Code of Conduct is designed to provide a benchmark for professional behaviour throughout the Company's business, support its business reputation and corporate image within the community, and make the Company's Directors and employees aware of the consequences if they breach this policy.

(E) DIVERSITY AND INCLUSION POLICY

The Board has approved a Diversity and Inclusion Policy, which sets out the Company's commitment to an inclusive and diverse workforce. The Company will include in its corporate governance statement each year details of the measurable objectives set under the Diversity Policy of the year to which the corporate governance statement relates, and a summary of the Company's progress towards achieving those measurable objectives.

(F) SPEAK UP POLICY

The Company is committed to the highest standards of conduct and ethical behaviour in all of its business activities and to promoting and supporting a culture of honest and ethical behaviour, corporate compliance and good corporate governance. This policy has been adopted to provide a safe and confidential environment where concerns can be raised without fear of reprisal or detrimental treatment.

(G) ANTI-BRIBERY AND CORRUPTION POLICY

The Company is committed to complying with all laws of the jurisdictions in which it operates, including those relating to bribery and corruption. The Anti-bribery and Corruption Policy sets out the responsibilities of the Company's personnel, including in their dealings with, and through, third parties. It sets out the types of conduct prohibited by the policy, the consequences of breaching the policy and the Company's procedures in implementing and monitoring compliance.

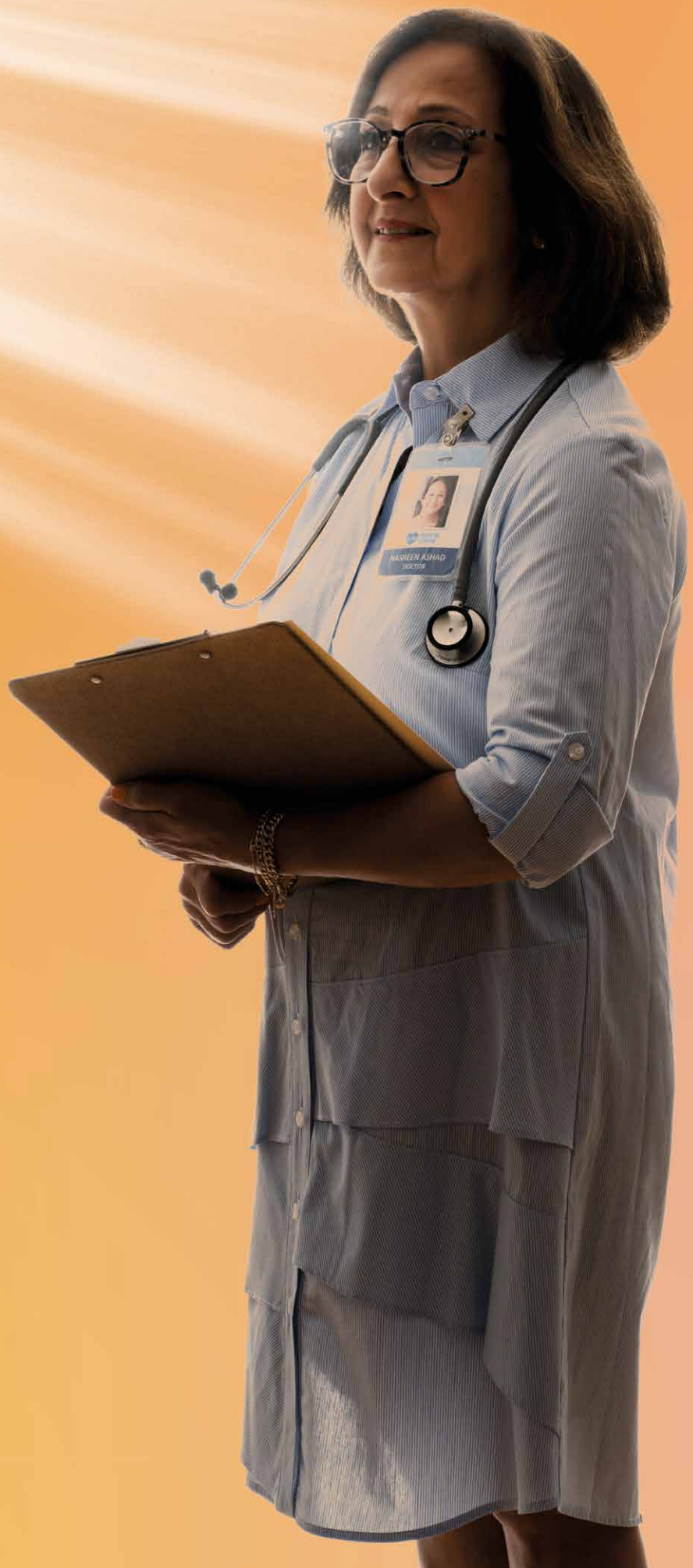
8.8 Interests of advisers

Artrya has engaged the following professional advisers in relation to the Offer:

- Bell Potter has acted as Lead Manager to the Offer. Artrya has agreed to pay the Lead Manager paid, or agreed to pay, approximately $2 million (excluding disbursements and GST) for these services up until the Prospectus Date. Disbursements will include external legal fees of up to $40,000;
- Herbert Smith Freehills has acted as Australian legal adviser (other than in relation to taxation and stamp duty matters) to Artrya in relation to the Offer. Artrya has paid, or agreed to pay, approximately $350,000 (excluding disbursements and GST) for these services up until the Prospectus Date. Further amounts may be paid to Herbert Smith Freehills for other work in accordance with its normal time-based charges;
- KPMG Transaction Services has acted as Investigating Accountant to Artrya in relation to the Offer. Artrya has paid, or agreed to pay, approximately $60,000 (excluding disbursements and GST) for these services up until the Prospectus Date;
- KPMG has acted as auditor to Artrya for the 2019, 2020 and 2021 financial years. Artrya has paid, or agreed to pay, approximately $45,000 (excluding disbursements and GST) for these services up until the Prospectus Date. KPMG has also provided accounting, tax and advisory services to Artrya during this period. In respect of these services Artrya has paid, or agreed to pay, approximately $105,000 (excluding disbursements and GST) up until the Prospectus Date;
- Griffith Hack has prepared the Intellectual Property Report for inclusion at Attachment 3 of the Prospectus. Artrya has paid, or agreed to pay, approximately $2,000 (excluding disbursements and GST) for this report; and
- Frost & Sullivan has prepared an industry report cited by the Company at Section 3 of the Prospectus. Artrya has paid, or agreed to pay, approximately $22,000 (excluding disbursements and GST) for this report.

These amounts, and other expenses of the Offer, will be paid by Artrya out of funds raised under the Offer or available cash. Further information on the use of proceeds and payment of expenses of the Offer is set out in Sections 9.1(b) and 10.9.

9.
Details of the Offer



9. Details of the Offer

9.1 The Offer

The Offer is an initial public offering (IPO) of shares at an Offer Price of $1.35 per Share, to apply for 29,629,630 Shares offered for issue by Artrya, to raise proceeds of $40 million.

The Shares offered under this Prospectus will represent approximately 37.9% of the Shares on issue on Completion of the Offer, being approximately 29.6 million Shares. All Shares are fully paid and will rank equally with each other. A summary of the rights attaching to Shares is set out in Section 10.4.

On Completion of the Offer, 48,482,960 Shares will be held by the Existing Shareholders (representing 62.1% of the Shares on issue) and each of these Shares will be subject to the ASX escrow and voluntary Escrow arrangements described in Section 9.7. The Existing Shareholders may acquire additional Shares under the Offer. Those Shares will not be subject to ASX escrow or voluntary escrow.

The Offer is managed by the Lead Manager. A summary of the Underwriting Agreement, including the events that would entitle the Lead Manager to terminate the Underwriting Agreement, is set out in Section 10.3. The Offer is made with disclosure under this Prospectus and is made on the terms, and is subject to the conditions, set out in this Prospectus.

(A) STRUCTURE OF THE OFFER

The Offer comprises:

- the Broker Firm Offer, which is open to Australian resident retail clients of Brokers who have received a firm allocation of Shares from their Broker;
- the Priority Offer, which is open to selected investors in Australia nominated by the Company who receive an offer to apply for Shares; and
- the Institutional Offer, which consists of an offer to Institutional Investors in Australia and a number of other eligible jurisdictions, made under this Prospectus.

No general offer of Shares will be made in the Offer.

The allocation of Shares between the Broker Firm Offer, Priority Offer and the Institutional Offer will be determined by agreement between the Company and the Lead Manager.

For further details of the:

- Broker Firm Offer and the allocation policy under it, see Section 9.3;
- Priority Offer and the allocation policy under it, see Section 9.4; and
- Institutional Offer and the allocation policy under it, see Section 9.6.

(B) PURPOSE OF THE OFFER AND USE OF PROCEEDS

Artrya is expected to issue 29,629,630 Shares at an Offer Price of $1.35 per Share to raise approximately $40 million. The Offer is being conducted to:

- provide the Company with access to capital markets to improve financial flexibility;
- create a liquid market for the Shares and an opportunity for others to invest in the Company; and
- provide the Company with the benefits of an increased profile that arises from being a listed entity.

9. Details of the Offer Continued

The table below sets out the proposed use of funds from cash proceeds under the Offer. The aggregate estimated use of funds does not take into account the Company's ability to avail itself of existing cash reserves to support its business objectives and operations. The use of funds remains subject to any intervening events and new circumstances that have the potential to affect the manner in which the funds are ultimately applied. The Board retains the right to vary the use of funds, acting in the best interest of the Company and Shareholders and as circumstances require. The Company's proposed uses of funds are as follows:

Use of proceeds (AUD millions)	FY22	FY23	% of Total	Total
Clinical, R&D & Regulatory[1]	4.9	8.4	33%	**13.3**
Product Development[2]	4.2	5.3	24%	**9.5**
Sales & Marketing[3]	2.1	4.0	15%	**6.1**
Corporate & Administrative[4]	4.1	4.2	21%	**8.3**
Capital Raising Costs	2.8	–	7%	**2.8**
Total	**18.1**	**21.9**	**100%**	**40.0**

Notes:

1. Clinical, R&D and Regulatory relates to regulatory preparation and submissions, clinical research and studies, purchase of scan images, invasive and demographic data, associated headcount, and fees for strategic consultancy to support the product in selected geographical areas.
2. Product Development includes headcount for research and development for artificial intelligence algorithms, back-end infrastructure development and optimisation, user interface design and development, and associated technology infrastructure costs.
3. Sales & Marketing relates to headcount for marketing and business development, product launch and promotional costs, digital marketing, brand development and design, market analysis, and public relations costs, to bring the product to market in Australia and overseas.
4. Corporate & Administrative costs include salaries for the Board, executive, and administrative staff, professional adviser fees, insurances, regulatory costs, recruitment and training, and office rent and associated costs.

At the date of the prospectus, Artrya is estimated to have at least $9 million in available cash reserves.

(C) CAPITAL STRUCTURE

The table below provides a summary of the capital structure of the Company as at the Prospectus Date and upon Completion of the Offer.

Capital structure	Existing capital	Upon Completion of the Offer
Number of Shares[1]	48,482,960	78,112,590
Number of Options	15,286,752	15,286,752

Note:

1. Assuming $40 million is raised under the Offer.

In the Company's opinion, the free float of Shares at the time of Listing on the Official List of ASX will not be less than 20% of Shares on issue at that time.

(D) SHAREHOLDING STRUCTURE

The details of the ownership of Shares immediately prior to Completion of the Offer and on Completion of the Offer are set out below. This table assumes no Options are exercised.

Shareholder	Shares held prior to Completion of the Offer (#)	Shares held prior to Completion of the Offer (%)	Shares held at Completion of the Offer (#)	Shares held at Completion of the Offer (%)
John Barrington AM atf BHT Family Trust (Managing Director)	7,340,910	15.06%	7,526,095[1]	9.63%
Erika Konstantopoulos atf IEMK Family Trust A/C (spouse of John Konstantopoulos, Executive Director)	7,000,000	14.36%	7,000,000	8.96%
Keeble Nominees Pty Ltd atf Ridgeway Self-Managed Super Fund A/C	1,113,637	2.28%	1,999,999[2]	2.56%
Other Existing Shareholders	33,298,413	68.30%	–	–
Investors in the Offer (including other Existing Shareholders)	—	–	61,586,496[3]	78.85%
Total	**48,752,960**	**100.00%**	**78,112,590**	**100.00%**

NOTES:

1. Includes 185,185 Shares expected to be acquired as part of the Offer.
2. Includes 886,362 Shares expected to be acquired as part of the Offer.
3. Represents Shares to be acquired by new investors and additional Shares to be acquired by other Existing Shareholders as part of the Offer.

(E) WORKING CAPITAL

The Directors believe that the Company will have sufficient working capital available at the time of its admission to the Official List of ASX to fulfil the purposes of the Offer and carry out its stated objectives.

9.2 Terms and conditions of the Offer

Topic	Summary
What type of security is being offered?	Shares (being fully paid ordinary shares in Artrya).
What are the rights and liabilities attached to the Shares?	A description of the Shares, including the rights and liabilities attaching to them, is set out in Section 10.4.
What is the consideration payable for each Share?	The Offer Price is $1.35 per Share.

9. Details of the Offer Continued

Topic	Summary
What is the Offer Period?	The key dates, including details of the Offer Period, are set out in the Important Information – Key Dates section on page 6. No Shares will be issued on the basis of this Prospectus later than the Expiry Date. The key dates are indicative only and may change. Unless otherwise indicated, all times are stated in Perth time. Artrya, in consultation with the Lead Manager, reserves the right to vary any and all of the times and dates without notice (including, subject to the ASX Listing Rules and the Corporations Act, to close the Offer early, to extend the Offer Period relating to any component of the Offer, or to accept late Applications, either generally or in particular cases, or to cancel or withdraw the Offer before Completion, in each case without notifying any recipient of this Prospectus or any Applicant). If the Offer is cancelled or withdrawn before Completion, then all Application Monies will be refunded in full (without interest) as soon as possible in accordance with the requirements of the Corporations Act.
What are the cash proceeds to be raised under the Offer?	$40 million will be raised from investors under the Offer.
Is the Offer underwritten?	Yes, the Offer is underwritten in the amount of $40 million by the Lead Manager.
What is the minimum and maximum Application size under the Offer?	The minimum Application size under the Offer is 1,500 Shares ($2,025.00 at the Offer Price of $1.35 per share). There is no maximum value of Shares which Applicants may apply for under the Offer, but Applications will be considered in accordance with the allocation policy under the Offer.
What is the allocation policy?	The allocation of Shares between the Broker Firm Offer, the Institutional Offer and the Priority Offer will be determined by the Lead Manager. The Lead Manager, in consultation with the Company, have absolute discretion regarding the basis of allocation of Shares among Institutional Investors. For Broker Firm Offer participants, Brokers will decide as to how they allocate Shares to their retail clients. The allocation of Shares among Applicants in the Priority Offer will be determined at the absolute discretion of the Company.
When will I receive confirmation whether my Application has been successful?	It is expected that initial holding statements will be dispatched by standard post on or about 19 November 2021. Refunds (without interest) to Applicants who make an Application and receive an allocation of Shares, the value of which is smaller than the amount of Application Monies received from them, will be made as soon as possible after Completion of the Offer, which is expected to occur on or about 18 November 2021. No refunds will be made where the overpayments relate solely to rounding at the Offer Price.
Will the Shares be quoted?	Artrya will apply to ASX for admission to the Official List of ASX and quotation of Shares on ASX under the code AYA within seven days after the Prospectus Date. Completion of the Offer is conditional on ASX approving this application. If approval is not given within three months after such application is made (or any longer period permitted by law), the Offer will be withdrawn and all Application Monies received will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act. Artrya will be required to comply with the ASX Listing Rules, subject to any waivers obtained by Artrya from time to time. ASX takes no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit Artrya to the Official List of ASX is not to be taken as an indication of the merits of Artrya or the Shares offered under the Offer.

Topic	Summary
When are the Shares expected to commence trading?	It is expected that trading of the Shares on ASX will commence on or about 26 November 2021. It is expected that dispatch of holding statements will occur on or about 19 November 2021 and that the Shares will commence trading on or about 26 November 2021. **It is the responsibility of each Applicant to confirm their holding before trading in Shares. Applicants who sell Shares before they receive an initial holding statement do so at their own risk.** Artrya, the Share Registry and the Lead Manager disclaim all liability, whether in negligence or otherwise, to persons who sell Shares before receiving their initial holding statement, whether on the basis of a confirmation of allocation provided by any of them, by the Artrya IPO Offer Information Line, by a Broker or otherwise.
Are there any Escrow arrangements?	Yes. Details are provided in Section 9.7.
Are there any tax considerations?	Yes. Refer to Section 10.7 and note that given the taxation consequences of an investment will depend upon the investor's particular circumstances, it is the obligation of each investor to make their own enquiries (including consulting independent tax advisers) concerning the taxation consequences of an investment in Shares. If you are in doubt as to the course you should follow, you should consult your stockbroker, solicitor, accountant, tax adviser or other independent and qualified professional adviser.
Are there any brokerage, commission or stamp duty considerations?	No brokerage, commission or stamp duty is payable by Applicants on the acquisition of Shares under the Offer. See Section 10.3(a) for details of the fees payable by Artrya to the Lead Manager.
How can I apply?	Broker Firm Applicants should refer to Section 9.3(b) for details on how to apply. Priority Offer Applicants should refer to Section 9.4(b) for details on how to apply. Institutional Offer Applicants were contacted by the Lead Manager in relation to applying under the Institutional Offer. To the extent permitted by law, an Application by an Applicant under the Offer is irrevocable.
What should I do with any enquiries?	For more information, call Artrya IPO Offer Information Line on 1300 850 505 (within Australia) from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday (excluding public holidays). If you are eligible to participate in the Offer and are calling from outside Australia, you should call +61 3 9415 4000 from 8.30 am to 5.00 pm (Sydney Time), Monday to Friday (excluding public holidays). If you have any questions about whether to invest in Artrya you should seek professional advice from your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest in Artrya. If you are unclear in relation to any matter or are uncertain as to whether Shares are a suitable investment for you, you should consult with your accountant, financial adviser, stockbroker, lawyer or other professional adviser before deciding whether to invest.

