

Imricor Medical Systems, Inc.
ARBN 633 106 019

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

NOTICE OF SPECIAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that a special meeting of stockholders of Imricor Medical Systems, Inc. (**Company**) (**ASX:IMR**) will be held on Tuesday, 19 March 2024 at 9:00am Australian Eastern Daylight Time (on Monday, 18 March 2024 at 5:00 pm U.S. Central Daylight Time) (**Special Meeting**).

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

Items of Business

1 Ratification and approval of prior issue of Shares and warrant under July Placement

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 2,857,143 shares of Class A common stock (**Shares**) in the Company at an issue price of US\$0.35 per Share to HR Global Investments LLC, together with a warrant exercisable for 428,571 Shares at US\$0.60 per Share, on the terms and conditions in the accompanying Explanatory Memorandum.”*

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

2 Ratification and approval of prior issue of Options

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

*“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 5,700,000 options to subscribe for CHESS Depositary Interests (**CDIs**) exercisable at A\$0.61 per CDI to GEM Global Yield LLC SCS, on the terms and conditions in the accompanying Explanatory Memorandum.”*

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

3 Ratification and approval of prior issue of Shares, CDIs and warrants under August Placement

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

(a) *“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 2,564,103 Shares in the Company at US\$0.39 per Share, together with warrants exercisable for 384,616 Shares at US\$0.60 per Share, on the terms and conditions in the accompanying Explanatory Memorandum.”*

(b) *“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 2,127,056 CDIs*

(equivalent to 2,127,056 Shares) at A\$0.61 per CDI, together with warrants exercisable for 319,068 CDIs (equivalent to 319,068 Shares) at A\$1.00 per CDI, on the terms and conditions in the accompanying Explanatory Memorandum.”

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

4 Ratification and approval of prior issue of Shares, CDIs and warrants under October Placement

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

- (a) *“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 1,406,250 Shares in the Company at US\$0.32 per Share, together with warrants exercisable for 351,563 Shares at US\$0.60 per Share, on the terms and conditions in the accompanying Explanatory Memorandum.”*
- (b) *“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 7,126,000 CDIs (equivalent to 7,126,000 Shares) at A\$0.50 per CDI, together with warrants exercisable for 1,781,500 CDIs (equivalent to 1,781,500 Shares) at A\$0.95 per CDI, on the terms and conditions in the accompanying Explanatory Memorandum.”*

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

5 Ratification and approval of prior issue of CDIs and Shares under the February Placement

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

- (a) *“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 7,344,445 CDIs (equivalent to 7,344,445 Shares) at an issue price of A\$0.45 per CDI under a placement to professional and sophisticated investors, on the terms and conditions in the accompanying Explanatory Memorandum.”*
- (b) *“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the stockholders ratify and approve the prior allotment and issue of 3,766,666 Shares in the Company at US\$0.30 per Share to accredited U.S. investors, on the terms and conditions in the accompanying Explanatory Memorandum.”*

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

Record Date

You may vote at the Special Meeting if you were a stockholder of record or a beneficial owner of shares of Class A common stock of the Company (**Shares**) held in street name at 7:00pm Australian Eastern Daylight Time on Friday, 23 February 2024, i.e. 2:00 am U.S. Central Standard Time on Friday, 23 February 2024 (**Record Date**).

Voting by Proxy

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

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

Dated 27 February 2024

By order of the Board:



Kobe Li
Secretary

PROXY STATEMENT

SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON TUESDAY, 19 MARCH 2024 AT 9:00AM AUSTRALIAN EASTERN DAYLIGHT TIME

(AT 5:00PM ON MONDAY, 18 MARCH 2024 U.S. CENTRAL DAYLIGHT TIME)

The board of directors of Imricor Medical Systems, Inc. (**Company**) is soliciting proxies for use at the Special Meeting of stockholders at 9:00am on Tuesday, 19 March 2024, Australian Eastern Daylight Time (**AEDT**) (Monday, 18 March 2024 at 5:00pm, U.S. Central Daylight Time) and at any adjournment or postponement of the meeting. We expect to mail a notice card on or about 27 February 2024 with instructions for stockholders on how to access this proxy statement and accompanying Notice of Meeting (**Notice of Meeting**).

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

- a computer – <https://meetnow.global/MHT4LFN> ; or
- a mobile device – <https://meetnow.global/MHT4LFN> .

QUESTIONS AND ANSWERS ABOUT THE MEETING AND VOTING

What is the purpose of the meeting?

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

- Item 1: Ratification and approval of prior issue of Shares and warrant under July Placement.
- Item 2: Ratification and approval of prior issue of Options.
- Item 3(a) and (b): Ratification and approval of prior issue of Shares, CDIs and warrants under August Placement.
- Items 4(a) and (b): Ratification and approval of prior issue of Shares, CDIs and warrants under October Placement.
- Items 5(a) and (b): Ratification and approval of prior issue of CDIs and Share under the February Placement.

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of Shares held in street name at 7:00pm AEDT on Friday 23 February 2024 (i.e. 2:00 am U.S. Central Standard Time on Friday, 23 February 2024) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CDI holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHESS Depository Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at www.investorvote.com.au.

