

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 Thursday, 29 August 2024 at 8:00am Australian Eastern Standard Time (on Wednesday, 28 August 2024 at 5:00pm 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 CDIs under Tranche 1 of the 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 49,514,682 CHESSE Depositary Interests (CDIs) (equivalent to 49,514,682 Class A common stock (Shares)) at A\$0.52 per CDI, under the first tranche of a placement to professional and sophisticated investors (Placement), 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 Approval of the issue of CDIs and Shares under Tranche 2 of the 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 7.1 and for all other purposes, approval is given for the Company to issue up to 17,550,154 CDIs (equivalent to 17,550,154 Shares) at A\$0.52 per CDI to raise up to A\$9,126,080.08, under the second tranche of the Placement on the terms and conditions in the accompanying Explanatory Memorandum.”*

(b) *“That for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 242,857 Shares at an issue price of US\$0.35 per Share to raise up to US\$84,999.95 to accredited U.S. investors under the second tranche of the Placement, on the terms and conditions in the accompanying Explanatory Memorandum.”*

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 7:00 pm Australian Eastern Standard Time on Wednesday, 31 July 2024, i.e. 4:00 am U.S. Central Daylight Time on Wednesday, 31 July 2024 (**Record Date**).

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Voting by Proxy

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

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

Dated 8 August 2024

By order of the Board:



Kobe Li
Secretary

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PROXY STATEMENT

SPECIAL MEETING OF STOCKHOLDERS TO BE HELD ON 29 AUGUST 2024 AT 8:00AM AUSTRALIAN EASTERN STANDARD TIME

(AT 5:00PM ON 28 AUGUST 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 8:00am on Thursday, 29 August 2024, Australian Eastern Standard Time (**AEST**) (Wednesday, 28 August 2024 at 5:00pm, U.S. Central Daylight Time (**CDT**)) and at any adjournment or postponement of the meeting. We expect to mail a notice card on or about 8 August 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 – meetnow.global/MSJJ7DF ; or
- a mobile device – meetnow.global/MSJJ7DF.

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 CDIs under Tranche 1 of the Placement.
- Items 2(a) and (b): Approval of the issue of CDIs and Shares under Tranche 2 of the 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 AEST on Wednesday, 31 July 2024 (i.e. 4:00 am CDT on Wednesday, 31 July 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 252,382,755 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.

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Therefore, as of the Record Date, a total of 252,382,755 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 8:00am AEST on Thursday, 29 August 2024 (5:00pm CDT on Wednesday, 28 August 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.

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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 8:00am AEST on Monday 26 August 2024 (5:00pm CDT on Sunday 25 August 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.

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 meetnow.global/MSJJ7DF.

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: meetnow.global/MSJJ7DF
- 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**, you can log in to the Special Meeting by:

- 1. Entering the meeting ID for the Special Meeting, which is: meetnow.global/MSJJ7DF
- 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 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.

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

- 1. Entering the meeting ID for the Special Meeting, which is: meetnow.global/MSJJ7DF
- 2. Selecting “I am a CDI holder/guest”
- 3. Entering your name and email address.

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

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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 CDIs under Tranche 1 of the 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.

Items 2(a) and (b) — Approval of the issue of CDIs and Shares under Tranche 2 of the Placement

You may vote “FOR”, “AGAINST” or “ABSTAIN” on Items 2(a) and (b).

Subject to the voting exclusion statement for Items 2(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 8:00am AEST on Thursday, 29 August 2024 (5:00pm CDT on Wednesday, 28 August 2024);
- sending a written notice of the revocation of your proxy to Mr Kobe Li, the Secretary of the Company Level 30, 35 Collins 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 8:00am AEDT on Monday, 26 August 2024 (5:00pm CDT on Sunday, 25 August 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.

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EXPLANATORY MEMORANDUM

Item 1 – Ratification and approval of prior issue of CDIs under Tranche 1 of the Placement

Background to Item 1

As outlined in an announcement released to ASX on 19 July 2024, the Company is undertaking a placement to raise approximately A\$35 million through the issue of new CHESS Depository Interests (**CDIs**) and shares of Class A common stock (**Shares**) (**New Securities**) at A\$0.52 per New Security (**Placement**).