9. Details of the Offer Continued

9.3 Broker Firm Offer

(A) WHO CAN APPLY?

The Broker Firm Offer is open to persons who have received a firm allocation from their Broker and who have a registered address in Australia. If you have been offered a firm allocation by a Broker, you will be treated as an Applicant under the Broker Firm Offer in respect of that allocation. You should contact your Broker to determine whether they may allocate Shares to you under the Broker Firm Offer.

(B) HOW TO APPLY

Applications for Shares may only be made on an Application Form attached to or accompanying this Prospectus. If you are an Applicant applying under the Broker Firm Offer, you should complete and lodge your Broker Firm Application Form with the Broker from whom you received an invitation to participate. Broker Firm Application Forms must be completed in accordance with the instructions given to you by your Broker and the instructions set out on the Application Form.

By making an Application under the Broker Firm Offer, you declare that you were given access to this Prospectus (including any supplementary or replacement prospectus), together with a Broker Firm Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or a complete and unaltered electronic version of this Prospectus.

The minimum Application size under the Broker Firm Offer is 1,500 Shares ($2,025.00 at the Offer Price of $1.35 per share) and in multiples of $1.35 thereafter. There is no maximum value of Shares that may be applied for under the Broker Firm Offer. However, the Company and the Lead Manager reserve the right to aggregate any Applications that they believe may be multiple Applications from the same person or reject or scale back any Applications in the Broker Firm Offer. The Company may determine a person to be eligible to participate in the Broker Firm Offer, and may amend or waive the Broker Firm Offer Application procedures or requirements, in their discretion in compliance with applicable laws.

Applicants under the Broker Firm Offer must lodge their Application Form and Application Monies with their Broker in accordance with the Broker's directions in order to receive their firm allocation. Applicants under the Broker Firm Offer must not send their Application Forms to the Share Registry.

The Company, the Lead Manager and the Share Registry take no responsibility for the acts or omissions of your Broker in connection with your Application.

The Broker Firm Offer opens at 9.00 am (Perth Time) on 25 October 2021 and is expected to close at 5.00 pm (Perth Time) on 29 October 2021. The Company and the Lead Manager may elect to extend the Offer or any part of it, or accept late Applications either generally or in particular cases. The Offer, or any part of it, may be closed at any earlier date and time, without further notice (subject to the ASX Listing Rules and the Corporations Act). Your Broker may also impose an earlier closing date. Applicants are therefore encouraged to submit their Applications as early as possible. Please contact your Broker for instructions.

(C) HOW TO PAY

Applicants under the Broker Firm Offer must pay their Application Monies in accordance with instructions received from their Broker.

(D) BROKER FIRM OFFER ALLOCATION POLICY

The allocation of Shares to Brokers is determined by agreement between the Lead Manager and the Company.

Shares that have been allocated to Brokers for allocation to their retail clients will be issued or transferred to the Applicants who have received a valid allocation of Shares from those Brokers (subject to the right of the Company and the Lead Manager to reject or scale back applications). It will be a matter for those Brokers as to how they allocate Shares among their retail clients, and they (and not the Company or the Lead Manager) will be responsible for ensuring that retail clients who have received an allocation from them, receive the relevant Shares.

9.4 Priority Offer

(A) WHO CAN APPLY?

The Priority Offer is open to investors nominated by the Company who receive a Priority Offer invitation.

(B) HOW TO APPLY

If you receive a personalised invitation to apply for Shares under the Priority Offer and you wish to apply for Shares, you should follow the instructions on your personalised invitation to complete and lodge your Application.

By making an Application under the Priority Offer, you declare that you were given access to this Prospectus (including any supplementary or replacement prospectus), together with an Application Form. The Corporations Act prohibits any person from passing an Application Form to another person unless it is attached to, or accompanied by, a hard copy of this Prospectus or a complete and unaltered electronic version of this Prospectus.

The minimum Application size under the Priority Offer is 1,500 Shares ($2,025.00 at the Offer Price of $1.35 per share) or as otherwise specified in the terms of the invitation, and in multiples of $1.35 thereafter. The maximum amount each Applicant can apply for will be specified in their personalised invitation. Applicants under the Priority Offer will receive a guaranteed minimum allocation of the number of Shares specified in their personalised invitation to participate in the Priority Offer.

(C) HOW TO PAY

Applicants under the Priority Offer must pay by BPAY® following the instructions outlined in their personalised invitation and Priority Offer Application Form. When completing your BPAY® payment, please make sure to use the specific biller code and unique customer reference number provided to you on your online Priority Offer Application Form.

It is the Applicant's responsibility to ensure payments are received by the end of the Offer Period, being 5.00 pm (Perth Time) on 29 October 2021. If you make a BPAY® payment, your bank, credit union or building society may impose a limit on the amount that you can transact on BPAY® and policies with respect to timing for processing BPAY® transactions, which may vary between bank, credit union or building society. The Company and the Lead Manager take no responsibility for any failure to receive Application Monies by BPAY® before the end of the Offer Period arising as a result of, among other things, delays in processing of payments by financial institutions.

If the amount of your BPAY® payment for Application Monies (or the amount for which those BPAY® payments clear in time for allocation) is insufficient to pay for the number of Shares you have applied for in your Priority Offer Application Form, you may be taken to have applied for such lower number of Shares as your cleared Application Monies will pay for (and to also have specified that amount in your Priority Offer Application Form), or your Application may be rejected.

(D) ALLOCATION POLICY

The allocation of Shares in the Priority Offer will be determined by the Lead Manager, following consultation with the Company. Applicants under the Priority Offer will receive a guaranteed minimum allocation of the number of Shares specified in their personalised invitation to participate in the Priority Offer. The Company may reject an Application at its absolute discretion.

The Company reserves the right to scale back or reject Applications in whole or part, without giving any reason, subject to the guaranteed minimum allocation described above. Applicants under the Priority Offer whose Applications are not accepted, or who are allocated a lesser number of Shares than the amount applied for (subject to the guaranteed minimum allocation), will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any Application Monies refunded. The Company may amend or waive the Priority Offer Application procedures or requirements, at their discretion in compliance with applicable laws.

9.5 Acceptance of Applications under the Broker Firm and Priority Offer

An Application in the Broker Firm Offer and Priority Offer is an offer by an Applicant to the Company to acquire Shares in the amount specified on the Application Form at the Offer Price on the terms and conditions set out in this Prospectus (including any supplementary or replacement prospectus) and the Application Form. To the extent permitted by law, an Application is irrevocable.

An Application in any part of the Offer may be accepted by the Company in respect of the full number of Shares specified in the Application Form or any of them, without further notice to the Applicant. Acceptance of an Application will give rise to a binding contract. The Company and the Lead Manager reserve the right to reject any Application that is not correctly completed or which is submitted by a person who they believe is ineligible to participate in the Offer or any part of it, or to waive or correct any errors made by the Applicant in completing their Application.

9. Details of the Offer Continued

Applicants whose Applications are not accepted, or who are allocated a lesser number of Shares than the number applied for, will receive a refund of all or part of their Application Monies, as applicable. Interest will not be paid on any Application Monies refunded.

Applicants whose Applications are accepted in full will receive the whole number of Shares calculated by dividing the Application Monies by the Offer Price. Where the Offer Price does not divide evenly into the Application Monies, the number of Shares to be allocated will be rounded down. Your Application Monies should be for the entire number of Shares being applied for.

9.6 Institutional Offer

(A) INVITATIONS TO BID

The Institutional Offer consisted of an invitation to certain Institutional Investors in Australia and a number of other eligible jurisdictions to apply for Shares. The Lead Manager separately advised Institutional Investors of the Application procedures for the Institutional Offer. Offers and acceptances in the Institutional Offer are made under this Prospectus and are at the Offer Price per Share.

(B) ALLOCATION POLICY UNDER THE INSTITUTIONAL OFFER

The allocation of Shares among Applicants in the Institutional Offer will be determined by agreement between the Lead Manager and the Company. The Lead Manager and the Company have absolute discretion regarding the basis of allocation of Shares among the Institutional Investors.

Participants in the Institutional Offer have been advised of their allocation of Shares, if any, by the Lead Manager. The allocation policy for the Institutional Offer was influenced, but not constrained by, the following factors:

(a) the number of Shares bid for by particular Applicants;

(b) the timeliness of the bid by particular Applicants;

(c) the Company's desire for an informed and active trading market following Completion of the Offer;

(d) the Company's desire to establish a wide spread of Institutional Shareholders;

(e) the overall anticipated level of demand under the Broker Firm Offer, Priority Offer and Institutional Offer;

(f) the size and type of funds under management of particular Applicants;

(g) the likelihood that particular Applicants will be long-term Shareholders; and

(h) any other factors that the Company and the Lead Manager considered appropriate.

9.7 Escrow arrangements

(A) ASX ESCROW

At the Completion of the Offer, it is expected that approximately 21,386,566 Shares (representing approximately 27.38% of the Shares on issue at Completion) will be mandatorily escrowed from Listing for varying periods with 15,610,470 Shares being escrowed for a period of 24 months (representing approximately 20.00% of the Shares on issue at Completion of the Offer) and the remaining 5,776,096 Shares being released from escrow during April 2022[22]. It is also expected that 12,000,000 Options will be mandatorily escrowed (representing 78.50% of all Options on issue at Completion) for a period of 24 months from Listing.

(B) VOLUNTARY ESCROW

In addition to the mandatory escrow described above, it is intended that each Existing Shareholder enter into a voluntary escrow deed in respect of their Escrowed Shares, which prevents them from dealing in their respective Escrowed Shares for the periods set out below (**Escrow Period**).

22. 5,183,961 Shares will be released from escrow on 19 April 2022 and 592,135 Shares will be released from escrow on 23 April 2022.

(C) SUMMARY OF ASX AND VOLUNTARY ESCROW

In aggregate, 48,482,960 Shares are expected to be the subject of ASX escrow and voluntary Escrow arrangements, representing approximately 62.1% of the total Shares on issue immediately following Completion. A table setting out the Escrowed Shareholders and the Shares they hold following Completion is set out below:

Shareholder	Shares held on Completion of the Offer (#)	Shares subject to ASX escrow (#)	Shares intended to be subject to voluntary escrow (#)	% of Shareholder's Shareholding subject to ASX and intended to be subject to voluntary escrow	% of total issued Shares in the Company on Completion of the Offer subject to ASX or intended to be subject to voluntary escrow	End of ASX Escrow Period	End of voluntary Escrow Period
John Barrington AM atf BHT Family Trust (Managing Director)	7,526,095[1]	7,117,946	222,964	98%	9.40%	24 months from Listing	12 months from Listing
Erika Konstantopoulos atf IEMK Family Trust A/C (spouse of John Konstantopoulos, Executive Director)	7,000,000	6,999,259	741	100%	8.96%	24 months from Listing	12 months from Listing
Keeble Nominees Pty Ltd atf Ridgeway Self-Managed Super Fund A/C (related to Bernie Ridgeway, Chair)	1,999,999[2]	854,377	259,260	56%	1.43%	24 months from Listing	12 months from Listing
Adam James Ridgeway (related to Bernie Ridgeway, Chair)	750,000	638,889	111,111	100%	0.96%	24 months from Listing	12 months from Listing
Other Shareholders	60,836,496	5,776,095[3]	26,502,318[4]	53%	41.32%	12 months from date of issue[5]	12 months from Listing
Total	**78,112,590**	**21,386,566**	**27,096,394**	**–**	**62.07%**	–	–

Notes:

1. Includes 185,185 Shares expected to be acquired as part of the Offer.
2. Includes 886,362 Shares expected to be acquired as part of the Offer.
3. Shares held by Existing Shareholders prior to Completion of the Offer.
4. Shares held by Existing Shareholders prior to Completion of the Offer.
5. 5,183,961 Shares will be released from ASX escrow on 19 April 2022 and 592,135 Shares will be released from ASX escrow on 23 April 2022.

9. Details of the Offer Continued

(C) RESTRICTION ON DEALINGS AND RELEASE OF ESCROW

The Escrow arrangements described above contain restrictions on dealing that are broadly defined and include, among other things, selling, transferring or otherwise disposing of any interest in the relevant Shares or Options, encumbering or granting a security interest over the Shares or Options, doing, or omitting to do, any act that would have the effect of transferring effective ownership or control of any of the Shares or Options or agreeing to do any of those things.

There are limited circumstances in which the escrow may be released, including as required by law, or:

- to allow the Shareholder or Optionholder to accept an offer under a bona fide third-party takeover bid made in relation to the Company in accordance with the Corporations Act, provided that the holders of at least half of the Shares the subject of the bid that are not subject to escrow have accepted the takeover bid; or
- to allow the Escrowed Shares or Escrowed Options to be transferred or cancelled as part of a merger by a scheme of arrangement under Part 5.1 of the Corporations Act,

provided that, in each case, if for any reason any or all Escrowed Shares or Escrowed Options are not transferred or cancelled in accordance with such a takeover bid or scheme of arrangement, then the holder of such Escrowed Shares or Escrowed Options agrees that the restrictions applying to the Escrowed Shares or Escrowed Options will continue to apply.

9.8 Acknowledgements

Each Applicant under the Offer will be deemed to have:

- agreed to become a member of Artrya and to be bound by the terms of the Constitution and the terms and conditions of the Offer;
- acknowledged having personally received a printed or electronic copy of the Prospectus (and any supplementary or replacement prospectus) including or accompanied by the Application Form and having read them all in full;
- declared that all details and statements in their Application Form are complete and accurate;
- declared that the Applicant(s), if a natural person, is/are over 18 years of age;
- acknowledged that, once Artrya or a Broker receives an Application Form, it may not be withdrawn;
- applied for the number of Shares at the Australian dollar amount shown on the front of the Application Form;
- agreed to being allocated and issued the number of Shares applied for (or a lower number allocated in a way described in this Prospectus), or no Shares at all;
- authorised Artrya and the Lead Manager and their respective officers or agents, to do anything on behalf of the Applicant(s) necessary for Shares to be allocated to the Applicant(s), including to act on instructions received by the Share Registry upon using the contact details in the Application Form;
- acknowledged that Artrya may not pay dividends, or that any dividends paid may not be franked;
- acknowledged that the information contained in this Prospectus (or any supplementary or replacement prospectus) is not financial product advice or a recommendation that Shares are suitable for the Applicant(s), given the investment objectives, financial situation and particular needs (including financial and taxation issues) of the Applicant(s);
- declared that the Applicant(s) is/are a resident of Australia (except as applicable to the Institutional Offer);
- acknowledged and agreed that the Offer may be withdrawn by Artrya or may otherwise not proceed in the circumstances described in this Prospectus; and
- acknowledged and agreed that if Listing does not occur for any reason, the Offer will not proceed.

Each Applicant, will be taken to have represented, warranted and agreed as follows:

- it understands that the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state of the United States and may not be offered, sold or resold, pledged, transferred in the United States, except in accordance with US Securities Act regulation requirements or in a transaction exempt from, or not subject to, registration under the US Securities Act and any other applicable state securities laws;
- it is not in the United States or a US Person;
- it has not sent and will not send the Prospectus or any other material relating to the Offer to any person in the United States;
- it is purchasing the Shares in an offshore transaction meeting the requirements of Regulation S; and
- it will not offer or sell the Shares in the United States or in any other jurisdiction outside Australia except in transactions exempt from, or not subject to, registration requirements of the US Securities Act and in compliance with all applicable laws in the jurisdiction in which Shares are offered and sold.

9.9 Discretion regarding the Offer

Artrya may withdraw the Offer at any time before Completion of the Offer. If the Offer, or any part of it, does not proceed, all relevant Application Monies will be refunded (without interest). The Lead Manager and Artrya also reserve the right to close the Offer or any part of it early, extend the Offer or any part of it, accept late Applications either generally or in particular cases, reject any Application, waive or correct any errors made by any Applicant in completing an Application Form, or allocate to any Applicant fewer Shares than those applied for. Applicants received under the Offer are irrevocable and may not be varied or withdrawn except as required by law.

9.10 ASX Listing, registries and holding statements

(A) APPLICATION TO ASX FOR LISTING OF ARTRYA AND QUOTATION OF SHARES

Artrya will apply to ASX for admission to the Official List of ASX and quotation of the Shares on ASX within seven days of the Prospectus Date. Artrya's code is expected to be AYA.