As of the Record Date, there were 186,754,196 CDIs on issue (assuming all issued Shares are held as CDIs) (each representing one share of Class A common stock of the Company (**Share**)), all of which were entitled to vote with respect to the proposals to be acted upon at the meeting, subject to the voting exclusions described more fully in the Explanatory Memorandum. Each CDI represents an interest in one Share.

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

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

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

What are my voting rights?

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

Therefore, as of the Record Date, a total of 186,754,196 votes are entitled to be cast at the meeting.

How many Shares must be present to hold the meeting?

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

This is called a quorum.

What is a proxy?

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

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

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

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

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

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

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

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

To vote before the Special Meeting by the internet (at www.investorvote.com/IMSI), you will need to use a control number that was provided to you on the notice card and follow the additional steps when prompted. The steps have been designed to authenticate your identity, allow you to give voting instructions, and confirm that those instructions have been recorded properly. Internet votes must be received no later than 9:00am AEDT on Tuesday, 19 March 2024 (5:00pm U.S. Central Daylight Time on Monday, 18 March 2024).

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

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

How do I vote if I hold CDIs?

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every CDI held by such holder. Such CDI holders are entitled to receive notice of and to attend the meeting and any adjournment or postponement of the meeting and may instruct the Company’s CDI depositary, CDN, to vote the Shares underlying their CDIs in a particular manner by returning the enclosed CDI Voting Instruction Form to Computershare, or by voting online at www.investorvote.com.au. Valid voting instructions must be received by Computershare no later than 9:00am AEDT on Saturday, 16 March 2024 (5:00pm U.S. Central Daylight Time on Friday, 15 March 2024). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

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

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

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

How can I attend the meeting?

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

Securityholders can watch and participate in the meeting virtually via the online platform (from a computer or mobile device) at <https://meetnow.global/MHT4LFN>.

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

1. Entering the meeting ID for the Special Meeting, which is: <https://meetnow.global/MHT4LFN>
2. Selecting “I am a stockholder/proxy”
3. Entering your username, which is your 15 digit control number

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

1. Entering the meeting ID for the Special Meeting, which is: <https://meetnow.global/MHT4LFN>

2. Selecting “I am a stockholder/proxy”
3. Entering your unique email invitation link, which can be obtained by calling Computershare on +61 3 9415 4024 during the online registration period which will be open 1 hour before the start of the meeting.

Note that stockholders (and CDI holders, as per the instructions on the CDI Voting Instruction Form) who wish to appoint a third party proxyholder to represent them at the Special Meeting and attend online must appoint their proxyholder prior to the proxyholder registering for online access. CDI holders may do this by completing Step 1B in the enclosed CDI Voting Instruction Form.

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

1. Entering the meeting ID for the Special Meeting, which is: <https://meetnow.global/MHT4LFN>
2. Selecting “I am a CDI holder/guest”
3. Entering your name and email address.

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

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

Can I vote my Shares at the meeting?

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

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

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

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

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

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

Item 1 — Ratification and approval of prior issue of Shares and warrant under July Placement

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 1.

Subject to the voting exclusion statement for Item 1, the vote required to approve the proposal is the affirmative vote of the majority of Shares that are present in person, by remote communication or represented by proxy at the meeting and entitled to vote on the proposal.

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

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

Item 2 — Ratification and approval of prior issue of Options

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Item 2.

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

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

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

Items 3(a) and (b) — Ratification and approval of prior issue of Shares, CDIs and warrants under August Placement

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Items 3(a) and (b).

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

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

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

Item 4(a) and (b) — Ratification and approval of prior issue of Shares, CDIs and warrants under October Placement

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Items 4(a) and (b).

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

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

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

Items 5 (a) and (b) — Ratification and approval of prior issue of CDIs and Shares under the February Placement

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Items 5(a) and (b).

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

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

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

Can I change my vote or revoke my proxy?

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

- voting (or voting again) online or by telephone, by no later than 9:00 am AEDT on Tuesday, 19 March 2024 (5:00pm U.S. Central Daylight Time on Monday, 18 March 2024).);
- sending a written notice of the revocation of your proxy to Mr Kobe Li, the Secretary of the Company c/- Case Governance Pty Ltd, Level 13, 41 Exhibition Street, Melbourne VIC 3000 Australia, which must be received by the Company before the time of the meeting; or
- attending the virtual Special Meeting and voting online. Attendance at the virtual Special Meeting will not cause your previously granted proxy to be revoked unless you specifically so request or cast your vote online at the Special Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Computershare, no later than 9:00am AEDT on Saturday, 16 March 2024 (5:00pm U.S. Central Daylight Time on Friday, 15 March 2024), a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

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

EXPLANATORY MEMORANDUM

Item 1 – Ratification and approval of prior issue of Shares and warrant under July Placement

Background to Item 1

As outlined in an announcement released to ASX on 18 July 2023, the Company raised US\$1 million from HR Global Investments LLC by the issue and allotment of 2,857,143 shares of Class A common stock (**Shares**) at US\$0.35 per Share (**July Placement**). The Company also issued a free warrant to HR Global Investments LLC in connection with the July Placement, exercisable for 428,571 Shares at US\$0.60 per Share (**July Warrant**).