The Placement is being conducted in two tranches:

- the issue of 49,514,682 CDIs to sophisticated and professional investors raising a total of A\$25.7 million before costs and expenses under the Company's available capacity under ASX Listing Rules 7.1 (29,857,395 CDIs) and 7.1A (19,657,287 CDIs) (**Tranche 1**); and
- the issue of 17,793,011 New Securities to sophisticated and professional investors and certain US accredited investors raising a total of A\$9.3 million before costs and expenses, completion of which is subject to stockholder approval of Items 2 (a) and (b) (**Tranche 2**).

The CDIs issued under Tranche 1 were issued within the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A. Accordingly, stockholder approval of the issue of the CDIs under Tranche 1 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 2024 Annual Meeting on 15 May 2024, 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 1 seeks stockholder ratification and approval under ASX Listing Rule 7.4 for the issue by the Company of 49,514,682 CDIs under Tranche 1.

Consequences if Item 1 is approved

If Item 1 is approved:

- 29,857,395 CDIs the subject of Tranche 1 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 Tranche 1; and

- 19,657,287 CDIs issued under Tranche 1 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 1 is not approved

If Item 1 is not approved:

- 29,857,395 CDIs the subject of Tranche 1 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 Tranche 1; and
- 19,657,287 CDIs issued under Tranche 1 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 First Tranche:

- (a) The CDIs issued under Tranche 1 were issued and allotted to sophisticated and professional investors in Australia and New Zealand.
- (b) The total number of CDIs issued to investors in Australia, Hong Kong, and New Zealand by the Company under Tranche 1 was 49,514,682 CDIs (equivalent to the same number of Shares).
- (c) The CDIs were issued at A\$0.52 per CDI.
- (d) The CDIs were issued under Tranche 1 on 26 July 2024.
- (e) The purpose of Tranche 1 was to raise funds to support the Company's sales and marketing, research and development, clinical trials, regulatory compliance, general working capital and costs of the offer.
- (f) The CDIs were issued on the same terms as, and rank equally in all respects with, the Company's existing CDIs on issue.

Voting Exclusion

The Company will disregard any votes cast in favour of Item 1 by or on behalf of a person (or any of its associates) who participated in Tranche 1. 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 these resolutions.

Chair's voting intention

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

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Items 2(a) and (b) – Approval of the issue of CDIs and Shares under the Second Tranche of the Placement

Background to Items 2(a) and (b)

As outlined in the announcement released to ASX on 19 July 2024 and in Item 1 above, the Company has received commitments to raise A\$9.3 million under Tranche 2 of the Placement. Tranche 2 involves the issue of 17,793,011 New Securities at A\$0.52 per New Security.

The Company is now seeking stockholder approval for the issue of the New Securities under Tranche 2.

The issue of New Securities under Tranche 2 is conditional on stockholders approving the issue of 17,793,011 New Securities for the purposes of ASX Listing Rule 7.1.

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 an exception applies, issues of securities exceeding this 15% limit require stockholder approval.

Item 2(a) seeks stockholder approval under ASX Listing Rule 7.1 for the issue by the Company of 17,550,154 CDIs under Tranche 2.

Item 2(b) seeks stockholder approval under ASX Listing Rule 7.1 for the issue by the Company of 242,857 Shares under Tranche 2.

Consequences if Items 2(a) and (b) are approved

If stockholders approve the issue of the CDIs under Item 2(a), the Company will issue 17,550,154 CDIs under Tranche 2 to certain sophisticated and professional investors in Australia and New Zealand, following the approval (and in any event, no later than 3 months after the date of the Special Meeting).

If stockholders approve the issue of the Shares under Item 2(b), the Company will issue 242,857 Shares under Tranche 2 to certain accredited investors in the US, following the approval (and in any event, no later than 3 months after the date of the Special Meeting).

Consequences if Items 2(a) and (b) are not approved

If stockholders do not approve Item 2(a), the issue of 17,550,154 CDIs under Tranche 2 will not proceed.

If stockholders do not approve Item 2(b), the issue of 242,857 Shares under Tranche 2 will not proceed.