If Artrya does not make such an application within seven days after the Prospectus Date, or permission is not granted for the official quotation of the Shares on ASX within three months after the Prospectus Date (or any later date permitted by law), the Offer will be withdrawn and all Application Monies received by Artrya will be refunded without interest as soon as practicable in accordance with the requirements of the Corporations Act.

Artrya will be required to comply with the ASX Listing Rules, subject to any waivers obtained by Artrya from time to time.

ASX and its officers take no responsibility for this Prospectus or the investment to which it relates. The fact that ASX may admit Artrya to the official list is not to be taken as an indication of the merits of Artrya or the Shares offered for sale.

(B) CHESS AND ISSUER-SPONSORED HOLDINGS

Artrya will apply to participate in ASX's Clearing House Electronic Subregister System (**CHESS**) and will comply with the ASX Listing Rules and the ASX Settlement Operating Rules. CHESS is an electronic transfer and settlement system for transactions in securities quoted on ASX under which transfers are effected in an electronic form.

When the Shares become approved financial products (as defined in the ASX Settlement Operating Rules), holdings will be registered in one of two subregisters, being an electronic CHESS sub-register or an issuer-sponsored subregister.

For all Successful Applicants, the Shares of a Shareholder who is a participant in CHESS or a Shareholder sponsored by a participant in CHESS will be registered on CHESS. All other Shares will be registered on the issuer sponsored subregister.

Following Completion of the Offer, Shareholders will be sent a holding statement that sets out the number of Shares that have been allocated to them. It is expected that holding statements will be dispatched by standard post on or about 19 November 2021. This statement will also provide details of a Shareholder's Holder Identification Number (**HIN**) for CHESS holders or, where applicable, the Securityholder Reference Number (**SRN**) of issuer-sponsored holders. Shareholders will subsequently receive statements showing any changes to their shareholding. Certificates will not be issued.

Shareholders will receive subsequent statements during the first week of the following month if there has been a change to their holding on the register and as otherwise required under the ASX Listing Rules and the Corporations Act. Additional statements may be requested at any other time either directly through the Shareholder's sponsoring Broker in the case of a holding on the CHESS subregister or through the Share Registry in the case of a holding on the issuer-sponsored subregister. Artrya and the Share Registry may charge a fee for these additional issuer-sponsored statements.

9. Details of the Offer Continued

(C) RESTRICTIONS ON DISTRIBUTION

No action has been taken to register or qualify this Prospectus, the Shares or the Offer or otherwise to permit a public offering of the Shares in any jurisdiction outside Australia.

This Prospectus does not constitute an offer or invitation to apply for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus.

Each Applicant under the Institutional Offer has been required to make certain representations, warranties and covenants set out in the confirmation of allocation letter distributed to it.

This Prospectus may not be released or distributed in the United States, and may only be distributed to persons outside the United States to whom the Offer may lawfully be made in accordance with the laws of any applicable jurisdiction.

In particular, the Shares have not been, and will not be, registered under the US Securities Act or the securities laws of any state or other jurisdiction of the United States and may not be offered or sold, directly or indirectly, in the United States, except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.

9.11 Foreign offer selling restrictions

This Prospectus does not constitute an offer or invitation to apply for Shares in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer or invitation or issue under this Prospectus except to the extent permitted below.

(A) HONG KONG

WARNING: This document has not been, and will not be, registered as a prospectus under the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong, nor has it been authorised by the Securities and Futures Commission in Hong Kong pursuant to the Securities and Futures Ordinance (Cap. 571) of the Laws of Hong Kong (the **SFO**). Accordingly, this document may not be distributed, and the Shares may not be offered or sold, in Hong Kong other than to "professional investors" (as defined in the SFO and any rules made under that ordinance).

No advertisement, invitation or document relating to the Shares has been or will be issued, or has been or will be in the possession of any person for the purpose of issue, in Hong Kong or elsewhere that is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Shares that are or are intended to be disposed of only to persons outside Hong Kong or only to professional investors. No person allotted Shares may sell, or offer to sell, such securities in circumstances that amount to an offer to the public in Hong Kong within six months following the date of issue of such securities.

The contents of this document have not been reviewed by any Hong Kong regulatory authority. You are advised to exercise caution in relation to the offer. If you are in doubt about any contents of this document, you should obtain independent professional advice.

(B) NEW ZEALAND

This document has not been registered, filed with or approved by any New Zealand regulatory authority under the *Financial Markets Conduct Act 2013* (the **FMC Act**).

The Shares are not being offered or sold in New Zealand (or allotted with a view to being offered for sale in New Zealand) other than to a person who:

- is an investment business within the meaning of clause 37 of Schedule 1 of the FMC Act;
- meets the investment activity criteria specified in clause 38 of Schedule 1 of the FMC Act;
- is large within the meaning of clause 39 of Schedule 1 of the FMC Act;
- is a government agency within the meaning of clause 40 of Schedule 1 of the FMC Act; or
- is an eligible investor within the meaning of clause 41 of Schedule 1 of the FMC Act.

(C) SINGAPORE

This document and any other materials relating to the Shares have not been, and will not be, lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore. Accordingly, this document and any other document or materials in connection with the offer or sale, or invitation for subscription or purchase, of Shares, may not be issued, circulated or distributed, nor may the Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with exemptions in Subdivision (4) Division 1, Part XIII of the Securities and Futures Act, Chapter 289 of Singapore (the **SFA**), or as otherwise pursuant to, and in accordance with the conditions of any other applicable provisions of the SFA.

This document has been given to you on the basis that you are (i) an "institutional investor" (as defined in the SFA) or (ii) an "accredited investor" (as defined in the SFA). If you are not an investor falling within one of these categories, please return this document immediately. You may not forward or circulate this document to any other person in Singapore.

Any offer is not made to you with a view to the Shares being subsequently offered for sale to any other party. There are on-sale restrictions in Singapore that may be applicable to investors who acquire Shares. As such, investors are advised to acquaint themselves with the SFA provisions relating to resale restrictions in Singapore and comply accordingly.

(D) UNITED KINGDOM

Neither this document nor any other document relating to the offer has been delivered for approval to the Financial Conduct Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended (**FSMA**)) has been published or is intended to be published in respect of the Shares.

The Shares may not be offered or sold in the United Kingdom by means of this document or any other document, except in circumstances that do not require the publication of a prospectus under section 86(1) of the FSMA. This document is issued on a confidential basis in the United Kingdom to "qualified investors" within the meaning of Article 2(e) of the UK Prospectus Regulation. This document may not be distributed or reproduced, in whole or in part, nor may its contents be disclosed by recipients, to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 of the FSMA) received in connection with the issue or sale of the Shares has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) of the FSMA does not apply to the Company.

In the United Kingdom, this document is being distributed only to, and is directed at, persons (i) who have professional experience in matters relating to investments falling within Article 19(5) (investment professionals) of the *Financial Services and Markets Act 2000* (Financial Promotions) Order 2005 (**FPO**), (ii) who fall within the categories of persons referred to in Article 49(2)(a) to (d) (high net worth companies, unincorporated associations, etc.) of the FPO or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investment to which this document relates is available only to relevant persons. Any person who is not a relevant person should not act or rely on this document.

10. Additional Information

10. Additional Information

10.1 Registration

The Company was registered in Western Australia, Australia on 24 January 2018 and converted to a public company on 16 April 2021.

10.2 Company tax status and financial year

Artrya will be taxed as an Australian resident company for the purposes of Australian income tax law. Artrya will be subject to tax at the applicable Australian corporate tax rate. Artrya's tax year ends on 30 June.

10.3 Lead Manager arrangements

The Company and Lead Manager have entered into the Underwriting Agreement in relation to the Offer. Under the Underwriting Agreement, the Lead Manager has been appointed on an exclusive basis as lead manager, underwriter and bookrunner for the Offer.

The key terms of the Underwriting Agreement are set out below.

(A) COMMISSION, FEES AND EXPENSES

Subject to the Lead Manager satisfying its obligations under the Underwriting Agreement, the Company must pay the Lead Manager:

(1) a management fee of 2% of the Offer proceeds; and

(2) a selling and underwriting fee of 3% of the Offer proceeds.

The Offer proceeds are calculated by multiplying the total number of Shares issued under this Prospectus by the Offer Price.

In addition to the fees described above, the Company has agreed to reimburse the Lead Manager for certain agreed costs and expenses incurred by the Lead Manager in relation to the Offer.

The Lead Manager may, in consultation with the Company, at any time appoint sub-underwriters to sub-underwrite the Offer. Any co-lead managers, co-managers and brokers may only be appointed in relation to the Offer by the Lead Manager with the prior written consent of the Company. The Lead Manager must pay any fees, commissions or rebates due to any sub-underwriters, co-lead managers, co-managers or Brokers appointed by the Lead Manager.

(B) TERMINATION EVENTS NOT SUBJECT TO MATERIALITY

The Lead Manager may, at any time after the date of the Underwriting Agreement until 10.00 am on the date of Settlement, terminate the Underwriting Agreement without cost or liability by written notice to the Company if any of the following events occur:

(1) A statement in an Offer document (including this Prospectus) is misleading or deceptive or likely to mislead or deceive, or there is an omission from an Offer document of material required to be included in it;

(2) A new circumstance occurs after this Prospectus is lodged with ASIC that would have been required to be included in the Prospectus that is materially adverse from the point of view of an investor;

(3) The Company is required to issue, a supplementary prospectus or lodges a supplementary prospectus with ASIC in a form and substance that has not been approved by the Lead Manager;

(4) At any time the S&P/ASX All Ordinaries Index falls to a level that is 90% or less of the level as at the close of trading on the last trading day immediately preceding the date of the Underwriting Agreement and closes at or below that 90% level either: (i) for at least two consecutive ASX trading days prior to the date of Settlement or (ii) on the trading day immediately prior to the date of Settlement;

(5) Any restriction agreement previously entered into is withdrawn, varied, terminated, rescinded, altered or amended, breached or failed to be complied with, prior to the date of Completion without the Lead Manager's prior written consent;

(6) Approval is refused or not granted, or approval is granted subject to conditions other than customary conditions, to:

- the Company's admission to the Official List of ASX on or before the Shortfall Notification Date; or
- the quotation of all of the Shares on ASX or for the Shares to be traded through CHESS on or before the Quotation Date,

or if granted, the approval is subsequently withdrawn, qualified (other than by customary conditions or conditions reasonably satisfactory to the Lead Manager) or withheld;

10. Additional Information Continued

(7) Any of the following notifications are made in respect of the Offer:

- ASIC issues an order (including an interim order) under section 739 of the Corporations Act;
- ASIC holds a hearing under section 739(2) of the Corporations Act (other than a notice that does not become public or is withdrawn before becoming public);
- ASIC makes an application for an order under Part 9.5 of the Corporations Act or commences any investigation or hearing under Part 3 of the ASIC Act in relation to the Offer;
- any person who has previously consented to the inclusion of its name in the Prospectus (other than the Lead Manager) withdraws that consent; or
- any person gives a notice under section 730 of the Corporations Act in relation to the Prospectus (other than the Lead Manager, co-lead manager or co-manager);

(8) The Company withdraws the Prospectus or the Offer or any circumstance arises after lodgement of the Prospectus that results in the Company either repaying any money received from Applicants under the Offer or offering Applicants under the Offer an opportunity to withdraw their Application for Shares and be repaid their Application Monies;

(9) Any event specified in the Timetable (as defined in the Underwriting Agreement) is delayed by more than five Business Days without the prior written consent of the Lead Manager acting reasonably (other than any delay caused by the Lead Manager or any delay agreed between the Company and the Lead Manager or a delay as a result of an extension of the Exposure Period by ASIC);

(10) The Company is prevented from allotting and issuing the Shares by any applicable laws, an order of a court of competent jurisdiction or a government authority, within the time required by the Listing Rules;

(11) The Company alters the issued capital of the Company or a member of the Group (other than pursuant to an employee share or option plan or other issue described in the Prospectus), or disposes or attempts to dispose of a substantial part of the business or property of the Group without the prior written consent of the Lead Manager (not to be unreasonably withheld or delayed);

(12) Any member of the Group becomes insolvent, or there is an act or omission that is likely to result in a member of the Group becoming insolvent;

(13) If a regulatory body withdraws, revokes or amends any regulatory approvals required for the Company to perform its obligations under the Underwriting Agreement, such that the Company is rendered unable to perform its obligations under the Underwriting Agreement;

(14) A change in the Chief Executive Officer, Chief Financial Officer or Board of the Company occurs, in each case without the prior written consent of the Lead Manager (such consent not to be unreasonably withheld or delayed); or

(15) The Company varies any term of its Constitution without the prior written consent of the Lead Manager (such consent not to be unreasonably withheld or delayed).

(C) TERMINATION EVENTS SUBJECT TO MATERIALITY

The Lead Manager may, at any time after the date of the Underwriting Agreement until on or before 10.00 am (AWST) on the date of Settlement, terminate the Underwriting Agreement without any cost or liability by written notice to the Company if any of the following events occur and the Lead Manager has reasonable grounds to believe the event: (i) has or is likely to have a material adverse effect on the success of the Offer, or on the ability of the Lead Manager to settle the Offer, or subsequent market for the Shares, or the financial position of the Company; or (ii) will, or is likely to, give rise to a liability of the Lead Manager under, or a contravention by the Lead Manager of, any applicable law:

(1) Any of the Offer documents (including this Prospectus) or any aspect of the Offer does not comply with the Corporations Act, the Listing Rules, or any other applicable law or regulation;

(2) A statement in any of the documents published by or on behalf of the Company in relation to the business or affairs of the Company, Group or the Offer is or becomes misleading or deceptive or is likely to mislead or deceive;

(3) The due diligence report prepared in connection with the Offer is, or becomes, false, misleading or deceptive, including by way of omission;

(4) Any information supplied by or on behalf of a member of the Group to the Lead Manager in respect of the Offer or the Group is misleading or deceptive, or is likely to mislead or deceive (including by omission);

(5) An event occurs that is, or is likely to give rise to an adverse change in the assets, liabilities, financial position or performance, profits, losses or prospects of the Group, or nature of the business from those disclosed in the Prospectus lodged with ASIC;

(6) There are not, or there ceases to be, reasonable grounds in the reasonable opinion of the Lead Manager for any statement or estimate in the Offer documents that relate to a future matter;

(7) The Company does not provide a closing certificate as and when required by the Underwriting Agreement;

(8) In respect of any one or more of Australia, New Zealand, the US, the UK, Hong Kong, the People's Republic of China or Singapore or any member of the European Union:

- hostilities not presently existing commence;
- a major escalation in existing hostilities occurs (whether war is declared or not);
- a declaration is made of a national emergency or war; or
- a major terrorist act is perpetrated;

(9) If any of the obligations of the relevant parties under any of the Company's material contracts are not capable of being performed in accordance with their terms (in the reasonable opinion of the Lead Manager) or if all or any part of any of the Material Contracts is terminated, materially amended without the consent of the Lead Manager (acting reasonably), or materially breached and such breach is not remedied to the satisfaction the Lead Manager within two Business Days of the breach occurring, ceases to have effect or is or becomes void, voidable, illegal, invalid or unenforceable (other than by reason only of a party waiving any of its rights);

(10) There is introduced, or there is a public announcement of a proposal to introduce, a new law or regulation or government policy in Australia (excluding a policy of the Reserve Bank of Australia), New Zealand, the US, the UK, Hong Kong, the People's Republic of China, Singapore, any member state of the European Union or Papua New Guinea;

(11) There is a contravention by the Company or any other member of the Group of the Corporations Act, the *Competition and Consumer Act 2010* (Cth), the ASIC Act, its constitution, or the Listing Rules;

(12) A representation or warranty contained in this agreement on the part of the Company is breached, becomes not true or correct or is not performed;

(13) The Company defaults on one or more of its undertakings or obligations under the agreement and that default is either incapable of remedy or is not remedied by the Company within two Business Days after being given written notice to do so by the Lead Manager;

(14) Any of the following occurs:

- a director of the Company is charged with an indictable offence;
- any director of the Company is disqualified from managing a corporation under Part 2D.6 of the Corporations Act;
- the commencement of legal proceedings against the Company or any of its directors in their capacity as a director; or
- any regulatory body commences any inquiry against any member of the Group or the Company;

(15) Any of the following occurs:

- a general moratorium on commercial banking activities in Australia, the UK, the US or Hong Kong or any member state of the European Union is declared by the relevant central banking authority in those countries, or there is a disruption in commercial banking or security settlement or clearance services in any of those countries;
- trading in all securities quoted or listed on ASX, London Stock Exchange, New York Stock Exchange or Hong Kong Stock Exchange is suspended for at least one day on which that exchange is open for trading; or
- any adverse change or disruption to the existing financial markets, political or economic conditions of, or currency exchange rates or controls in Australia, the UK, the US, Hong Kong, or the international financial markets or any adverse change in national or international political, financial or economic conditions; or a new change or development involving a prospective adverse change in taxation laws affecting the Company or the Offer occurs;

(16) The Company or any of its directors or officers (as those terms are defined in the Corporations Act) engage, or have been alleged by a government authority to have engaged since the date of the Underwriting Agreement, in any fraudulent conduct or activity whether or not in connection with the Offer; or

(17) Other than as disclosed in the Prospectus, the Company creates or agrees to create an encumbrance over the whole or a substantial part of its business or property.