The Shares issued under the July Placement were issued within the Company's placement capacity under ASX Listing Rule 7.1A. The July Warrant was issued within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, stockholder approval of the issue of the Shares and the July Warrant was not required.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of the 12 month period. Unless ASX Listing Rule 7.1A applies or an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.1A enables an eligible entity who obtains stockholder approval to issue up to 10% of its issued share capital over a 12-month period after the annual meeting at which approval was obtained. Having obtained stockholder approval at the Company's 2023 Annual Meeting on 12 May 2023, the Company has an additional 10% placement capacity under ASX Listing Rule 7.1A. This additional 10% facility is in addition to the Company's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rules 7.1. An issue made in accordance with ASX Listing Rule 7.1A may also be subsequently ratified under ASX Listing Rule 7.4.

Item 1 seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 2,857,143 Shares under the July Placement and the July Warrant in respect of 428,571 Shares.

Consequences if Item 1 is approved

If Item 1 is approved:

- 428,571 Shares the subject of the July Warrant will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date under the July Placement; and
- 2,857,143 Shares issued under the July Placement will be excluded in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future within its placement capacity under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A (as applicable).

Consequences if Item 1 is not approved

If Item 1 is not approved:

- 428,571 Shares the subject of the July Warrant will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the July Warrant; and
- 2,857,143 Shares issued under the July Placement will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

Specific disclosure of information

ASX Listing Rule 7.5 and ASX Guidance Note 21 require that the following information be provided to stockholders in relation the July Placement and the July Warrant:

- (a) The Shares and Warrant were issued to HR Global Investments LLC.
- (b) The total number of Shares issued by the Company under the July Placement was 2,857,143 Shares. The maximum number of Shares that can be purchased on exercise of the July Warrant is 428,571 Shares.
- (c) The Shares were issued at US\$0.35 per Share and the Warrant was issued for no consideration.
- (d) The key terms of the July Warrant are set out in Schedule 1.
- (e) The Shares were issued on 19 July 2023 and the July Warrant was issued on 18 July 2023.
- (f) The purpose of the July Placement and the July Warrant was to raise funds to support the Company's clinical and regulatory development, including the VISABL-VT and VISABL-AFL trials, sales and marketing spend to support geographical expansion, offer costs and other working capital requirements.
- (g) The Shares were issued on the same terms as, and rank equally in all respects with, the Company's existing Shares on issue.
- (h) The Shares issued under the July Placement, and the Shares issued on the exercise of the July Warrant, are subject to a 12-month holding lock to ensure compliance with U.S. securities law. Once the holding lock is lifted, the Shares may be converted to CDIs.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 1 by or on behalf of HR Global Investments LLC, or any of its associates. However, the Company need not disregard a vote cast in favour of Item 1 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 1, in accordance with a direction given to the chair to vote on Item 1 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 1; and
- the holder votes on Item 1 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

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

Chair's voting intention

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

Item 2 – Ratification and approval of prior issue of Options

Background to Item 2

As outlined in the announcement released to ASX on 6 July 2023, the Company entered into a capital commitment agreement (**Agreement**) with GEM Global Yield LLC SCS (**GGY**) under the terms of which GGY agreed to provide the Company with up to A\$30 million through a security subscription facility. As part of the transaction, the Company issued 5,700,000 three-year options with an exercise price of \$0.61 to GGY (**GGY Options**).

The GGY Options were issued within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, stockholder approval of the issue of the GGY Options was not required.

The key terms of the GGY Options are attached as Schedule 2 to this Explanatory Memorandum.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of the 12 month period. Unless ASX an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rule 7.1.

The issue of the GGY Options did not breach ASX Listing Rule 7.1 and did not require stockholder approval. Item 2 seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of the GGY Options.

Consequences if Item 2 is approved

If Item 2 is approved, the GGY Options will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the date that the GGY Options were issued.

Consequences if Item 2 is not approved

If Item 2 is not approved, the GGY Options will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the date the GGY Options were issued.

Specific disclosure of information

ASX Listing Rule 7.5 and ASX Guidance Note 21 require that the following information be provided to stockholders in relation the GGY Options:

- (a) The GGY Options were issued to GEM Global Yield LLC SCS.
- (b) The maximum number of CDIs that can be purchased on exercise of the GGY Options is 5,700,000 CDIs.
- (c) The GGY Options were issued for no consideration.
- (d) The key terms of the GGY Options are set out in Schedule 2.