If all or part of Tranche 2 does not proceed, the Company may seek additional funding through other sources. There is no assurance however, that additional funding would be available or would be secured on acceptable terms

Additional disclosure of information

ASX Listing Rule 7.3 and ASX Guidance Note 21 require that the following additional information be provided to stockholders in relation to the Second Tranche:

- (a) The CDIs to be issued under Tranche 2 will be issued to sophisticated and professional investors in Australia and New Zealand. The Shares to be issued under Tranche 2 will be issued to accredited investors in the US.
- (b) The CDIs and Shares are expected to be issued at the beginning of September 2024, and in any case within 3 months after the date of the Special Meeting.

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- (c) The total number of CDIs to be issued to investors in Australia and New Zealand by the Company under Tranche 2 is 17,550,154 CDIs (equivalent to the same number of Shares).
 - (d) The total number of Shares to be issued to U.S. investors by the Company under Tranche 2 is 242,857 Shares.
 - (e) The CDIs will be issued at A\$0.52 per CDI and the Shares will be issued at US\$0.35.
 - (f) The purpose of Tranche 2 is to raise funds to support the Company's sales and marketing, research and development, clinical trials, regulatory compliance, general working capital and costs of the offer.
 - (g) The CDIs will be issued on the same terms as, and rank equally in all respects with, the Company's existing CDIs on issue. The Shares will be issued on the same terms as, and rank equally in all respects with, the Company's existing Shares on issue.
 - (h) The Shares to be issued to U.S. investors will be 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 2(a) or (b) by or on behalf of:

- a person who is expected to participate in Tranche 2; or
- a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities),

or any of their respective associates. However, the Company need not disregard a vote cast in favour of Item 2(a) or (b) if it is cast by:

- a person as proxy or attorney for a person who is entitled to vote on Item 2(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 2(a) or (b), in accordance with a direction given to the chair to vote on Item 2(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 2(a) or (b); and
 - the holder votes on Item 2(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.

The Special Meeting of Shareholders of Imricor Medical Systems, Inc. will be held on Thursday, 29 August 2024 at 8:00 am Sydney time (on Wednesday, 28 August 2024, at 5:00 pm U.S. Central Daylight Time).

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/MSJJ7DF

 **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 Special Meeting of Shareholders

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 Thursday, 29 August 2024 at 8:00 am Sydney time (on Wednesday, 28 August 2024, at 5:00 pm U.S. Central Daylight Time) 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 - 2b.

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.



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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

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Imricor Medical Systems, Inc. Special Meeting

The Imricor Medical Systems, Inc. Special Meeting will be held on Thursday, 29 August 2024 at 8:00am Australian Eastern Standard Time (on Wednesday, 28 August 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: I9999999999****PIN: 99999**

For your vote to be effective it must be received by Monday, 26 August 2024 at 8:00am Australian Eastern Standard Time (on Sunday, 25 August 2024 at 5:00pm U.S. Central Daylight Time).



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 special meeting at:
<https://meetnow.global/MSJJ7DF>

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 Monday, 26 August 2024 at 8:00am Australian Eastern Standard Time (on Sunday, 25 August 2024 at 5:00pm U.S. Central Daylight Time).

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 **Monday, 26 August 2024 at 8:00am Australian Eastern Standard Time (on Sunday, 25 August 2024 at 5:00pm U.S. Central Daylight Time).**

CDI Voting Instruction Form

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Class A Common Stock of the Company, so that every 1 (one) CDI registered in your name at 7:00 pm (Australian Eastern Standard Time) on Wednesday, 31 July 2024 (4:00 am U.S. Central Daylight Time on Wednesday, 31 July 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 Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

Lodge your Form:

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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

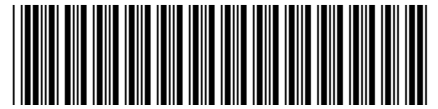


PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For personal use only

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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CDI Voting Instruction Form

Please mark to indicate your directions

Step 1

CHESSE Depository Nominees Pty Ltd will vote as directed

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Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Imricor Medical Systems, Inc. hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Special Meeting of Imricor Medical Systems, Inc. to be held virtually on Thursday, 29 August 2024 at 8:00am Australian Eastern Standard Time (on Wednesday, 28 August 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 CHESSE 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 CHESSE Depository Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Ratification and approval of prior issue of CDIs under Tranche 1 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a)	Approval of the issue of 17,550,154 CDIs under Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Approval of the issue of 242,857 Shares under Tranche 2 of the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

For personal use only

Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

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

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Computershare