10. Additional Information Continued

(D) CONDITIONS, REPRESENTATIONS, WARRANTIES AND UNDERTAKINGS

The Underwriting Agreement contains certain standard representations, warranties and undertakings by the Company to the Lead Manager as well as common conditions precedent, including the receipt by the Lead Manager of the final due diligence report and certain material contracts of the Company not having terminated.

The representations and warranties given by the Company relate to matters such as conduct of the Company, power and authorisations, information provided by the Company, financial information, information in this Prospectus, the conduct of the Offer, compliance with laws, the Listing Rules and other legally binding requirements.

The Company's undertakings include, among other things, that it will not, until 90 days after Completion issue (or agree to issue) any Shares or other securities that are convertible or exchangeable into equity of the Company) without the prior written consent of the Lead Manager. This undertaking is subject to certain exceptions, including any issue made pursuant to this Prospectus, an employee incentive scheme or a non-underwritten dividend reinvestment.

(E) INDEMNITIES

Subject to certain customary exclusions (including, among other things, fraud, wilful misconduct or gross negligence of an indemnified party), the Company agrees to keep the Lead Manager and certain affiliated parties indemnified from losses suffered in connection with the Offer.

10.4 Summary of rights and liabilities attaching to Shares and other material provisions of the Constitution

(A) INTRODUCTION

The rights and liabilities attaching to ownership of Shares arise from a combination of the Constitution, statute, the ASX Listing Rules and general law. A summary of the significant rights, liabilities and obligations attaching to the Shares and a description of other material provisions of the Constitution are set out below. This summary is not exhaustive nor does it constitute a definitive statement of the rights and liabilities of Shareholders. The summary assumes that the Company is admitted to the Official List.

(B) VOTING AT A GENERAL MEETING

At a general meeting of the Company, every Shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and, on a poll, one vote for each Share held (with adjusted voting rights for partly paid shares). If the votes are equal on a proposed resolution, the chair of the meeting has a casting vote, in addition to any deliberative vote.

(C) MEETING OF MEMBERS

Each Shareholder is entitled to receive notice of, attend and vote at general meetings of the Company and to receive all notices, accounts and other documents required to be sent to Shareholders under the Constitution, Corporations Act and the ASX Listing Rules. The Company must give at least 28 days' written notice of a general meeting.

(D) DIVIDENDS

The Board may pay any interim and final dividends that, in its judgement, the financial position of the Company justifies. The Board may also pay any dividend required to be paid under the terms of issue of a Share, and fix a record date for a dividend and the timing and method of payment.

(E) TRANSFER OF SHARES

Subject to the Constitution and to any restrictions attached to a Shareholder's Share, Shares may be transferred in accordance with the ASX Settlement Operating Rules, the Corporations Act (and Regulations) and ASX Listing Rules or by a written transfer in any usual form or in any other form approved by the Board and permitted by the relevant laws and ASX requirements. The Board may decline to register a transfer of Shares or apply a holding lock to prevent a transfer in accordance with the Corporations Act or the ASX Listing Rules.

(F) ISSUE OF FURTHER SHARES

The Board may, subject to the Constitution, Corporations Act and the ASX Listing Rules, issue, allot or grant Options for, or otherwise dispose of, Shares in the Company on such terms as the Board decides.

(G) WINDING UP

If the Company is wound up, then subject to the Constitution, the Corporations Act and any rights or restrictions attached to any Shares or classes of shares, Shareholders will be entitled to a share in any surplus property of the Company in proportion to the number of Shares held by them. If the Company is wound up, the liquidator may, with the sanction of a special resolution, divide among the Shareholders the whole or part of the Company's property and decide how the division is to be carried out as between Shareholders or different classes of shareholders.

(H) NON-MARKETABLE PARCELS

In accordance with the ASX Listing Rules, the Board may sell Shares that constitute less than a marketable parcel by following the procedures set out in the Constitution.

(I) PROPORTIONAL TAKEOVER PROVISIONS

The Constitution contains provisions requiring Shareholder approval in relation to any proportional takeover bid. These provisions will cease to apply unless renewed by Shareholders passing a special resolution by the third anniversary of either the date those rules were adopted or the date those rules were last renewed.

(J) VARIATION OF CLASS RIGHTS

The procedure set out in the Constitution must be followed for any variation of rights attached to the Shares. Under that rule, and subject to the Corporations Act and the terms of issue of a class of shares, the rights attached to any class of Shares may be varied:

- with the consent in writing of the holders of 75% of the issued Shares included in that class; or
- by a special resolution passed at a separate meeting of the holders of those Shares.

(K) DIRECTORS – APPOINTMENT AND REMOVAL

Under the Constitution, the Board is comprised of a minimum of three Directors and a maximum of nine Directors, unless the Shareholders pass a resolution varying that number at a general meeting. Directors are elected or re-elected at annual general meetings of the Company.

No Director (excluding a Managing Director) may hold office without re-election beyond the third annual general meeting following the meeting at which the Director was last elected or re-elected. The Board may also appoint any eligible person to be a Director either to fill a casual vacancy on the Board or as an addition to the existing Directors, who will then hold office until the conclusion of the next annual general meeting of the Company following their appointment.

(L) DIRECTORS – VOTING

Questions arising at a meeting of the Board must be decided by a majority of votes of the Directors present at the meeting and entitled to vote on the matter. In the case of an equality of votes on a resolution, the chair of the meeting has a casting vote in addition to his or her deliberative vote, unless there are only two Directors present or entitled to vote, in which case the chair of the meeting does not have a second or casting vote and the proposed resolution is taken as lost.

(M) DIRECTORS – REMUNERATION

Under the Constitution, the Board may decide the remuneration from the Company to which each Director is entitled for their services as a Director. However, the total aggregate amount provided to all non-executive Directors for their services as Directors must not exceed in any financial year the amount fixed by the Company in general meeting.

The remuneration of a Director (who is not a Managing Director or an Executive Director) must not include a commission on, or a percentage of, profits or operating revenue. The current maximum aggregate sum of non-executive Director remuneration is set out in Section 8.4(b). Any change to that maximum aggregate amount needs to be approved by Shareholders.

10. Additional Information Continued

Directors may be paid for all travelling and other expenses the Directors incur in attending to the Company's affairs, including attending and returning from general meetings of the Company or meetings of the Board or of committees of the Board. Any Director who performs extra services or makes any special exertions for the benefit of the Company, which, in the opinion of the Board, are outside the scope of ordinary duties of a Director, may be remunerated for the services (as determined by the Board) out of the funds of the Company. These amounts will not form part of the maximum aggregate sum of non-executive Director remuneration.

Directors' remuneration is discussed in Section 8.4.

(N) POWERS AND DUTIES OF DIRECTORS

The business and affairs of the Company are to be managed by or under the direction of the Board, which (in addition to the powers and authorities conferred on it by the Constitution) may exercise all powers and do all things that are within the Company's power and the powers that are not required by law or by the Constitution to be exercised by the Company in general meeting.

(O) PREFERENCE SHARES

Subject to the Listing Rules, the Company may issue preference shares including preference shares which are, or at the option of the Company or holder are, liable to be redeemed or convertible to ordinary shares. The rights attaching to preference shares are those set out in the Constitution unless other rights have been approved by special resolution of the Company.

(P) INDEMNITIES

The Company, to the extent permitted by law, indemnifies each Director and executive officer of the Company on a full indemnity basis against all losses, liability, costs, charges and expenses incurred by that person as an officer of the Company or of a related body corporate.

10.5 Material contracts

The Directors consider that the material contracts described below are those which an investor would reasonably regard as material (or potentially material), and which investors and their professional advisers would reasonably expect to find disclosed in this Prospectus for the purpose of making an informed assessment of an investment in the Company under the Offer. This Section 10.5 contains a general summary of the material contracts and their substantive terms that are not otherwise disclosed elsewhere in this Prospectus.

(A) ENVISION AGREEMENT

On 1 May 2019, Artrya entered into a Data Sharing Envision Agreement with Envision Medical Imaging (**Envision**) whereby Envision has agreed to grant to Artrya an exclusive, non-transferrable, royalty-free licence to use its full history of Envision's Coronary Computed Tomography Angiograms and supporting modalities image datasets for the development of Artrya's software application, which enables automated analysis and diagnosis of radiological scans (**Envision Agreement**). The term of the Envision Agreement begins on 1 May 2019 and ends on 1 May 2022. The licence granted to Artrya for access to the data is exclusive for the term of the Envision Agreement.

Under the Envision Agreement, Envision must make the data available to Artrya and Artrya must:

(a) ensure that the data is de-identified so that it is not possible to identify any individual in connection with the data from the data that was supplied to Artrya;

(b) use the data in accordance with the Envision Agreement and any applicable laws;

(c) not use the data for anything other than the purpose, being the development of the software application that enables automated analysis and diagnosis of radiological scans (**Technology**); and

(d) provide code to de-identify the data.

Any intellectual property created by or on behalf of Artrya from the use of the data provided by Envision, including the Technology, will be owned by Artrya (including after the termination of the agreement).

There are usual termination for default provisions in the Envision Agreement, along with an absolute right for Envision to terminate for convenience by providing five Business Days' notice.

(B) NHS SBS FRAMEWORK AGREEMENT

On 12 October 2021, Artrya entered into a Framework Agreement with NHS Shared Business Services (**NHS SBS**), as agent for various public organisations in the United Kingdom including NHS bodies, emergency services and governmental bodies (**Approved Organisations**) (**NHS SBS Framework Agreement**).

Under the NHS SBS Framework Agreement, the NHS SBS appoints Artrya as a potential supplier to the Approved Organisations for the provision of artificial intelligence, imaging and radiotherapy equipment, associated products and diagnostic imaging (**Specified Goods and Services**). The term of the NHS Framework Agreement began on 14 September 2021 and ends on 14 September 2023 (with the option of being extended for an additional 2 years at the election of NHS SBS).

Under the NHS SBS Framework Agreement, Artrya is eligible to be considered for the award of orders or contracts for the supply of Specified Goods and Services to Approved Organisations. There is no obligation on NHS SBS or the Approved Organisations to purchase products from Artrya during the term.

Subject to the terms of the NHS SBS Framework, Artrya will retain ownership of its intellectual property and grants to the NHS SBS the appropriate rights to use the intellectual property. There are usual termination for default provisions in the NHS SBS Framework Agreement.

(C) OTHER AGREEMENTS AND COLLABORATIONS

In addition to the Envision Agreement set out above, Artrya has also entered into agreements with other collaborators to further support its technology development and broader objectives.

University of Western Australia and Harry Perkins Institute of Medical Research

Artrya and the University of Western Australia (**UWA**) have collaborated on five medical research and technology development grant applications and have been successful in two:

- BioMedTech Horizons initiative (**BMTH**); and
- National Health and Medical Research Council (**NHMRC**).

As a part of the BMTH grant, Artrya is intending to part-fund two UWA PhD students for three years to participate in Artrya-UWA research. The terms of this funding ensures that any intellectual property developed during this research will vest upon creation to Artrya and will be available for commercial development. There are customary provisions ensuring this intellectual property is also available to UWA for its research purposes.

UWA is also party to the Ottawa Heart Institute collaborative research agreement (as summarised below) and Artrya partnered with UWA in applying for access to the WA State Government Data Linkage System for longitudinal outcomes-based data to allow further development of the Salix patient risk-prediction capability.

The Harry Perkins Institute of Medical Research is party to all the above collaborations as Artrya's Chief Medical Officer, Professor Girish Dwivedi, and Medical Adviser, Dr Abdul Ihdayhid, conduct their Artrya research through the Perkins Institute. Artrya will fund and establish a core laboratory facility at Harry Perkins institute of Medical Research South Campus.

Monash Health

On 10 August 2020, Artrya entered into a Data Transfer and Confidentiality Agreement with Monash Health (**Monash**) whereby Monash granted Artrya a licence to use certain health data for the purposes of conducting a study to assess the diagnostic performance of a machine-learning-based coronary blood flow technique. Under the agreement, the intellectual property prepared or developed by a party prior to the execution of the agreement (including improvements to such intellectual property developed during the period of the agreement) remains the property of that party.

Ottawa Heart Institute

On 18 January 2021, Artrya entered into a Collaboration Research Agreement with the University of Western Australia (**UWA**), the University of Ottawa Heart Institute (**UOHI**) and Dr Benjamin Chow, whereby the parties will collaborate on the testing and validation of Artrya's software. Any data and intellectual property that is created out of performing the testing and validation of Artrya's software (**New IP**) will be owned by Artrya and UOHI will assign such New IP to Artrya on and from the date it is created.

10. Additional Information Continued

10.6 Legal proceedings

As at the Prospectus Date, there are no current, pending or threatened civil litigation, arbitration proceedings or administrative appeals, or criminal or government prosecutions of a material nature in which Artrya or its subsidiaries are directly or indirectly concerned that is likely to have a material adverse impact on the business or financial position of Artrya.

10.7 Taxation considerations

The taxation consequences of an investment in the Company will depend on your particular circumstances. It is your responsibility to make your own enquiries concerning the taxation consequences of an investment in the Company.

A general overview for Australian tax resident Shareholders of the taxation implications of investing in the Company is set out below. This overview assumes that Shareholders hold their shares in the Company on capital account, and do not carry on a business of share trading, or otherwise hold their shares as part of a profit making scheme or undertaking.

The information below is not intended as a substitute for investors obtaining independent tax advice in relation to their personal circumstances.

(A) TAXATION ON DISPOSAL OF SHARES

The disposal of a Share by a Shareholder should constitute a capital gains tax (CGT) event. A capital gain should arise to the extent that the capital proceeds on disposal exceed the cost base of the Share (broadly, the amount paid to acquire the Share plus any transaction costs).

A CGT discount may be applied against any capital gain (after reduction of the capital gain by applicable capital losses) where the entity that realises the capital gain is an individual, complying superannuation entity or trustee. The CGT discount may be applied in these circumstances, provided that the Shares have been held for at least 12 months and certain other requirements have been met.

Where the CGT discount applies, any capital gain arising to individuals and entities acting as trustees (other than trustees of a complying superannuation entity) may be reduced by 50%, after offsetting current year or prior year capital losses. For a complying superannuation entity, any capital gain may be reduced by one third, after offsetting current year or prior year capital losses.

A capital loss should be realised to the extent that the reduced cost base of a Share (which is generally calculated in a similar manner to the cost base) exceeds the capital proceeds from its disposal. Capital losses may only be offset against capital gains realised in the same income year or future income years, subject to certain loss recoupment tests being satisfied.

(B) TAXATION OF DIVIDENDS

Where dividends on a Share are distributed, those dividends should constitute assessable income of an Australian tax resident Shareholder.

If the Shareholder satisfies the "qualified person" rules (refer to further comments below), the Shareholder should also include any franking credit attached to the dividend in their assessable income. However, such a Shareholder should be entitled to a tax offset equal to the franking credit. The tax offset can be applied to reduce the income tax payable on the Shareholder's taxable income. Where the tax offset exceeds the income tax payable on the Shareholder's taxable income in an income year, Shareholders who are individuals or complying superannuation funds should be entitled to a tax refund equal to the amount of the excess.

Similar rules apply to corporate Shareholders, except that corporate Shareholders are not entitled to a tax refund where the tax offset exceeds the amount of income tax payable on the Shareholder's taxable income.

(C) QUALIFIED PERSON RULES

The benefit of franking credits can be denied where a Shareholder does not satisfy the qualified person rules, in which case the Shareholder should not be required to include an amount for the franking credits in their assessable income and should also not be entitled to a tax offset.

The qualified person rules are complex but broadly require a Shareholder to hold their Shares continuously "at risk" for a period of not less than 45 days. Shares are held "at risk" to the extent that no material "positions" are adopted in relation to the Shares that may have the effect of diminishing the economic exposure associated with holding the Shares (for example, certain option and derivative arrangements, or agreements to sell the Shares).

Special rules apply to Shares held by discretionary trusts. It is often necessary for discretionary trusts to make Family Trust Elections in order to satisfy the qualified person rules.

Finally, the qualified person rules do not generally apply to individual shareholders who receive total franking credits (from all sources) of no more than $5,000 in the relevant year of income.

(D) TRANSFER DUTY AND GOODS AND SERVICE TAX

No Transfer Duty should be payable by Shareholders on the acquisition of Shares. Under current Transfer Duty legislation, no Transfer Duty should ordinarily be payable by Shareholders on any subsequent transfer of Shares.

Shareholders should not be liable for goods and services tax (GST) from acquiring or disposing of any Shares. Shareholders may not be entitled to claim full input tax credits in respect of any GST paid on costs incurred in connection with their acquisition or disposal of Shares.

Separate Transfer Duty and GST advice should be sought by Shareholders as to the impact of Transfer Duty and GST to their own particular circumstances

(E) TAX FILE NUMBER

Australian tax resident Shareholders may, if they choose, notify the Company of their tax file number (TFN), Australian Business Number (ABN) or a relevant exemption from withholding tax with respect to dividends. In the event that the Company is not so notified, pursuant to the TFN withholding rules, tax should be automatically deducted at the highest marginal rate, including where relevant, the Medicare levy, from unfranked dividends and/or other applicable distributions. However, Australian tax resident Shareholders may be able to claim a tax credit/rebate (as applicable) in respect of the tax deducted in their income tax returns.