- (e) The GGY Options were issued on 7 July 2023.
- (f) The purpose of the Agreement and the issue of the GGY Options was to give the Company the ability to raise funds to support the Company's clinical and regulatory development, including the VISABL-VT and VISABL-AFL trials, medical device regulation compliance, sales and marketing spend to support geographical expansion, offer costs and other working capital requirements.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 2 by or on behalf of GEM Global Yield LLC SCS, or any of its associates. However, the Company need not disregard a vote cast in favour of Item 2 if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 2, in accordance with a direction given to the chair to vote on Item 2 as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 2; and
 - the holder votes on Item 2 in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

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

Chair's voting intention

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

Items 3(a) and (b) – Ratification and approval of prior issue of Shares, CDIs and warrants under August Placement

Background to Items 3(a) and (b)

As outlined in an announcement released to ASX on 16 August 2023, the Company raised A\$2.84 million from certain investors in the U.S., Australia and New Zealand by the issue and allotment of:

- (a) 2,564,103 Shares at US\$0.39 per Share to the U.S. investors; and
- (b) 2,127,056 CDIs at A\$0.61 per CDI to the Australian and New Zealand investors.

(August Placement).

The Company also issued free warrants in connection with the August Placement to:

- (a) the U.S. investors, exercisable for a total of 384,616 Shares at US\$0.60 per Share (**US August Warrants**); and
- (b) the Australian and New Zealand investors exercisable for a total of 319,068 CDIs at A\$1.00 per CDI (**ANZ August Warrants**),

(together, the **August Warrants**).

The Shares and CDIs issued under the August Placement were issued within the Company's placement capacity under ASX Listing Rule 7.1A. The August Warrants were issued within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, stockholder approval of the issue of the Shares and CDIs under the August Placement and the August Warrants was not required.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of the 12 month period. Unless ASX Listing Rule 7.1A applies or an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.1A enables an eligible entity who obtains stockholder approval to issue up to 10% of its issued share capital over a 12-month period after the annual meeting at which approval was obtained. Having obtained stockholder approval at the Company's 2023 Annual Meeting on 12 May 2023, the Company has an additional 10% placement capacity under ASX Listing Rule 7.1A. This additional 10% facility is in addition to the Company's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rules 7.1. An issue made in accordance with ASX Listing Rule 7.1A may also be subsequently approved under ASX Listing Rule 7.4.

Item 3(a) seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 2,564,103 Shares under the August Placement and the issue of the US August Warrants.

Item 3(b) seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 2,127,056 CDIs under the August Placement and the issue of the ANZ August Warrants.

Consequences if Items 3(a) and (b) are approved

If Item 3(a) is approved:

- 384,616 Shares the subject of the US August Warrants will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the US August Warrants; and
- 2,564,103 Shares issued under the August Placement will be excluded in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

If Item 3(b) is approved:

- 319,068 CDIs the subject of the ANZ August Warrants will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the ANZ August Warrants; and
- 2,127,056 CDIs issued under the August Placement will be excluded in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future within its placement capacity under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A (as applicable).

Consequences if Items 3(a) and (b) are not approved

If Item 3(a) is not approved:

- 384,616 Shares the subject of the US August Warrants will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the US August Warrants; and
- 2,564,103 Shares issued under the August Placement will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

If Item 3(b) is not approved:

- 319,068 CDIs the subject of the ANZ August Warrants will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the ANZ August Warrants; and
- 2,127,056 CDIs issued under the August Placement will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

Specific disclosure of information

ASX Listing Rule 7.5 and ASX Guidance Note 21 require that the following information be provided to stockholders in relation to the August Placement and the August Warrants:

- (a) The Shares and CDIs under the August Placement and August Warrants were issued and allotted to accredited and sophisticated investors in the U.S., Australia and New Zealand.

- (b) The total number of Shares issued to U.S. investors by the Company under the August Placement was 2,564,103 Shares. The maximum number of Shares that can be purchased on exercise of the US August Warrants is 384,616 Shares.
- (c) The total number of CDIs issued to Australian and New Zealand investors by the Company under the August Placement was 2,127,056 CDIs (equivalent to the same number of Shares). The maximum number of CDIs that can be purchased on exercise of the ANZ August Warrants is 319,068 CDIs.
- (d) The Shares were at US\$0.39 per Share and the CDIs were issued at A\$0.61 per CDI. The August Warrants were issued for no consideration.
- (e) The Shares and CDIs were issued on 16 August 2023. The US August Warrants were issued on 14 August 2023 and the ANZ August Warrants were issued on 15 August 2023.
- (f) The key terms of the August Warrants are set out in Schedule 1.
- (g) The purpose of the August Placement and August Warrants was to raise funds to support the Company's clinical and regulatory development, including pipeline product development, the VISABL-VT and VISABL-AFL trials, expanding approvals across geographies and medical device regulation compliance, sales and marketing spend to support staff to drive lab adoption and increase catheter utilisation, offer costs and other working capital requirements.
- (h) The CDIs were issued on the same terms as, and rank equally in all respects with, the Company's existing CDIs on issue. The Shares were issued on the same terms as, and rank equally in all respects with, the Company's existing Shares on issue.
- (i) The Shares issued to U.S. investors, and the Shares issued on the exercise of the US August Warrant, are subject to a 12-month holding lock to ensure compliance with U.S. securities law. Once the holding lock is lifted, the Shares may be converted to CDIs.

Voting Exclusion

The Company will disregard any votes cast in favour of Items 3(a) or (b) by or on behalf of a person (or any of its associates) who participated in the August Placement. However, the Company need not disregard a vote cast in favour of Item 3(a) or (b) if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 3(a) or (b), in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 3(a) or (b), in accordance with a direction given to the chair to vote on Item 3(a) or (b) as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 3(a) or (b); and
 - the holder votes on Item 3(a) or (b) in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of these resolutions.