10.8 Consent to be named and statement of disclaimers of responsibility

Each of the parties listed below in this Section 10.8 (each a consenting party) to the maximum extent permitted by law, expressly disclaims all liabilities in respect of, makes no representations regarding and takes no responsibility for any statements in or omissions from this Prospectus, other than the reference to its name in the form and context in which it is named and a statement or report included in this Prospectus with its consent as specified below.

Each of the consenting parties listed below has given and has not, at the time of lodgement of this Prospectus with ASIC, withdrawn its written consent to the inclusion of statements in this Prospectus that are specified below in the form and context in which the statements appear:

- Bell Potter has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Lead Manager to the Offer;
- Herbert Smith Freehills has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Australian legal adviser (other than in relation to taxation and stamp duty matters) to Artrya in relation to the Offer in the form and context in which it is named;
- KPMG Transaction Services has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as Investigating Accountant to Artrya in the form and context in which it is so named and to the inclusion in this Prospectus of its Investigating Accountant's Report in Attachment 2 in the form and context in which it is included;
- KPMG has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the auditor of Artrya in the form and context in which it is named;
- Computershare has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus as the Share Registry to Artrya in the form and context in which it is named;
- Griffith Hack has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus in relation to the inclusion in this Prospectus of its Intellectual Property Report in Attachment 3 in the form and context in which it is included; and
- Frost & Sullivan has given, and has not withdrawn prior to the Prospectus Date, its written consent to be named in this Prospectus in relation to the inclusion in this Prospectus of its industry report in Section 3 in the form and context in which it is included.

10. Additional Information Continued

No consenting party referred to in this Section 10.8 has made any statement that is included in this Prospectus or any statement on which a statement made in this Prospectus is based, except as stated above. Each consenting party referred to in this Section 10.8 has not authorised or caused the issue of this Prospectus, does not make any offer of Shares and expressly disclaims and takes no responsibility for any statements in or omissions from this Prospectus, except as stated above in this Section 10.8.

10.9 Costs of the Offer

The costs of the Offer are expected to be approximately A$2.8 million including advisory, legal, accounting, tax and duty, listing and administrative fees, the Lead Manager's management fees, Prospectus design and printing, advertising, marketing, Share Registry and other expenses. These costs have been, or will be, borne by Artrya from available funds.

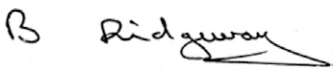
10.10 Governing law

This Prospectus and the contracts that arise from the acceptance of the Applications under this Prospectus are governed by the laws applicable in Western Australia, Australia and each Applicant under this Prospectus submits to the exclusive jurisdiction of the courts of Western Australia, Australia.

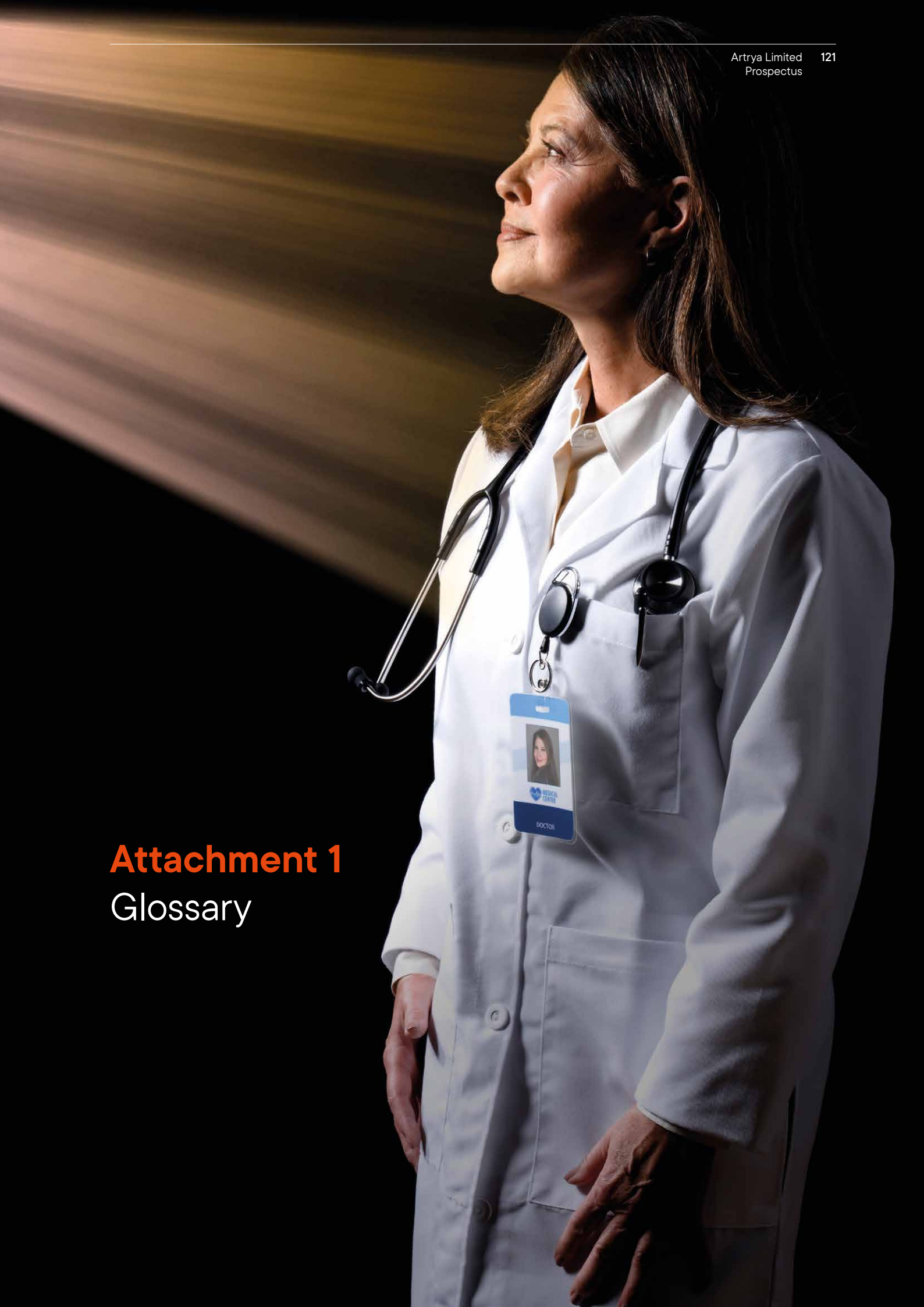
10.11 Statement of Directors

This Prospectus has been authorised by each Director who has consented to its lodgement with ASIC and its issue and has not withdrawn that consent.

This Prospectus is signed for and on behalf of Artrya pursuant to a resolution of the Board by:



Bernie Ridgeway
Non-Executive Chair



Attachment 1
Glossary

Attachment 1 Glossary

Term	Meaning
AAS or **Australian Accounting Standards**	Australian Accounting Standards and other authoritative pronouncements issued by the AASB.
AASB	Australian Accounting Standards Board.
Applicant	a person who submits an Application.
Application	an application made to subscribe for Shares offered under this Prospectus.
Application Form	an application form attached to or accompanying this Prospectus (including the electronic form provided by an online application facility).
Application Monies	the amount of money submitted or made available by an Applicant in connection with an Application.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange that it operates, as the context requires.
ASX Listing Rules or **Listing Rules**	listing rules of ASX as amended, modified or waived from time to time.
ASX Recommendations	the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations (4th Edition).
ASX Settlement	ASX Settlement Pty Limited ABN 49 008 504 532.
ASX Settlement Operating Rules	the settlement operating rules of ASX Settlement.
A$, $ or **AUD**	the Australian dollar, being the lawful currency of Australia.
Board or **Board of Directors**	the board of directors of Artrya.
Broker	any ASX participating organisation selected by the Lead Manager and Artrya to act as a broker to the Offer.
Business Day	a day on which ASX is open for trading securities, and banks are open for general banking business in Perth.
CCTA	Coronary Computed Tomography Angiography.
CHESS	Clearing House Electronic Subregister System operated in accordance with the Corporations Act.
Company	Artrya Limited (ACN 624 005 741).
Completion or **Completion of the Offer**	the date on which Shares are issued to Successful Applicants in accordance with the terms of the Offer.
Constitution	the constitution of Artrya.
Corporations Act	*Corporations Act 2001* (Cth).

Term	Meaning
Director	a member of the Board.
Escrow arrangements	the escrow arrangements described in Section 9.7.
Escrowed Options	each of the Options held by the Escrowed Optionholders at Completion of the Offer.
Escrowed Optionholders	each of Existing Optionholders who are subject to Escrow arrangements described in Section 9.7.
Escrow Period	the relevant escrow period described in Section 9.7.
Escrowed Shareholders	each of Existing Shareholders who are subject to Escrow arrangements described in Section 9.7.
Escrowed Shares	each of the Shares held by the Escrowed Shareholders at Completion of the Offer.
Existing Optionholders	those Shareholders who hold Existing Options immediately prior to Completion.
Existing Options	Options held by all Existing Optionholders immediately prior to Completion.
Existing Shareholders	those Shareholders who hold Existing Shares immediately prior to Completion.
Existing Shares	Shares held by all Existing Shareholders immediately prior to Completion.
Expiry Date	13 months after the Prospectus Date.
Exposure Period	the seven-day period commencing after lodgement of this Prospectus with ASIC during which no Applications may be accepted, which may be extended by ASIC for up to an additional seven days.
Financial Information	the Historical Financial Information and Pro Forma Historical Statement of Financial Position described in Section 6.
Group	the Company and the Company's subsidiaries.
GST	goods and services tax imposed in Australia.
HIN	Holder Identification Number.
IASB	International Accounting Standards Board.
IFRS	International Financial Reporting Standards.
Institutional Investor	investors who are: • persons in Australia who are either "sophisticated investors" or "professional investors" under sections 708(8) and 708(11) of the Corporations Act; or • an institutional investor in certain other jurisdictions, as agreed between Artrya and the Lead Manager, to whom offers of Shares may lawfully be made without the need for a lodged or registered prospectus or other form of disclosure document or filing, registration or qualification with, or approval by, any government agency (except one with which Artrya is willing, in its absolute discretion, to comply).
Institutional Offer	the invitation to Institutional Investors to acquire Shares under this Prospectus, as described in Section 9.6.

Attachment 1 Glossary Continued

Term	Meaning
Investigating Accountant	KPMG Transaction Services, a division of KPMG Financial Advisory Services (Australia) Pty Ltd (ABN 43 007 363 215), an affiliate of KPMG.
Investigating Accountant's Report	the Investigating Accountant's Report and financial services guide prepared by the Investigating Accountant and set out in Attachment 2.
IPO	initial public offering.
KPMG	KPMG (ABN 51 194 660 183), an Australian partnership and a member firm of the KPMG global organisation of independent member firms affiliated with KPMG International Limited, a private English company limited by guarantee.
KPMG Transaction Services	KPMG Transaction Services, a division of KPMG Financial Advisory Services (Australia) Pty Ltd (ABN 43 007 363 215), an affiliate of KPMG.
Lead Manager	Bell Potter Securities Limited (ACN 006 390 772).
Listing	admission of Artrya to the Official List and quotation of the Shares.
Management	management team of Artrya.
New Shareholders	Shareholders issued Shares under the Offer.
Offer	the offer of Shares under this Prospectus.
Offer Period	the period from 25 October 2021 to 29 October 2021.
Offer Price	A$1.35 per Share.
Official List	the official list of entities that ASX has admitted to and not removed from listing.
Option	an option to acquire a Share.
Optionholder	a holder of Options.
Perth time	the official time in Perth, Western Australia.
Prospectus	this document (including the electronic form of this document) and any supplementary or replacement prospectus in relation to this document.
Prospectus Date	the date on which a copy of this Prospectus was lodged with ASIC, being 15 October 2021.
Regulation S	Regulation S under the US Securities Act.
Settlement	settlement in respect of the Shares the subject of the Offer, occurring as described in the Underwriting Agreement.
Share	a fully paid ordinary share in Artrya.
Shareholder	a holder of Shares.
Shareholding	a holding of Shares.

Term	Meaning
Share Registry	Computershare Investor Services Pty Limited ACN 078 279 277.
SRN	Securityholder Reference Number.
Successful Applicant	a person who submits an Application to subscribe for Shares offered under this Prospectus, which is successful.
Underwriting Agreement	the underwriting agreement dated 15 October 2021 between Artrya and the Lead Manager.
United Kingdom or UK	the United Kingdom.
United States or **US** or **USA**	the United States of America.
US Person	has the meaning given to it in Rule 902(k) under Regulation S.
US Securities Act	United States Securities Act of 1933, as amended.

Attachment 2

Investigating Accountant's Report

Attachment 2 Investigating Accountant's Report

KPMG Transaction Services
A division of KPMG Financial Advisory Services (Australia) Pty Ltd
Australian Financial Services Licence No. 246901
Level 8
235 St Georges Terrace
Perth WA 6000

GPO Box A29
Perth WA 6837
Australia

ABN: 43 007 363 215
Telephone: +61 8 9263 7171
Facsimile: +61 8 9263 7129
www.kpmg.com.au

The Directors
Artyra Limited
Suite 14A, Level 3
88 Broadway
Crawley WA 6009

Our ref Artrya21-KPMG_IAR-1015-PSR.docx

15 October 2021

Dear Directors

Limited Assurance Investigating Accountant's Report and Financial Services Guide

Investigating Accountant's Report

Introduction

KPMG Financial Advisory Services (Australia) Pty Ltd (of which KPMG Transaction Services is a division) ("KPMG Transaction Services") has been engaged by Artrya Limited ("Artrya") to prepare this report for inclusion in the Prospectus to be dated 15 October 2021 ("Prospectus"), and to be issued by Artrya, in respect of the proposed IPO on the Australian Securities Exchange of Artrya ("Transaction").

Expressions defined in the Prospectus have the same meaning in this report.

This Investigating Accountant's Report should be read in conjunction with the KPMG Transaction Services Financial Services Guide included in the Prospectus.

Scope

You have requested KPMG Transaction Services to perform a limited assurance engagement in relation to the pro forma historical statement of financial position as at 30 June 2021 described below and disclosed in the Prospectus (the "Pro Forma Historical Statement of Financial Position").

The Pro Forma Historical Statement of Financial Position is presented in the Prospectus in an abbreviated form, insofar as it does not include all of the presentation and disclosures required by Australian Accounting Standards and other mandatory professional reporting requirements applicable to general purpose financial reports prepared in accordance with the *Corporations Act 2001*.

Our limited assurance engagement has not been carried out in accordance with auditing or other standards and practices generally accepted in jurisdictions outside Australia and accordingly should not be relied upon as if it had been carried out in accordance with those standards and practices.

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Attachment 2 Investigating Accountant's Report Continued

Pro Forma Historical Statement of Financial Position

You have requested KPMG Transaction Services to perform limited assurance procedures in relation to the Pro Forma Historical Statement of Financial Position of Artrya (the responsible party) included in the Prospectus.

The Pro Forma Historical Statement of Financial Position has been derived from the historical statement of financial position of Artrya, after adjusting for the effects of pro forma adjustments described in section 6.5b of the Prospectus. The Pro Forma Historical Statement of Financial Position of Artrya's is set out in section 6.5a of the Prospectus issued by Artrya. The stated basis of preparation is the recognition and measurement principles contained in Australian Accounting Standards applied to the historical financial information and the event(s) or transaction(s) to which the pro forma adjustments relate, as described in section 6.2 of the Prospectus. Due to its nature, the Pro Forma Historical Statement of Financial Position does not represent the company's actual or prospective financial position.

The Pro Forma Historical Statement of Financial Position has been compiled by Artrya to illustrate the impact of the event(s) or transaction(s) described in Section 6.5b on Artrya's financial position as at 30 June 2021. As part of this process, information about Artrya's historical statement of financial position has been extracted by Artrya from Artrya's financial statements for the period ended 30 June 2021 (the "Historical Statement of Financial Position").

The financial statements of Artrya for the year ended 30 June 2021 were audited by KPMG in accordance with Australian Auditing Standards. The audit opinion issued to the members of Artrya relating to those financial statements was unqualified.

For the purposes of preparing this report we have performed limited assurance procedures in relation to Pro Forma Historical Statement of Financial Position in order to state whether, on the basis of the procedures described, anything comes to our attention that would cause us to believe that the Pro Forma Historical Statement of Financial Position is not prepared or presented fairly, in all material respects, by the directors in accordance with the stated basis of preparation as set out in section 6.2 of the public document.

We have conducted our engagement in accordance with the Standard on Assurance Engagements ASAE 3450 *Assurance Engagements involving Corporate Fundraisings and/or Prospective Financial Information*.

The procedures performed in a limited assurance engagement vary in nature from, and are less in extent than for, an audit. As a result, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had we performed an audit. Accordingly, we do not express an audit opinion about whether the Pro Forma Historical Statement of Financial Position is prepared, in all material respects, by the directors in accordance with the stated basis of preparation.

Directors' responsibilities

The directors of Artrya are responsible for the preparation of

- the Historical Statement of Financial Position from which the Pro Forma Historical Statement of Financial Position is derived;
- the Pro Forma Historical Statement of Financial Position, including the selection and determination of the pro forma transactions and/or adjustments made to the Historical Statement of Financial Position and included in the Pro Forma Historical Statement of Financial Position.

The directors' responsibility includes establishing and maintaining such internal controls as the directors determine are necessary to enable the preparation of financial information that is free from material misstatement, whether due to fraud or error.

Conclusions

Review statement on the Pro Forma Historical Statement of Financial Position

Based on our procedures, which are not an audit, nothing has come to our attention that causes us to believe that the Pro Forma Historical Statement of Financial Position, as set out in section 6.5a of the Prospectus is not prepared or presented fairly, in all material respects, on the basis of the pro forma transactions and/or adjustments described in section 6.5b of the Prospectus, and in accordance with the recognition and measurement principles prescribed in Australian Accounting Standards, and Artrya's accounting policies.

Independence

KPMG Transaction Services does not have any interest in the outcome of the proposed Transaction, other than in connection with the preparation of this report and participation in due diligence procedures for which normal professional fees will be received. KPMG is the auditor of Artrya and from time to time, KPMG also provides Artrya with certain other professional services for which normal professional fees are received.

General advice warning

This report has been prepared, and included in the Prospectus, to provide investors with general information only and does not take into account the objectives, financial situation or needs of any specific investor. It is not intended to take the place of professional advice and investors should not make specific investment decisions in reliance on the information contained in this report. Before acting or relying on any information, an investor should consider whether it is appropriate for their circumstances having regard to their objectives, financial situation or needs.

Restriction on use

Without modifying our conclusions, we draw attention to section 6.2 of the Prospectus, which describes the purpose of the financial information, being for inclusion in the Prospectus. As a result, the financial information may not be suitable for use for

Attachment 2 Investigating Accountant's Report Continued

another purpose. We disclaim any assumption of responsibility for any reliance on this report, or on the financial information to which it relates, for any purpose other than that for which it was prepared.

KPMG Transaction Services has consented to the inclusion of this Investigating Accountant's Report in the Prospectus in the form and context in which it is so included, but has not authorised the issue of the Prospectus. Accordingly, KPMG Transaction Services makes no representation regarding, and takes no responsibility for, any other statements, or material in, or omissions from, the Prospectus.

Yours faithfully

Matthew Kelly
Authorised Representative

KPMG

KPMG Financial Advisory Services (Australia) Pty Ltd

ABN 43 007 363 215
Australian Financial Services Licence No. 246901

Financial Services Guide

Dated 15 October 2021

What is a Financial Services Guide (FSG)?

This FSG is designed to help you to decide whether to use any of the general financial product advice provided by **KPMG Financial Advisory Services (Australia) Pty Ltd ABN 43 007 363 215 ("KPMG FAS")**, Australian Financial Services Licence Number 246901 (of which KPMG Transaction Services is a division) ('**KPMG Transaction Services**'), and Matthew Kelly as an authorised representative of KPMG Transaction Services, authorised representative number 000404260 (**Authorised Representative**).

This FSG includes information about:

- KPMG FAS and its Authorised Representative and how they can be contacted;
- The services KPMG FAS and its Authorised Representative are authorised to provide;
- How KPMG FAS and its Authorised Representative are paid;
- Any relevant associations or relationships of KPMG FAS and its Authorised Representative;
- How complaints are dealt with as well as information about internal and external dispute resolution systems and how you can access them; and
- The compensation arrangements that KPMG FAS has in place.

The distribution of this FSG by the Authorised Representative has been authorised by KPMG FAS.

This FSG forms part of an Investigating Accountant's Report (Report) which has been prepared for inclusion in a disclosure document or, if you are offered a financial product for issue or sale, a Product Disclosure Statement (**PDS**). The purpose of the disclosure document or PDS is to help you make an informed decision in relation to a financial product. The contents of the disclosure document or PDS, as relevant, will include details such as the risks, benefits, and costs of acquiring the particular financial product.

Financial services that KPMG FAS and the Authorised Representative are authorised to provide

KPMG FAS holds an Australian Financial Services Licence, which authorises it to provide, amongst other services, financial product advice for the following classes of financial products:

- Deposit and non-cash payment products;
- Derivatives;
- Foreign exchange contracts;
- Government debentures, stocks or bonds;
- Interests in managed investments schemes including investor directed portfolio services;
- Securities;
- Superannuation;
- Carbon units;
- Australian carbon credit units; and
- Eligible international emissions units,

to retail and wholesale clients.

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Attachment 2 Investigating Accountant's Report Continued

We provide financial product advice when engaged to prepare a report in relation to a transaction relating to one of these types of financial products. The Authorised Representative is authorised by KPMG FAS to provide financial product advice on KPMG FAS's behalf.

KPMG FAS and the Authorised Representative's responsibility to you

KPMG FAS has been engaged by Artrya Limited (Client) to provide general financial product advice in the form of a Report to be included in Prospectus (Document) prepared by Artyra Limited in relation to its IPO (Transaction).

You have not engaged KPMG FAS or the Authorised Representative directly but have received a copy of the Report because you have been provided with a copy of the Document. Neither KPMG FAS nor the Authorised Representative are acting for any person other than the Client.

KPMG FAS and the Authorised Representative are responsible and accountable to you for ensuring that there is a reasonable basis for the conclusions in the Report.

General advice

As KPMG FAS has been engaged by the Client, the Report only contains general advice as it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of the general advice in the Report having regard to your circumstances before you act on the general advice contained in the Report.

You should also consider the other parts of the Document before making any decision in relation to the Transaction.

Fees KPMG FAS may receive, and remuneration or other benefits received by our representatives

KPMG FAS charges fees for preparing reports. These fees will usually be agreed with, and paid by, the Client. Fees are agreed on either a fixed fee or a time cost basis. In this instance, the Client has agreed to pay KPMG FAS $60,000 for preparing the Report. KPMG FAS and its officers, representatives, related entities and associates will not receive any other fee or benefit in connection with the provision of the Report.

KPMG FAS officers and representatives (including the Authorised Representative) receive a salary or a partnership distribution from KPMG's Australian professional advisory and accounting practice (the **KPMG Partnership**). KPMG FAS' representatives (including the Authorised Representative) are eligible for bonuses based on overall productivity. Bonuses and other remuneration and benefits are not provided directly in connection with any engagement for the provision of general financial product advice in the Report.

Further details may be provided on request.

Referrals

Neither KPMG FAS nor the Authorised Representative pay commissions or provide any other benefits to any person for referring customers to them in connection with a Report.

Associations and relationships

Through a variety of corporate and trust structures KPMG FAS is controlled by and operates as part of the KPMG Partnership. KPMG FAS' directors and Authorised Representatives may be partners in the KPMG Partnership. The Authorised Representative is a partner in the KPMG Partnership. The financial product advice in the Report is provided by KPMG FAS and the Authorised Representative and not by the KPMG Partnership.

From time to time KPMG FAS, the KPMG Partnership and related entities (KPMG entities) may provide professional services, including audit, tax and financial advisory services, to companies and issuers of financial products in the ordinary course of their businesses.

No individual involved in the preparation of this Report holds a substantial interest in, or is a substantial creditor of, the Client or has other material financial interests in the transaction.

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Complaints resolution

Internal complaints resolution process

If you have a complaint, please let KPMG FAS or the Authorised Representative know. Complaints can be sent in writing to The Complaints Officer, KPMG, GPO Box 2291U, Melbourne, VIC 3000 or via email (AU-FM-AFSL-COMPLAINT@kpmg.com.au). If you have difficulty in putting your complaint in writing, please telephone the Complaints Officer on (03) 9288 5555 and they will assist you in documenting your complaint.

We will acknowledge receipt of your complaint, in writing, within 1 business day or as soon as practicable.

Following an investigation of your complaint, you will receive a written response within 30 calendar days. If KPMG FAS is unable to resolve your complaint within 30 calendar days, we will let you know the reasons for the delay and advise you of your right to refer the matter to the Australian Financial Complaints Authority (**AFCA**).

External complaints resolution process

If KPMG FAS or the Authorised Representative cannot resolve your complaint to your satisfaction within 30 calendar days, you can refer the matter to AFCA. AFCA is an independent body that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry. KPMG FAS is a member of AFCA (member no 11690).

Further details about AFCA are available at the AFCA website www.afca.org.au or by contacting them directly at:

Address: Australian Financial Complaints Authority Limited, GPO Box 3, Melbourne Victoria 3001
Telephone: 1800 931 678

Email: info@afca.org.au

The Australian Securities and Investments Commission also has a freecall infoline on 1300 300 630 which you may use to obtain information about your rights.

Compensation arrangements

KPMG FAS holds professional indemnity insurance cover in accordance with section 912B of the *Corporations Act 2001(Cth)*.

Contact details

You may contact KPMG FAS or the Authorised Representative using the below contact details:

KPMG Transaction Services (a division of KPMG Financial Advisory Services (Australia) Pty Ltd)
Level 38, International Towers Three
300 Barangaroo Avenue
Sydney NSW 2000

PO Box H67
Australia Square
NSW 1213
Telephone: (02) 9335 7621
Facsimile: (02) 9335 7001

Matthew Kelly

C/O KPMG
PO Box H67
Australia Square
NSW 1213

Telephone: (02) 9335 7621
Facsimile: (02) 9335 7001

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Attachment 3
Intellectual Property Report

Attachment 3 Intellectual Property Report

GRIFFITH HACK

John Barrington
Artrya Ltd
Suite 14A, Level 3
88 Broadway
Crawley WA 6009

1 October 2021

Dear John

Artrya Ltd - Intellectual Property Report

1. EXECUTIVE SUMMARY

We provide below a report (the "Report") for inclusion in a Prospectus to be lodged at the Australian Securities & Investments Commission.

The Report sets out details of the relevant IP regimes and details the current patent applications (the "Artrya Patents") and trade marks (the "Artrya Trade Marks"), collectively the "Artrya IP", handled by Griffith Hack on behalf of Artrya Ltd ("Artrya"). The Report is correct to the best of our knowledge at the date of the Report, subject to the limitations and qualifications set out in Section 8 of the Report.

2. INTELLECTUAL PROPERTY

2.1. Meaning of Intellectual Property

The term "intellectual property" refers to the collection of registrable and non-registrable rights, including rights in patents, designs, trade marks, plant varieties, copyright, confidential information and trade secrets. Intellectual property shares many of the characteristics associated with real and personal property. For example, intellectual property is an asset, and as such it can be bought, sold, licensed, exchanged, or gratuitously given away like any other form of property. Further, the owner of valid intellectual property has the right to prevent the unauthorised use or sale of the property.

This Report deals only with intellectual property in the form of patents and trade marks.

2.2. Ownership

griffithhack.com

MELBOURNE
Level 10
161 Collins Street
Melbourne VIC 3000 Australia
GPO Box 1285
Melbourne VIC 3001 Australia
T +61 3 9243 8300

SYDNEY
Level 29 Northpoint
100 Miller Street
North Sydney NSW 2060 Australia
GPO Box 4164
Sydney NSW 2001 Australia
T +61 2 9925 5900

PERTH
Level 22
77 St Georges Terrace
Perth WA 6000 Australia
T +61 8 9213 8300

BRISBANE
Suite 1402, Level 14
110 Eagle Street
Brisbane QLD 4000 Australia
GPO Box 3125
Brisbane QLD 4001 Australia
T +61 7 3232 1700

GH PTM Pty Ltd (ACN 615 893 055) t/as Griffith Hack is a member of the IPH Ltd group, and part of an "ownership group" for the purposes of the Code of Conduct for Trans-Tasman Patent and Trade Marks Attorneys 2018 (see https://griffithhack.com/IPH-group).

Attachment 3 Intellectual Property Report Continued

GRIFFITH HACK

Our records indicate that the current owner on record at the Australian Patent Office and the World Intellectual Property Organisation (WIPO) for the Artrya IP is Artrya Pty Ltd. Steps are currently in progress for changing the recorded name of the Artrya IP to Artrya Ltd.

3. PATENTS

3.1. Patent Rights

Patent rights constitute an important component of intellectual property. Patents cover inventions and provide a monopoly in exchange for an inventor's full disclosure of the invention to the public. A patent provides protection for novel (new), inventive (non- obvious) and useful inventions for a limited period, typically 20 years (subject to payment of renewal fees). Patents may be granted in respect of new or improved technological products and methods. However, patents must be obtained in each jurisdiction in which protection is required, and in many jurisdictions the test for patentability is different from that in Australia.

As a consequence of obtaining patent rights, any party other than the patent owner wishing to commercialise a patented product or process may be required to obtain a licence and pay royalties.

3.2. Third Party Rights

It is important to note that there are legal mechanisms by which third parties can bring evidence that they have sole or joint entitlement to an invention and any patent application or patent obtained for the invention. However, we are unaware of the existence of any such third party in relation to the Artrya Patents set out in Schedule 1.

To date, we are not aware of any third party challenge to the validity or ownership of any of the Artrya Patents.

3.3. Process for Obtaining Patent Protection

In most countries, the process of obtaining patent rights begins with the submission of an initial patent application that includes a patent specification describing the invention. The date of filing of the first patent application for an invention is referred to as the 'priority date'.

A common requirement of a patent system is that the invention defined in a patent application is novel and inventive at the priority date, compared to what was publicly

GRIFFITH HACK

known or used at the priority date. The specification must also contain a disclosure of the invention to the extent sufficient for a person skilled in the field to reproduce the invention, and several "claim(s)", which define the scope of protection sought.

After the initial application has been filed, in order to use the filing date of the first application as the effective date for all applications in the same patent family, further applications in other countries must be filed within twelve (12) months of the first application, pursuant to an International Treaty called the Paris Convention. Otherwise, rights to the invention may be lost. Most countries are signatories of the Paris Convention, including the United States, Japan and Australia, as well as regions including Europe and Eurasia.

Patent applications in other countries may be pursued individually or in some instances by filing an application with a regional patent office, such as the European Patent Office (EPO) or the African Regional Industrial Property

Organisation (ARIPO). Instead of filing separate national/regional applications within 12 months of filing the first application, an applicant may choose to file an international application according to the Patent Cooperation Treaty ("PCT"). The PCT process is administered by the World Intellectual Property Organisation (WIPO). A PCT

application covers several member countries, has the same effect as filing national applications in the member countries, and provides provisional protection in the member countries whilst providing an applicant with more time to decide the countries/regions in which protection is ultimately desired.

At present, 153 countries are members of the PCT and, accordingly, if patent protection is required in a country that is not party to the PCT, individual applications must be filed in these countries within twelve (12) months of the initially filed application. Countries that are not party to the PCT include Taiwan and Argentina.

After filing a PCT application, the invention defined by the claims of the application is subjected to an international search that provides an indication as to whether, in the view of the international search examiner, the defined invention is novel and inventive in view of the documents revealed by the search.

During the PCT process, the applicant has the option to request international preliminary examination (IPE), which will provide an opportunity to respond to the opinion expressed in the international search report. At the conclusion of IPE, a report issues that gives a preliminary and non-binding opinion in relation to the patentability of the claimed invention.

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Separate national/regional applications based on a PCT application are due 30 months (some countries 31) from the priority date, and an applicant may choose to file applications in one or more of the countries covered by the PCT application. This is referred to as "entering the national phase." For most jurisdictions, failure to enter the national phase within the 30 month / 31 month period will result in abandonment of the ability to secure patent protection in the jurisdiction.

The national or regional applications then progress under the jurisprudence and legislation of the relevant countries/regions. In most jurisdictions, such as Australia, Europe, United States and Japan, examination by the relevant Patent Office involves an assessment as to whether, among other things, the defined invention was novel and inventive at the priority date. The time required to complete the examination process differs according to country and the scope of protection may differ depending on the law of each country. In general, it takes several years from the national phase filing date until a patent is actually granted.

3.4. Granted Patents: Renewal Fees, Validity, Exploitation and Enforcement

After grant of a patent, renewal fees are payable (usually annually) in order to maintain rights, otherwise the patent will lapse.

However, it should be recognised that grant of a patent does not guarantee that the patent is valid or enforceable, and Griffith Hack provides no assurance that the Artrya Patents will be granted or will ultimately be held valid and enforceable.

Notwithstanding that no guarantee exists in relation to enforceability, after a patent has been granted and throughout the lifetime of the patent, the patent owner has exclusive rights to prevent others from using the patented technology. This means that the owner can decide to exclude others, or alternatively the owner can choose to allow others to use the patented invention under the terms of a licence agreement, for example in return for payment of a royalty.

Enforcement of patent rights varies between jurisdictions. The remedies for unauthorised use (patent infringement) available to a patent owner often include an injunction, which effectively stops further infringement of the patent; damages or account of profits; and costs. In some countries the patent owner can also file a criminal complaint against an infringer.

3.5. Innovation Patents

Until 25 August 2021, it was possible to file 2 types of patent application as a 'complete' application in Australia: standard patent applications and innovation

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patent applications.

A standard patent application has a maximum term of 20 years, can include an unlimited number of claims and is subjected to substantive examination prior to grant. Substantive examination involves, among other things, an assessment as to whether the claimed invention is new and inventive (non-obvious) compared to information publicly available at the relevant priority date of the application.