Chair's voting intention

The Chair of the Special Meeting intends to vote all available undirected proxies in favour of these resolutions.

Items 4(a) and (b) – Ratification and approval of prior issue of Shares, CDIs and warrants under October Placement

Background to Items 4(a) and (b)

As outlined in an announcement released to ASX on 24 October 2023, the Company raised A\$4.28 million from certain sophisticated and accredited investors by the issue and allotment of:

- (a) 1,406,250 Shares at US\$0.32 per Share to U.S. investors; and
- (b) 7,126,000 CDIs at A\$0.50 per CDI to investors in Australia, New Zealand and Singapore.

(October Placement).

The Company also issued free warrants in connection with the October Placement to:

- (a) the U.S. investors, exercisable for 351,563 Shares at US\$0.60 per Share (**US October Warrants**); and
- (b) the investors in Australia, New Zealand and Singapore, exercisable for 1,781,500 CDIs at A\$0.95 per CDI (**ROW October Warrants**),

(together, the **October Warrants**).

The Shares and CDIs issued under the October Placement were issued within the Company's placement capacity under ASX Listing Rule 7.1A. The October Warrants were issued within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, stockholder approval of the issue of the Shares and CDIs under the October Placement and the issue of the October Warrants was not required.

ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of the 12 month period. Unless ASX Listing Rule 7.1A applies or an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.1A enables an eligible entity who obtains stockholder approval to issue up to 10% of its issued share capital over a 12-month period after the annual meeting at which approval was obtained. Having obtained stockholder approval at the Company's 2023 Annual Meeting on 12 May 2023, the Company has an additional 10% placement capacity under ASX Listing Rule 7.1A. This additional 10% facility is in addition to the Company's placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rules 7.1. An issue made in accordance with ASX Listing Rule 7.1A may also be subsequently approved under ASX Listing Rule 7.4.

Item 4(a) seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 1,406,250 Shares under the October Placement and the issue of the US October Warrants.

Item 4(b) seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 7,126,000 CDIs under the October Placement and the issue of the ROW October Warrants.

Consequences if Items 4(a) and (b) are approved

If Item 4(a) is approved:

- 351,563 Shares the subject of the US October Warrants will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the US October Warrants; and
- 1,406,250 Shares issued under the October Placement will be excluded in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

If Item 4(b) is approved:

- 1,781,500 CDIs the subject of the ROW October Warrants will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the ROW October Warrants; and
- 7,126,000 CDIs issued under the October Placement will be excluded in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

By ratifying these issues, the Company will retain the flexibility to issue equity securities in the future within its placement capacity under ASX Listing Rule 7.1 or ASX Listing Rule 7.1A (as applicable).

Consequences if Items 4(a) and (b) are not approved

If Item 4(a) is not approved:

- 351,563 Shares the subject of the US October Warrants will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the US October Warrants; and
- 1,406,250 Shares issued under the October Placement will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

If Item 4(b) is not approved:

- 1,781,500 CDIs the subject of the ROW October Warrants will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date of the ROW October Warrants; and
- 7,126,000 CDIs issued under the October Placement will be included in calculating the Company's 10% limit in ASX Listing Rule 7.1A.

Specific disclosure of information

ASX Listing Rule 7.5 and ASX Guidance Note 21 require that the following information be provided to stockholders in relation to the October Placement:

- (a) The Shares and CDIs issued under the October Placement and the October Warrants were issued and allotted to accredited and sophisticated investors in the U.S., Australia, New Zealand and Singapore.
- (b) The total number of Shares issued to U.S. investors by the Company under the October Placement was 1,406,250 Shares. The maximum number of Shares that can be purchased on exercise of the US October Warrants is 351,563 Shares.
- (c) The total number of CDIs issued to investors in Australia, New Zealand and Singapore by the Company under the October Placement was 7,126,000 CDIs (equivalent to the same number of Shares). The maximum number of CDIs that can be purchased on exercise of the ROW October Warrants is 1,781,500 CDIs.
- (d) The Shares were at US\$0.32 per Share and the CDIs were issued at A\$0.50 per CDI. The October Warrants were issued for no consideration.
- (e) The Shares and CDIs under the October Placement were issued on 25 October 2023 and the October Warrants were issued on 23 October 2023.
- (f) The key terms of the October Warrants are set out in Schedule 1.
- (g) The purpose of the October Placement was to raise funds to support the Company's sales and marketing efforts, clinical and regulatory development, offer costs and other working capital requirements.
- (h) The CDIs were issued on the same terms as, and rank equally in all respects with, the Company's existing CDIs on issue. The Shares were issued on the same terms as, and rank equally in all respects with, the Company's existing Shares on issue.
- (i) The Shares issued to U.S. investors and the Shares issued on the exercise of the US October Warrant are subject to a 12-month holding lock to ensure compliance with U.S. securities law. Once the holding lock is lifted, the Shares may be converted to CDIs.