In contrast, an innovation patent application has a maximum term of 8 years, may only include up to 5 claims, and is granted without substantive examination. Substantive examination occurs post-grant, and at the option of the patentee, but the patentee must request examination and overcome all objections in order to commence litigation. Substantive examination involves, among other things, an assessment as to whether the claimed invention is new and involves an 'innovative step'. The 'innovative step' threshold is lower than the 'inventive step' threshold applied to standard patent applications. As a consequence, innovation patents are in general more likely to be valid and are harder to invalidate than standard patents. For these reasons, innovation patents can be powerful commercial tools, particularly in litigation.

The innovation patent scheme was abolished on 25 August 2021, although transitional provisions enabled an applicant to still obtain an innovation patent if an Australian complete application was placed on file by 25 August 2021.

4. ARTRYA PATENT PORTFOLIO AT 1 OCTOBER 2021

Artrya has recognised that patents are a valuable asset and have filed the patent applications listed in the attached Schedule 1.

4.1. Patent Family 1

A METHOD OF AND SYSTEM FOR CALCIUM SCORING OF CORONARY ARTERIES

This patent family relates to a method of automatically determining a calcium score for coronary arteries. The method analyses a non-contrast CT scan of a patient's heart, and uses radiomics and machine learning to identify calcifications that are located on the coronary arteries. The method also identifies other body components in the CT data, and uses this to remove or avoid misclassification of calcifications.

Three Australian provisional applications were filed, as follows:

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- Application No. 2020900593 filed on 28 February 2020
- Application No. 2020902072 filed on 22 June 2020
- Application No. 2020902398 filed on 10 July 2020

An International (PCT) Patent Application No. PCT/AU2021/050168 was filed on 26 February 2021, claiming priority from the above 3 Australian provisional applications. The earliest priority date for the PCT application is therefore 28 February 2020.

As part of the PCT process, an International Search Report (ISR) and Written Opinion (which is a preliminary examination report) have issued. The ISR and Written Opinion rely on one document and a preliminary patentability observation is made that the document is considered to be of relevance to the invention defined in the claims of the PCT application.

We believe that arguments are available that the document referred to describes a system that works in a different way to the invention defined in the claims of the PCT application, and when International Examination commences a formal response to the preliminary patentability observation will be made that has good prospects of success.

The objective of the response is to obtain a clear International Preliminary Examination Report, which is persuasive, but non-binding, in relation to subsequently-filed national/regional applications derived from the international application.

The deadline for filing national applications based on the PCT application expires on 28 August 2022 (some countries 28 September 2022).

Since the PCT application was filed before 25 August 2021, and assuming that Artrya files a complete application in Australia based on the PCT application, Artrya will have the opportunity to file an innovation patent application in Australia should it desire to do so in the future.

4.2. Patent Family 2

A SYSTEM FOR AND METHOD OF IDENFIYING CORONARY ARTERY DISEASE

This patent family relates to a method of identifying and characterising coronary artery disease, in particular stenosis and vulnerable plaque, using machine learning techniques.

An Australian provisional application has been filed, as follows:

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- Application No. 2021901188 filed on 21 April 2021

The specific subject matter described in the provisional patent application is confidential as it has not yet been published as part of the patent application process. Publication will occur shortly after 18 months from the earliest provisional filing date, assuming that at least one complete patent application is filed within 12 months from the earliest priority date.

An International (PCT) Patent Application is proposed to be filed shortly before expiration of the deadline 21 April 2022.

An Australian complete patent application has also been filed so that the opportunity will exist in the future to validly file one or more innovation patent applications should Artrya choose to do so. Details of the application are as follows:

- Application No. 2021221667 filed on 25 August 2021

4.3. Patent Family 3

A CORONARY ARTERY DISEASE ANALYSIS TOOL

This patent family relates to a coronary artery disease (CAD) analysis tool that incorporates a user interface provided with functionality to assist a user to identify and characterise aspects of coronary artery disease.

An Australian provisional application has been filed, as follows:

- Application No. 2021902323 filed on 28 July 2021

The specific subject matter described in the provisional patent application is confidential as it has not yet been published as part of the patent application process. Publication will occur shortly after 18 months from the earliest provisional filing date, assuming that at least one complete patent application is filed within 12 months from the earlies priority date.

An International (PCT) Patent Application is proposed to be filed shortly before expiration of the deadline 28 July 2022.

An Australian complete patent application has also been filed so that the opportunity will exist in the future to validly file one or more innovation patent applications should Artrya choose to do so. Details of the application are as follows:

- Application No. 2021221669 filed on 25 August 2021

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5. CHALLENGES TO THE VALIDITY OF PATENT APPLICATIONS / PATENTS

The validity of the claims of a patent ultimately cannot be guaranteed and can be challenged by a third party, typically in any one or more of the following ways:

a) during examination;
b) in opposition proceedings after the application has been examined and found allowable;
c) in Court during revocation proceedings brought by a third party; or
d) during infringement proceedings initiated against an alleged infringer by the patentee.

6. TRADE MARKS

6.1. Trade Mark Rights

Trade mark rights constitute an important component of intellectual property. A trade mark is a sign used to distinguish the goods or services of one trader from the goods or services of other traders. Trade marks can include words, devices, shapes, colours and combinations of these. Trade mark rights are obtained separately in each jurisdiction. It is possible that a trade mark may be available for use and registration in one jurisdiction but not in another jurisdiction.

6.2. Process for Obtaining Trade Mark Registration

Trade mark owners may seek registration of a trade mark for specified goods and/or services. Trade mark applications may be filed as national applications through local attorneys in each country, or through designations made via an International Trade Mark process called the Madrid Protocol. Trade mark applications and designations will be examined for compliance with local laws by Trade Marks Offices in jurisdictions where registration is sought. If a trade mark proceeds to registration, the owner obtains a statutory monopoly in the trade mark, including the exclusive right to use the trade mark as a trade mark in respect of the goods and/or services for which it is registered. While there are variations in practice in different jurisdictions, a trade mark registration generally lasts for 10 years and is renewed for successive 10 year periods by payment of a renewal fee.

A trade mark functions to identify the source of goods and or services, and this can lead to brand loyalty as the public can over time increasingly associate certain qualities

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or characteristics with the goods and or services bearing the trade mark.

Typically, only trade narks that are capable of distinguishing goods and/or services of one trader from goods and/or services of another trader are able to be registered, and for this reason it is difficult to register a trade mark that is descriptive of or denotes the kind, quality, intended purpose or value of the goods and/or services for which the trade mark is intended to be used. It can also be difficult to register a trade mark that is deceptively similar to an earlier filed other trade mark.

6.3. Common Law Trade Marks

There is also value in unregistered, or common law, trade marks. Such marks are trade marks that are in use in the market place, but have not been registered. If an unregistered mark has been used for a significant period of time, the owner could rely on reputation in the mark to prevent unauthorised use of trade mark by a third party. Extensive, long-term use of a common law trade mark that at face value is not distinctive may also enable it to be registered as a trade mark, on the basis that the mark has acquired distinctiveness in the marketplace.

7. ARTRYA TRADE MARK PORTFOLIO AT 1 OCTOBER 2021

Artrya has recognised that trade marks are a valuable asset and has sought registration of trade marks ARTRYA, ARTRA and SALIX in Australia, and the trade mark ARTRYA internationally through the Madrid Protocol. A list of these trade mark applications is shown in the attached Schedule 1.

7.1. ARTRYA - AU

The Australian trade mark application for ARTRYA has the following details:

- Application No. 2154194 filed on 9 February 2021

The application covers the services listed below.

Class 42: Provision of online non-downloadable software (application service provider); Provision of online non-downloadable web-based software; Hosting of software as a service (SaaS); Software as a service (SaaS); Consultancy in the design and development of computer software; Medical research

Status: ARTRYA is registered.

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7.2. ARTRA - AU

The Australian trade mark application for ARTRA has the following details:

- Application No. 2179094 filed on 9 February 2021

The application covers the services listed below.

Class 42: Provision of online non-downloadable software (application service provider); Provision of online non-downloadable web-based software; Hosting of software as a service (SaaS); Software as a service (SaaS); Consultancy in the design and development of computer software; Medical research

Status: ARTRA is under examination.

7.3. SALIX -AU

The Australian trade mark application for SALIX has the following details:

- Application No. 2130762 filed on 2 November 2020

The application covers the services listed below.

Class 42: Provision of online non-downloadable software (application service provider); Provision of online non-downloadable web-based software; Hosting of software as a service (SaaS); Software as a service (SaaS); Consultancy in the design and development of computer software; Medical research; none of the aforesaid services being, or related to, a Linux based operating system

Status: SALIX is registered.

7.4. ARTRYA - International

The international trade mark application for ARTRYA has the following details:

- Application No. 1615875 filed on 11 August 2021

The application covers the services listed below.

Class 42: Provision of online non-downloadable software (application service provider); provision of online non-downloadable web-based software; hosting of software as a service (SaaS); software as a service (SaaS); consultancy in the design and development of computer software; medical research.

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Designations: Canada, Europe, UK, US

Status: ARTRYA is registered but examination in the designated countries has not yet commenced.

An international registration signifies only that the International Bureau's preliminary formalities have been satisfied. Each designated country will examine the mark according to its own laws and procedures and objections may be raised.

8. LIMITATIONS AND QUALIFICATIONS

8.1. Information Sources

In preparing this report, we have relied upon information known to us and contained in relevant publicly available databases. Griffith Hack is not responsible for the accuracy of the information available in public databases and accordingly cannot guarantee the accuracy of this information.

8.2. Patentability Search Limitations

A patentability search, such as carried out by national/regional Patent Offices and/or as part of the PCT procedure, cannot be guaranteed to locate all prior art that may exist which is potentially relevant to the assessment of novelty and inventive step of a claimed invention. Such searches are generally computer-based searches and are dependent on the database search strategy and the coverage provided by the databases used. For example, the databases may not cover older published documents and/or certain jurisdictions. Further, all patentability searches are subject to the accuracy of records, as well as the indexing and classification of the subject matter comprising the records. The scope of each search is also dependent on the search strategy utilised and, for example, the keyword(s) selected for the search. Accordingly, although patentability searches provide a reasonable indication of patentability, it is not possible to guarantee that every relevant prior art record has been located and considered. As a result, any conclusions regarding the validity of the claims of a particular patent based on patent office searches should be regarded as indicative rather than conclusive.

Further, non-provisional patent applications are not normally published until at least 18 months from the earliest applicable priority date. Accordingly, a patentability search would not normally identify any third party patent application that is potentially relevant to the assessment of patentability and that has a priority date which is earlier than 18 months prior to the date of the patentability search. Delays between official

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publication and the incorporation of information into the relevant database can also occur, which can result in some documents not being identified in a patentability search.

8.3. Prior Use of an Invention

Besides documentary prior art, public use of an invention and non-confidential oral disclosures before the priority date of a patent application may also be relevant to the assessment of patentability of an invention to which the patent application relates. As patentability searches are conducted for published documents, they would not locate such other forms of prior art disclosures.

Commercialisation or secret use of an invention in a jurisdiction by, or with the authority of, a patent applicant (or their predecessor in title) before the priority date of a patent application can also be relevant to the patentability of an invention and the validity of any patents that may ultimately be granted on the application. Such commercial exploitation or secret use would not normally be identified by documentary patentability searches of publicly accessible databases.

8.4. Opposition Proceedings

Some jurisdictions, such as Australia, allow for accepted patent applications to be opposed by a third party. Others, for example Europe, have post-grant opposition. Successful opposition proceedings may result in some or all of the claims of an application being refused. Successful opposition proceedings to a granted patent may result in some or all of the claims being held invalid or restricted in breadth.

8.5. Qualifications & Independence

Griffith Hack is a firm of patent and trade mark attorneys and lawyers that provide advice in relation to all aspects of intellectual property. Griffith Hack has extensive experience protecting and defending intellectual property rights and commercialising products and services. Griffith Hack provides a comprehensive intellectual property service through its patent and trade mark attorney practices, law firm, and through its partnership with a major international renewal service.

Griffith Hack has no interest in Artrya, other than fees for professional work done. Griffith Hack has no involvement in the preparation of the Prospectus by Artrya, other than the preparation of this Report. Griffith Hack is therefore considered independent of Artrya for the purpose of preparing this Report and gives its consent for inclusion of this Report in the Prospectus.

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The person responsible for preparing this Report is Steven Starkie, consultant to Griffith Hack Patent & Trade Mark Attorneys.

Yours faithfully
GRIFFITH HACK

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Attachment 3 Intellectual Property Report Continued

SCHEDULE 1

PATENT FAMILY 1

A METHOD OF AND SYSTEM FOR CALCIUM SCORING OF CORONARY ARTERIES

Patent Application No.	Type	Country	Status	Filing Date
2020900593	Provisional	Australia	Lapsed (provides right of priority for PCT/AU2021/050168)	28 February 2020
2020902072	Provisional	Australia	Lapsed (provides right of priority for PCT/AU2021/050168)	22 June 2020
2020902398	Provisional	Australia	Lapsed (provides right of priority for PCT/AU2021/050168)	10 July 2020
PCT/AU2021/050168	PCT	International	Pending	26 February 2021

PATENT FAMILY 2

A SYSTEM FOR AND METHOD OF IDENFIYING CORONARY ARTERY DISEASE

Patent Application No.	Type	Country	Status	Filing Date
2021901188	Provisional	Australia	Filed	28 February 2020
2021221667	Complete	Australia	Pending	25 August 2021

PATENT FAMILY 3

A CORONARY ARTERY DISEASE ANALYSIS TOOL

Patent Application No.	Type	Country	Status	Filing Date
2021902323	Provisional	Australia	Filed	28 July 2021
2021221669	Complete	Australia	Pending	25 August 2021

TRADE MARKS

Trade Mark No.	Trade Mark	Country	Status	Filing Date
2154194	ARTRYA	Australia	Registered	9 February 2021
2179094	ARTRA	Australia	Under Examination	9 February 2021
2130762	SALIX	Australia	Registered	2 November 2020
1615875	ARTRYA	International	Registered	11 August 2021

Attachment 4
Key Accounting Policies

Attachment 4 Key Accounting Policies

The accounting policies set out below have been applied consistently to the Financial Information.

1. Financial instruments

1.1 RECOGNITION AND INITIAL MEASUREMENT

Trade receivables are initially recognised when they are originated. All other financial assets and financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

A financial asset (unless it is a trade receivable without a significant financing component) or financial liability is initially measured at fair value plus, for an item not at fair value through profit or loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component is initially measured at the transaction price.

1.2 CLASSIFICATION AND SUBSEQUENT MEASUREMENT

Subsequent measurement and gains and losses

Financial assets

On initial recognition, a financial asset is classified as measured at amortised cost, fair value through other comprehensive income (FVOCI) – debt investment, FVOCI – equity investment or FVTPL.

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

All financial assets not classified as measured at amortised cost or FVOCI are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets at amortised cost are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

Financial liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. Liabilities for trade and other payables are carried at amortised cost and represent liabilities for goods or services provided to the Group prior to the end of the financial year that are unpaid and arise when the Group becomes obliged to make future payments in respect of these goods and services.

1.3 DERECOGNITION

Financial assets

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred, or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

The Group enters into transactions whereby it transfers assets recognised in its Statement of Financial Position, but retains either all or substantially all of the risks and rewards of the transferred assets. In these cases, the transferred assets are not derecognised.

Financial liabilities

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

1.4 OFFSETTING

Financial assets and financial liabilities are offset and the net amount presented in the Statement of Financial Position when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

2. Share capital

2.1 ORDINARY SHARES

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of ordinary shares are recognised as a deduction from equity, net of any tax effects.

3. Property, plant and equipment

3.1 RECOGNITION AND MEASUREMENT

Items of property, plant and equipment are measured at cost less accumulated depreciation and accumulated impairment losses.

Cost includes expenditure that is directly attributable to the acquisition of the asset.

When parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items (major components) of property, plant and equipment.

Any gain and loss on disposal of an item of property, plant and equipment (calculated as the difference between the net proceeds from disposal and the carrying amount of the item) is recognised in profit or loss.

3.2 SUBSEQUENT COSTS

Subsequent expenditure is capitalised only when it is probable that the future economic benefits associated with the component will flow to the Group. Ongoing repairs and maintenance is expensed as incurred.

Items of property, plant and equipment are depreciated on a straight-line and/or diminishing basis in profit or loss over the estimated useful lives of each component.

Items of property, plant and equipment are depreciated from the date that they are installed and are ready for use.

3.3 DEPRECIATION

The estimated useful lives for the current and comparative years of significant items of property, plant and equipment are as follows:

- Computer equipment 4 years
- Office equipment 10 years
- Office fit-out 2 years

Depreciation methods, useful lives and residual values are reviewed at each financial reporting date and adjusted if appropriate.

Purchases of property, plant and equipment are recognised initially at cost in the Statement of Financial Position, except for purchases costing less than $1,000, which are expensed in the year of acquisition (other than where they form part of a group of similar items that are significant in total).

Attachment 4 Key Accounting Policies Continued

4. Intangibles

4.1 RESEARCH AND DEVELOPMENT

Expenditure on research activities is recognised in profit or loss as incurred.

Development expenditure is capitalised only if expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable, and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Otherwise it is recognised in profit or loss as incurred. Subsequent to initial recognition, development expenditure is measured at cost less accumulated amortisation and any accumulated impairment losses.

4.2 SUBSEQUENT EXPENDITURE

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure is recognised in profit or loss as incurred.

4.3 AMORTISATION

Amortisation is calculated to write off the cost of intangible assets less their estimated residual values using the straight-line method over their estimated useful lives, and is generally recognised in profit or loss.

5. Government grants

Government grants are recognised when there is a reasonable assurance that the Group will comply with the conditions to them and the grants will be received.

Government grants related to assets are presented by deducting the grant in arriving at the carrying amount of the asset.

6. Employee benefits

6.1 SHORT-TERM EMPLOYEE BENEFITS

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus or profit-sharing plans if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

6.2 LONG-TERM EMPLOYEE BENEFITS

The Group's net obligation in respect of long-term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. Remeasurements are recognised in profit or loss in the period in which they arise.

7. Income tax

Tax expense comprises current tax. Current tax and deferred tax is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in other comprehensive income.

7.1 CURRENT TAX

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous periods. Current tax payable also includes any tax liability arising from the declaration of dividends.

7.2 DEFERRED TAX

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognised for:

- temporary differences on the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit or loss;
- taxable temporary differences arising on the initial recognition of goodwill.

The measurement of deferred tax reflects the tax consequences that would follow the manner in which the Group expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date.

In determining the amount of current and deferred tax, the Group takes into account the impact of uncertain tax positions and whether additional taxes and interest may be due. The Group believes that its accruals for tax liabilities are adequate for all open tax years based on its assessment of many factors, including interpretations of tax law and prior experience. This assessment relies on estimates and assumptions and may involve a series of judgements about future events. New information may become available that causes the Group to change its judgement regarding the adequacy of existing tax liabilities; such changes to tax liabilities will impact tax expense in the period that such a determination is made.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

A deferred tax asset is recognised for unused tax losses, tax credits and deductible temporary differences, to the extent that it is probable that future taxable profits will be available against which they can be used. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realised.

8. Goods and services tax

Expenses are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the taxation authority. In these circumstances, the GST is recognised as part of the cost of acquisition of the asset or as part of the expense.

Where GST is charged, receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the Australian Taxation Office (ATO) is included as a current asset or liability in the Statement of Financial Position.

Cash flows are included in the Statement of Cash Flows on a gross basis. The GST components of cash flows arising from investing and financing activities that are recoverable from, or payable to, the ATO are classified as operating cash flows.

9. Earnings per share

9.1 BASIC EARNINGS PER SHARE

Basic earnings per share (EPS) is calculated by dividing the earnings attributable to equity holders of the Group, excluding any costs of servicing equity other than ordinary shares, by the weighted average number of ordinary shares outstanding during the financial year, adjusted for bonus elements in ordinary shares issued during the year.

9.2 DILUTED EARNINGS PER SHARE

Diluted EPS is determined by adjusting the profit or loss attributable to ordinary shareholders and the weighted average number of ordinary shares outstanding, adjusted for shares held by the Group's sponsored employee share plan trust, for the effects of all dilutive potential ordinary shares, which comprise convertible notes and share options granted to employees.

Attachment 4 Key Accounting Policies Continued

10. Segment reporting

The Group determines and presents operating segments based on the information that internally is provided to the Board of Directors ("the Board"). The Company only has one segment from which it reports.

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components. All operating segments' operating results are regularly reviewed by the Group's Board to make decisions about resources to be allocated to the segment and assess its performance, and for which discrete financial information is available.

All significant operating decisions are based upon analysis of the Group as one segment. The financial results of this segment are equivalent to the consolidated financial statements of the Group as a whole.

The accounting policies applied for internal reporting purposes are consistent with those applied in preparation of the consolidated financial statements.

11. Leases

At inception of a contract, the Group assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group uses the definition of a lease in AASB 16.

AS A LESSEE

At commencement or on modification of a contract that contains a lease component, the Group allocated the consideration in the contract of each lease component on the basis of its relative stand-alone prices. However, for the leases of property the Group has elected not to separate non-lease components and account for the lease and non-lease components as a single lease component.

The Group recognises a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site of which it is located, less any lease incentives received.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option.

In that case the right-of-use asset will be depreciated over the useful life of the underlying asset, which is determined on the same basis as those of property and equipment. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain remeasurements of the lease liability.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortised cost using the effective interest method. It is remeasured when there is a change in the future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment.

When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the varying value of the right-of-use asset has been reduced to zero.

The Group presents right-of-use assets that do not meet the definition of investment property in "property, plant and equipment" and lease liabilities in "loans and borrowings" in the Statement of Financial Position.

SHORT-TERM LEASES AND LEASES OF LOW-VALUE ASSETS

The Group has elected not to recognise right-of-use assets and lease liabilities for leases of low-value assets and short-term leases. The Group recognises the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

At inception or on modification of a contract that contains a lease component, the Group allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

12. Share-based payments

Equity-settled and cash-settled share-based compensation benefits are provided to employees.

Equity-settled transactions are awards of shares, or options over shares, that are provided to employees in exchange for the rendering of services. Cash-settled transactions are awards of cash for the exchange of services, where the amount of cash is determined by reference to the share price.

The cost of equity-settled transactions are measured at fair value on grant date. Fair value is independently determined using either the Binomial or Black-Scholes option pricing model that takes into account the exercise price, the term of the option, the impact of dilution, the share price at grant date and expected price volatility of the underlying share, the expected dividend yield and the risk-free interest rate for the term of the option, together with non-vesting conditions that do not determine whether the Group receives the services that entitle the employees to receive payment. No account is taken of any other vesting conditions.

The cost of equity-settled transactions are recognised as an expense with a corresponding increase in equity over the vesting period. The cumulative charge to profit or loss is calculated based on the grant date fair value of the award, the best estimate of the number of awards that are likely to vest and the expired portion of the vesting period. The amount recognised in profit or loss for the period is the cumulative amount calculated at each reporting date less amounts already recognised in previous periods.

If equity-settled awards are modified, as a minimum an expense is recognised as if the modification has not been made. An additional expense is recognised, over the remaining vesting period, for any modification that increases the total fair value of the share-based compensation benefit as at the date of modification.

If the non-vesting condition is within the control of the Group or employee, the failure to satisfy the condition is treated as a cancellation. If the condition is not within the control of the Group or employee and is not satisfied during the vesting period, any remaining expense for the award is recognised over the remaining vesting period, unless the award is forfeited.

If equity-settled awards are cancelled, it is treated as if it has vested on the date of cancellation, and any remaining expense is recognised immediately. If a new replacement award is substituted for the cancelled award, the cancelled and new award is treated as if they were a modification.

13. Basis of consolidation

13.1 BUSINESS COMBINATIONS

The Group accounts for business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value, as are the identifiable net assets acquired. Any goodwill that arises is tested annually for impairment. Any gain on a bargain purchase is recognised in profit or loss immediately. Transaction costs are expensed as incurred, except if related to the issue of debt or equity securities.

The consideration transferred does not include amounts related to the settlement of pre-existing relationships. Such amounts are generally recognised in profit or loss.

Any contingent consideration payable is measured at fair value at the acquisition date. If an obligation to pay contingent consideration that meets the definition of a financial instrument is classified as equity, then it is not remeasured and settlement is accounted for within equity. Otherwise, other contingent consideration is remeasured at fair value at each reporting date and subsequent changes in the fair value of the contingent consideration are recognised in profit or loss.

Attachment 4 Key Accounting Policies Continued

13.2 SUBSIDIARIES

Subsidiaries are entities controlled by the Group. The Group controls an entity when it is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power over the entity. The financial statements of subsidiaries are included in the consolidated financial statements from the date that control commences until the date that control ceases.

Investments in subsidiaries are carried at their cost of acquisition in the Company's financial statements.

13.3 TRANSACTIONS ELIMINATED ON CONSOLIDATION

Intercompany balances and any unrealised gains and losses or income and expenses arising from intercompany transactions, are eliminated in preparing the consolidated financial statements.

14. New and amended accounting policies adopted by the Group

Standards and Interpretations applicable to 30 June 2021.

In the year ended 30 June 2021, the Directors have reviewed all of the new and revised Standards and Interpretations issued by the AASB that are relevant to the Group and effective for the current annual reporting period.

As a result of this review, the Directors have determined that there is no material impact of the new and revised Standards and Interpretations on the Group and, therefore, no material change is necessary to the Group accounting policies.

15. Cash and cash equivalents

Cash and cash equivalents in the Statement of Financial Position comprise cash at bank and in hand.

For the purposes of the Statement of Cash Flows, cash and cash equivalents consists of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

16. Impairment of tangible and intangible assets

At each reporting date, the Group reviews the carrying amount of its non-financial assets to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Group makes an estimate of the asset's recoverable amount. The recoverable amount is the higher of its fair value less costs to sell and its value in use. When the carrying value of an asset or cash-generating unit exceeds its recoverable amount, the asset or cash-generating unit is considered impaired and is written down to its recoverable amount.

ARTRYA™

Broker Code

Adviser Code

Artrya Limited ABN 53 624 005 741

Broker Firm Offer Application Form

This Application Form is important. If you are in doubt as to how to deal with it, please contact your professional advisers without delay.
You should read the Artrya Limited Prospectus dated 15 October 2021 and any relevant Supplementary Prospectus (if applicable), carefully before completing this Application Form.
The Corporations Act prohibits any person from passing on this Application Form (whether in paper or electronic form) unless it is attached to or accompanies a complete and unaltered copy of the Prospectus and any relevant Supplementary Prospectus (whether in paper or electronic form).

A **I/we apply for**

Shares in Artrya Limited at A$1.35 per Share or such lesser number of Shares which may be allocated to me/us.

B **I/we lodge full Application Money**

A$.

C **Individual/Joint applications - refer to naming standards overleaf for correct forms of registrable title(s)**

Title or Company Name Given Name(s) Surname

Joint Applicant 2 or Account Designation

Joint Applicant 3 or Account Designation

D **Enter the postal address - include State and Postcode**

Unit Street Number Street Name or PO Box/Other information

City/Suburb/Town State Postcode

E **Enter your contact details**

Contact Name

Telephone Number - Business Hours

( )

F **CHESS Participant**

Holder Identification Number (HIN)

X

Please note that if you supply a CHESS HIN but the name and address details on your form do not correspond exactly with the registration details held at CHESS, your application will be deemed to be made without the CHESS HIN, and any Shares issued as a result of the Offer will be held on the Issuer Sponsored subregister.

G **Payment details - Please note that funds are unable to be directly debited from your bank account**

Drawer	Cheque Number	BSB Number	Account Number	Amount of cheque
				A$

Cheques should be drawn up according to the instructions provided by your Broker.

By submitting this Application Form:

- I/we declare that this Application is complete and lodged according to the Prospectus, and any relevant Supplementary Prospectus, and the declarations/statements on the reverse of this Application Form,
- I/we declare that all details and statements made by me/us (including the declaration on the reverse of this Application Form) are complete and accurate, and
- I/we agree to be bound by the Constitution of Artrya Limited.

See overleaf for completion guidelines ➔

How to complete this Broker Firm Offer Application Form

A **Number of Shares applied for**
Enter the number of Shares you wish to apply for. The Application must be for a minimum of 1,500 Shares (A$2,025.00). There is no maximum value of Shares that may be applied for under the Broker Firm Offer.

B **Application Monies**
Enter the amount of Application Monies. To calculate the amount, multiply the number of Shares applied for in Step A by the Issue Price of A$1.35.

C **Applicant Name(s)**
Enter the full name you wish to appear on the statement of shareholding. This must be either your own name or the name of a company. Up to 3 joint Applications may register. You should refer to the table below for the correct forms of registrable title. Applications using the wrong form of names may be rejected. Clearing House Electronic Subregister System (CHESS) participants should complete their name identically to that presently registered in the CHESS system.

D **Postal Address**
Enter your postal address for all correspondence. All communications to you from the Registry will be mailed to the person(s) and address as shown. For joint Applicants, only one address can be entered.

E **Contact Details**
Enter your contact details. These are not compulsory but will assist us if we need to contact you regarding this Application.

F **CHESS**
Artrya Limited participates in CHESS, operated by ASX Settlement Pty Limited, a wholly owned subsidiary of ASX Limited. If you are a CHESS participant (or are sponsored by a CHESS participant) and you wish to hold Shares issued to you under this Application on the CHESS Subregister, enter your CHESS HIN. Otherwise, leave this section blank and on issue, you will be sponsored by Artrya Limited and allocated a Securityholder Reference Number (SRN).

G **Payment**
If you have been contacted by your Broker regarding the Broker Firm Offer, you should ask your Broker for information about how and when to lodge this Application Form, and who to make your cheque payable to. Generally, you will lodge this Application Form and cheque payment with your Broker in accordance with their instructions.

Before completing the Application Form the Applicant(s) should read the Prospectus to which this Application relates. By lodging the Application Form, the Applicant agrees that this Application for Shares in Artrya Limited is upon and subject to the terms of the Prospectus and the Constitution of Artrya Limited, agrees to take any number of Shares that may be issued to the Applicant(s) pursuant to the Prospectus and declares that all details and statements made are complete and accurate. It is not necessary to sign the Application Form.

Lodgement of Application

The Broker Firm Offer opens on 25 October 2021 and is expected to close at 5.00pm (WST) on 29 October 2021. Artrya Limited and the Lead Manager may elect to extend the Broker Firm Offer.

If you have been contacted by your Broker regarding the Broker Firm Offer, you should ask your Broker for information about how and when to lodge this Application Form, and who to make your cheque payable to. Generally, you will lodge this Application Form and cheque payment with your Broker in accordance with their instructions. Do NOT lodge this Application form with the Share Registry.

Your Broker must receive your completed Application Form and Application Monies (if applicable) in time to arrange settlement on your behalf by the relevant Closing Date for the Broker Firm Offer.

Privacy Notice

The personal information you provide on this form is collected by CIS, as registrar for the securities issuers (the issuer), for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. In addition, the issuer may authorise us on their behalf to send you marketing material or include such material in a corporate communication. You may elect not to receive marketing material by contacting CIS using the details provided overleaf or emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to the issuer for whom we maintain securities registers or to third parties upon direction by the issuer where related to the issuer's administration of your securityholding, or as otherwise required or authorised by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at http://www.computershare.com/au.

Correct forms of registrable title(s)

Note that ONLY legal entities are allowed to hold Shares. Application Forms must be in the name(s) of a natural person(s), companies or other legal entities acceptable to Artrya Limited. At least one full given name and the surname is required for each natural person. Application Forms cannot be completed by persons less than 18 years of age. Examples of the correct form of registrable title are set out below.

Type of Investor	Correct Form of Registration	Incorrect Form of Registration
Individual: use given names in full, not initials	Mr John Alfred Smith	JA Smith
Company: use the company's full title, not abbreviations	ABC Pty Ltd	ABC P/L or ABC Co
Joint Holdings: use full and complete names	Mr Peter Robert Williams & Ms Louise Susan Williams	Peter Robert & Louise S Williams
Trusts: use the trustee(s) personal name(s)	Mrs Susan Jane Smith <Sue Smith Family A/C>	Sue Smith Family Trust
Deceased Estates: use the executor(s) personal name(s)	Ms Jane Mary Smith & Mr Frank William Smith <Est John Smith A/C>	Estate of late John Smith or John Smith Deceased
Minor (a person under the age of 18): use the name of a responsible adult with an appropriate designation	Mr John Alfred Smith <Peter Smith A/C>	Master Peter Smith
Partnerships: use the partners personal names	Mr John Robert Smith & Mr Michael John Smith <John Smith and Son A/C>	John Smith and Son
Long Names	Mr John William Alexander Robertson-Smith	Mr John W A Robertson-Smith
Clubs/Unincorporated Bodies/Business Names: use office bearer(s) personal name(s)	Mr Michael Peter Smith <ABC Tennis Association A/C>	ABC Tennis Association
Superannuation Funds: use the name of the trustee of the fund	Jane Smith Pty Ltd <Super Fund A/C>	Jane Smith Pty Ltd Superannuation Fund

Corporate Directory

Artrya's Registered Office

ARTRYA LIMITED

Suite 14A, Level 3
88 Broadway
Crawley WA 6009

Legal Adviser

HERBERT SMITH FREEHILLS

Level 36, QV1 Building
250 St Georges Terrace
Perth WA 6000

Lead Manager

BELL POTTER SECURITIES LIMITED

Level 29, 101 Collins Street
Melbourne VIC 3000

Investigating Accountant

KPMG TRANSACTION SERVICES, A DIVISION OF KPMG FINANCIAL ADVISORY SERVICES (AUSTRALIA) PTY LTD

Level 8, 235 St Georges Terrace
Perth WA 6000

Auditor

KPMG

Level 8, 235 St Georges Terrace
Perth WA 6000

Share Registry

COMPUTERSHARE INVESTOR SERVICES PTY LIMITED

Level 11, 172 St Georges Terrace
Perth WA 6000
Phone: +61 3 9315 4000 or 1300 850 505 (within Australia)

How to contact us

Artrya's Company Secretary can be contacted on +61 8 6478 7816 (within Australia) from 8.30 am to 5.30 pm (Perth Time), Monday to Friday.

Website

www.artrya.com

ARTRYA™

ARTRYA.COM