Voting Exclusion

The Company will disregard any votes cast in favour of Items 4(a) and (b) by or on behalf of a person (or any of its associates) who participated in the October Placement. However, the Company need not disregard a vote cast in favour of Item 4(a) or (b) if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 4(a) or (b), in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 4(a) or (b), in accordance with a direction given to the chair to vote on Item 4(a) or (b) as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Item 4(a) or (b); and
 - the holder votes on Item 4(a) or (b) in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of these resolutions.

Chair's voting intention

The Chair of the Special Meeting intends to vote all available undirected proxies in favour of these resolutions.

Items 5(a) and (b) – Ratification and approval of prior issue of CDIs and Shares under the February Placement

As outlined in the announcements released to ASX on 2 February and 5 February 2024, the Company raised approximately A\$5 million (in aggregate) under:

- an institutional placement of 7,344,445 CDIs (representing 7,344,445 Shares) to a number of sophisticated and institutional investors at an issue price of A\$0.45 to raise A\$3.3 million (**Institutional Placement**); and
- a separate placement of 3,766,666 Shares to certain accredited U.S. investors at an issue price of US\$0.30 (the same price as the Institutional Placement but converted to USD) to raise approximately A\$1.71 million (US\$1.13 million) (**US Placement**),

(the Institutional Placement and the US Placement, together the **February Placement**). The February Placement formed part of a broader capital raising to raise up to approximately A\$15 million, which included an accelerated pro-rata entitlement offer to existing eligible securityholders in Australia and New Zealand.

The CDIs and Shares issued under the February Placement were issued within the Company's placement capacity under ASX Listing Rule 7.1. Accordingly, stockholder approval of the February Placement was not required.

The lead manager to the Institutional Placement was Morgans Corporate Limited (**Lead Manager**).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of the 12 month period. Unless ASX an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a Company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with stockholder approval for the purpose of ASX Listing Rule 7.1.

Item 5(a) seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 7,344,445 CDIs under the February Placement.

Item 5(b) seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 3,766,666 Shares under the February Placement.

If Items 5(a) and (b) are approved, the February Placement will not reduce the Company's 15% placement capacity.

Consequences if Item 5 is approved

If Item 5(a) is approved, the 7,344,445 CDIs issued under the February Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date under the February Placement.

If Item 5(b) is approved, the 3,766,666 Shares issued under the February Placement will be excluded in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date under the February Placement.

By ratifying the February Placement, the Company will retain the flexibility to issue equity securities in the future within its 15% placement capacity under ASX Listing Rule 7.1.

Consequences if Item 5 is not approved

If Item 5(a) is not approved, the 7,344,445 CDIs issued under the February Placement will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date under the February Placement.

If Item 5(b) is not approved, the 3,766,666 Shares issued under the February Placement will be included in calculating the Company's 15% limit in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without stockholder approval over the 12 month period following the issue date under the February Placement.

Specific disclosure of information

ASX Listing Rule 7.5 and ASX Guidance Note 21 require that the following information be provided to stockholders in relation to the securities issued under the February Placement:

- (a) A total of 7,344,445 CDIs and 3,766,666 Shares were issued under the February Placement.
- (b) The CDIs were issued at A\$0.45 per CDI and the Shares were issued at US\$0.30 per Share.
- (c) The CDIs were issued on the same terms as, and rank equally in all respects with, the Company's existing CDIs on issue. The Shares were issued on the same terms as, and rank equally in all respects with, the Company's existing Shares on issue.
- (d) The CDIs under the Institutional Placement were issued and allotted to new and existing sophisticated investors located in Australia and New Zealand and identified by the Company and the Lead Manager. The Shares under the US Placement were issued and allotted to new and existing accredited investors located in the United States identified by the Company.
- (e) The CDIs and Shares were issued under the February Placement on 12 February 2024 and 13 February 2024.
- (f) The funds raised from the February Placement will be used to support the Company's clinical and regulatory development including the Ventricular Tachycardia (VT) and FDA clinical trials (VISABL-VT and VISABL-AFL), continued geographical expansion, sales and marketing spend, medical device regulation, payment of creditors and other working capital requirements.

Voting Exclusion

The Company will disregard any votes cast in favour of Items 5(a) and (b) by or on behalf of a person who participated in the February Placement, or any of their respective associates. However, the Company need not disregard a vote cast in favour of Items 5(a) and (b) if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Items 5(a) and (b), in accordance with the directions given to the proxy or attorney; or
- the person chairing the meeting as proxy or attorney for a person who is entitled to vote on Item 5, in accordance with a direction given to the chair to vote on Items 5(a) and (b) as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on Items 5(a) and (b); and
- the holder votes on Items 5(a) and (b) in accordance with directions given by the beneficiary to the holder to vote in that way.

Directors' recommendation

The directors unanimously recommend that stockholders vote in favour of these resolutions.

Chair's voting intention

The Chair of the Special Meeting intends to vote all available undirected proxies in favour of these resolutions.

Schedule 1 – Rights and liabilities attaching to Warrants

July Warrant

The following is a summary of the rights, privileges and restrictions attaching to the July Warrant. The summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the holder of the July Warrant (**July Warrantholder**).

No.	Key Term	Summary
1.	Issue Price	Nil.
2.	Exercise Price	US\$0.60 per Share to be issued on exercise
3.	Exercise Period	The July Warrant is exercisable in whole or part during the period commencing on the date of issue and ending on 14 July 2033. If the July Warrant is not exercised by 5pm on 14 July 2033 (US Eastern Daylight Time), it will lapse.
4.	Issue of Shares	The July Warrant entitles the July Warrantholder to subscribe for a maximum 428,571 Shares.
5.	Reorganisation of Capital	In a reorganisation of capital of the Company, the July Warrant and Exercise Price must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
6.	Voting Rights	No voting rights attach to the July Warrant.
7.	New Issues	The July Warrant does not confer any rights to participate in new issues of securities by the Company.
8.	Quotation	The July Warrant will not be listed on ASX or an other securities exchange.
9.	Governing Law	State of Delaware

August Warrants

The following is a summary of the rights, privileges and restrictions attaching to the August Warrants. The summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the holder of the August Warrants (**August Warrantholders**).

US August Warrants

No.	Key Term	Summary
1.	Issue Price	Nil.
2.	Exercise Price	US\$0.60 per Share to be issued on exercise
3.	Exercise Period	The US August Warrants are exercisable in whole or part during the period commencing on the date of issue and ending on 10 August 2033. If any of the US August Warrants are not exercised by 5pm on 10 August 2033 (US Eastern Daylight Time), they will lapse.
4.	Issue of Shares	The US August Warrants entitle the August Warrantholders to subscribe, in aggregate, for a maximum 384,616 Shares.
5.	Reorganisation of Capital	In a reorganisation of capital of the Company, the US August Warrants and Exercise Price must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
6.	Voting Rights	No voting rights attach to the US August Warrants.
7.	New Issues	The US August Warrants do not confer any rights to participate in new issues of securities by the Company.
8.	Quotation	The US August Warrants will not be listed on ASX or an other securities exchange.
9.	Governing Law	State of Delaware

ANZ August Warrants

No.	Key Term	Summary
1.	Issue Price	Nil.
2.	Exercise Price	A\$1.00 per CDI to be issued on exercise
3.	Exercise Period	The ANZ August Warrants are exercisable in whole or part during the period commencing on the date of issue and ending on 15 August 2033. If any of the ANZ August Warrants are not exercised by 5pm on 15 August 2033 (Australian Standard Time), they will lapse.
4.	Issue of Shares	The ANZ August Warrants entitle the August Warrantholders to subscribe, in aggregate, for a maximum 319,068 CDIs.
5.	Reorganisation of Capital	In a reorganisation of capital of the Company, the ANZ August Warrants and Exercise Price must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
6.	Voting Rights	No voting rights attach to the ANZ August Warrants.
7.	New Issues	The ANZ August Warrants do not confer any rights to participate in new issues of securities by the Company.
8.	Quotation	The ANZ August Warrants will not be listed on ASX or an other securities exchange.
9.	Governing Law	State of Delaware

October Warrants

The following is a summary of the rights, privileges and restrictions attaching to the October Warrants. The summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the holder of the October Warrants (**October Warrantholders**).

US October Warrants

No.	Key Term	Summary
1.	Issue Price	Nil.
2.	Exercise Price	US\$0.60 per Share to be issued on exercise
3.	Exercise Period	The US October Warrants are exercisable in whole or part during the period commencing on the date of issue and ending on 19 October 2033. If any of the US October Warrants are not exercised by 5pm on 19 October 2033 (US Eastern Standard Time), they will lapse.
4.	Issue of Shares	The US October Warrants entitle the October Warrantholders to subscribe for, in aggregate, a maximum 351,563 Shares.
5.	Reorganisation of Capital	In a reorganisation of capital of the Company, the US October Warrants and Exercise Price must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
6.	Voting Rights	No voting rights attach to the US October Warrants.
7.	New Issues	The US October Warrants do not confer any rights to participate in new issues of securities by the Company.
8.	Quotation	The US October Warrants will not be listed on ASX or an other securities exchange.
9.	Governing Law	State of Delaware

ROW October Warrants

No.	Key Term	Summary
1.	Issue Price	Nil.
2.	Exercise Price	A\$0.95 per CDI to be issued on exercise
3.	Exercise Period	The ROW October Warrants are exercisable in whole or part during the period commencing on the date of issue and ending on 23 October 2033. If any of the ROW October Warrants are not exercised by 5pm on 23 October 2033 (Australian Standard Time), they will lapse.
4.	Issue of Shares	The ROW October Warrants entitle the October Warrantheolders to subscribe for, in aggregate, a maximum 1,781,500 CDIs.
5.	Reorganisation of Capital	In a reorganisation of capital of the Company, the ROW October Warrants and Exercise Price must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
6.	Voting Rights	No voting rights attach to the ROW October Warrants.
7.	New Issues	The ROW October Warrants do not confer any rights to participate in new issues of securities by the Company.
8.	Quotation	The ROW October Warrants will not be listed on ASX or an other securities exchange.
9.	Governing Law	State of Delaware

Schedule 2 – Summary of terms and conditions of GGY Options

The following is a summary of the rights, privileges and restrictions attaching to the GGY Options. The summary is not exhaustive and does not constitute a definitive statement of the rights and liabilities of the holder of the GGY Options.

No.	Key Term	Summary
1.	Issue Price	Nil.
2.	Exercise Price	A\$0.61 per CDI to be issued on exercise
3.	Exercise Period	GGY Options are exercisable during the period commencing on the date of issue and ending on 5 July 2026. Any GGY Options not exercised by 5pm on 5 July 2026 (Brisbane time) will lapse.
4.	Issue of CDIs	The GGY Options entitles the optionholder to subscribe for a maximum 5,700,000 CDIs.
	Transferability	GGY Options may be transferred in the same manner as CDIs and may be exercised by any other person or body corporate.
5.	Reorganisation of Capital	In a reorganisation of capital of the Company, the GGY Options and Exercise Price must be treated in accordance with the ASX Listing Rules at the time of the reorganisation.
6.	Voting Rights	No voting rights attach to the GGY Options.
7.	New Issues	GGY Options do not confer any rights to participate in new issues of securities by the Company.
9.	Governing Law	Queensland, Australia.



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The 2024 Special Meeting of Stockholders of Imricor Medical Systems, Inc. will be held on Tuesday, 19 March 2024 at 9:00 am Australian Eastern Daylight Time (on Monday, 18 March 2024, at 5:00 pm U.S. Central Daylight Time). Double check with Notice of Meeting for any changes.

This is a completely virtual Special Meeting. Securityholders can watch and participate in the Special Meeting virtually via the online platform by using:
a computer - online at meetnow.global/MHT4LFN



Small steps make an impact.

Help the environment by consenting to receive electronic delivery, sign up at www.investorvote.com/IMSI



▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

Proxy – Imricor Medical Systems, Inc.



Notice of 2024 Special Meeting of Stockholders

Proxy Solicited by Board of Directors for Special Meeting of Imricor Medical Systems, Inc.

Chairman of the meeting, _____ or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Special Meeting of Imricor Medical Systems, Inc, to be held on Tuesday, 19 March 2024 at 9:00 am AEDT (on Monday, 18 March 2024, at 5:00 pm U.S. CDT) or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR items 1-5.

In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side)

C Non-Voting Items

Change of Address – Please print new address below.

Comments – Please print your comments below.





ARBN 633 106 019

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

IMR

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

Imricor Medical Systems, Inc. Special Meeting

The Imricor Medical Systems, Inc. Special Meeting will be held on Tuesday, 19 March 2024 at 9:00am Australian Eastern Daylight Time (on Monday, 18 March 2024 at 5:00pm U.S. Central Daylight Time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a vote, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

For your vote to be effective it must be received by 9:00 am (AEDT) on Saturday, 16 March 2024 (on Friday, 15 March 2024, at 5:00pm U.S. CDT).



ATTENDING THE MEETING VIRTUALLY

As a beneficial owner, you are invited to attend the Special Meeting as a guest, however because you are not a stockholder of record, you cannot vote the shares underlying your CDIs and/or ask questions in person at the virtual annual meeting at:
<https://meetnow.global/MHT4LFN>

You will not have the ability to submit questions real-time via the virtual meeting website but you can visit our online voting site at www.investorvote.com.au and submit a question before 9:00am (AEDT) on Saturday, 16 March 2024 (on Friday, 15 March 2024, at 5:00pm U.S. CDT).

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

IMR

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

Need assistance?

**Phone:**

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

**Online:**

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **9:00am (AEDT) on Saturday, 16 March 2024 (on Friday, 15 March 2024, at 5:00pm U.S. CDT).**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Class A Common Stock of the Company, so that every 1 (one) CDI registered in your name at 7:00pm (Australian Eastern Daylight Time) on 23 February 2024 (2:00am U.S. Central Standard Time on 23 February 2024) entitles you to one vote.

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

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form:

XX

Online:

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

Your secure access information is

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

By Mail:

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

By Fax:

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



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

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



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



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I ND

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

Step 1

CHESS Depository Nominees Pty Ltd will vote as directed

XX

Voting Instructions to CHESS Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interests of Imricor Medical Systems, Inc. hereby direct CHESS Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of Imricor Medical Systems, Inc. to be held as a virtual meeting on Tuesday, 19 March 2024 at 9:00am Australian Eastern Daylight Time (on Monday, 18 March 2024 at 5:00pm U.S. Central Daylight Time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

Step 2

Items of Business

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

	For	Against	Abstain
1 Ratification and approval of prior issue of Shares and warrant under July Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification and approval of prior issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Ratification and approval of prior issue of Shares and warrants under August Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Ratification and approval of prior issue of CDIs and warrants under August Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4a Ratification and approval of prior issue of Shares and warrants under October Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4b Ratification and approval of prior issue of CDIs and warrants under October Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5a Ratification and approval of prior issue of CDIs under the February Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5b Ratification and approval of prior issue of Shares under the February Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Date

Update your communication details (Optional)

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

Mobile Number

Email Address