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24 February 2026

Extraordinary General Meeting – Letter to Shareholders

HeraMED Limited (**ASX:HMD**) (**"HeraMED" or the "Company"**) advises that the Extraordinary General Meeting (EGM) of the Company will be held at 10.00am (AEDT) on 26 March 2026 at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. For further information on your right to elect to receive documents from the Company electronically or physically, please see Attachment A to this letter.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: https://www.hera-med.com/

Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX:HMD).

Questions must be submitted in writing to the Company Secretary at cameron.jones@bio101.com at least 48 hours before the EGM.

Your vote is important

The business of the Meeting affects your shareholding and your vote is important. To vote in person, attend the Meeting on the date and at the place set out above.

All resolutions will be decided on a poll. The poll will be conducted based on votes submitted by proxy and at the Meeting. Shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online: https://xcend-portal.7g.com.au/login/sha
By post	Completing the enclosed Proxy Form and posting it to: Xcend Pty Ltd PO Box R1905 Royal Exchange NSW 1225
By email	Completing the enclosed Proxy Form and emailing it to: meetings@xcend.com

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Yours faithfully

Cameron Jones

Company Secretary

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Attachment A

Your right to elect to receive documents electronically or physically.

Recent changes to the Corporations Act provide for shareholders electing and requesting to receive documents (including notices of meeting and the annual financial report) electronically or in hard copy. You can make a standing election and/or request to receive some or all of your communications from the Company in physical or electronic form.

Shareholders can also elect not to receive certain documents, including the annual financial report.

We encourage you to provide your email address so we can communicate with you electronically and you are provided with information regarding the Company more efficiently and sustainably.

If you have made a prior election or request to receive documents in a certain manner then that election will continue to apply until such time as you notify the Company that you change your election or request. Any shareholder who has not made a prior election and/or request to receive documents in a certain form will be treated by the Company as having elected to receive all documents in electronic form.

How do I update my communications preferences?
If you wish to review or update your communication preferences, visit https://investor.xcend.app

If you are a shareholder and would like a physical copy of a communication, need further information about the options available to you or have questions about your holding, visit https://investor.xcend.app or contact our share registry:

Telephone: +61 (2) 8591-8509
Email: support@xcend.co
Website: https://www.xcend.co

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HeraMED Limited

https://www.hera-med.com

Registered Address
Suite 1.01, 117 Camberwell Road
Hawthorn East VIC 3123

ACN 626 295 314

(Company)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Explanatory Statement | Proxy Form

26 March 2026

10:00am (AEDT)

PLACE: Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123

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

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IMPORTANT INFORMATION

Time, date and place of meeting

Notice is given that the Meeting to which this Notice relates will be held on 26 March 2026 from 10:00am (AEDT) at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123.

This Notice is given based on circumstances at the date of this Notice. Should circumstances change, the Company will make an announcement on the ASX market announcements platform and on the Company's website at https://www.hera-med.com/investors. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: https://www.hera-med.com/investors. Alternatively, the Notice will also be available on the Company's ASX market announcements page (ASX:HMD).

Instructions on how to attend the Meeting and vote are in the Explanatory Statement which forms part of this Notice.

Your vote is important

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

How to attend the meeting and vote

To vote in person, attend the Meeting at the time, date and place set out above.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit any questions in advance of the Meeting to the Company. Questions must be submitted in writing to the joint Company Secretary at cameron.jones@bio101.com at least 48 hours prior to the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect of the formal items of business.

Asking questions

A discussion will be held on all items to be considered at the Meeting.

To ensure that as many Shareholders as possible have the opportunity to speak, Shareholders are requested to observe the following:

- all Shareholder questions should be stated clearly and be relevant to the business of the Meeting, including general questions about the business or management of the Company;
- if a Member has more than one question on an item, all questions should be asked at one time; and
- Shareholders should not ask questions at the Meeting regarding personal matters or those that are commercial in confidence.

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Voting by proxy

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

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

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

Online	Lodge the Proxy Form online. https://xcend-portal.7g.com.au/login/sha
By post	Completing the enclosed Proxy Form and posting it to: XCEND Pty Ltd PO Box R1905 Royal Exchange NSW 1225
By email	Completing the enclosed Proxy Form and emailing it to: meetings@xcend.co

Proxy vote if appointment specifies way to vote

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

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has two or more appointments that specify different ways to vote on the Resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Chair Voting of Undirected Proxy Votes

Subject to any restrictions set out in the Notice, the Chair intends to vote all undirected proxies nominating the Chair in favour of all Resolutions.

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AGENDA

Resolution 1 – Ratification of Prior Issue of Shares – February 2026

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 41,300,685 Shares at an issue price of $0.04 (4 cents) per Share to unrelated new and existing sophisticated and professional investors, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 1 by:

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

Resolution 2 – Approval for Issue of Shares

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 37,261,815 Shares at an issue price of $0.04 (4 cents) per Share to unrelated new and existing sophisticated and professional investors, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 2 by:

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

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Resolution 3 – Approval for Issue of Shares to Related Party – Sharon Howell

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 1,437,500 Shares at an issue price of $0.04 (4 cents) per Share to Sharon Howell (and/or her nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 3 by:

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

Resolution 4 – Approval for Issue of Options – Joint Lead Managers

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of an aggregate of 15,000,000 unlisted options (each with an exercise price of $0.06 (6 cents) and expiring three years from issue) at an issue price of $0.00001 (0.001 cents) per option to Westar Capital Limited and Shares in Value Pty Ltd (and/or their nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 4 by:

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

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Resolution 5 – Ratification of Prior Issue of Shares – August 2025

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 165,000,000 Shares at an issue price of $0.012 (1.2 cents) per Share to unrelated new and existing sophisticated and professional investors, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 5 by:

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

Resolution 6 – Ratification of Prior Issue of Options – Westar Capital Limited

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 20,000,000 unlisted options (each with an exercise price $0.02 (2 cents) and expiring 24 December 2028) to Westar Capital Limited, as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 6 by:

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

Resolution 7 – Approval to Issue Performance Rights to Related Party – Tim Chapman

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 2,500,000 performance rights to Tim Chapman (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

A voting exclusion statement and proxy voting prohibition of Resolution 7 is set out below.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 7 by:

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

Proxy voting Prohibition: Other than as set out below, a vote on Resolution 7 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 7 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 7; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 7; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 7 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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Resolution 8 – Approval to Issue Performance Rights to Related Party – David Hinton

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 1,500,000 performance rights to David Hinton (and/or his nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 8 by:

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

Proxy voting Prohibition: Other than as set out below, a vote on Resolution 8 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 8 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 8; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 8; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 8 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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Resolution 9 – Approval to Issue Options to Related Party – Sharon Howell

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of an aggregate of 3,000,000 unlisted options to Sharon Howell (and/or her nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of a person referred to in Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question or any of their associates.

However, this does not apply to a vote cast in favour of Resolution 9 by:

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

Proxy voting Prohibition: Other than as set out below, a vote on Resolution 9 must not be cast as proxy by a Restricted Voter.

A Restricted Voter may cast a vote on Resolution 9 as a proxy if either:

- the Restricted Voter is appointed as a proxy in writing that specifies the way that the proxy is to vote on Resolution 9; or
- the Restricted Voter is the Chair and the written appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on Resolution 9; and
  - expressly authorises the Chair to exercise the proxy even though Resolution 9 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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Resolution 10 – Approval for Issue of Options – Candour Advisory Pty Ltd

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of an aggregate of 4,000,000 unlisted options (each with an exercise price of $0.06 (6 cents) and expiring three years from issue) to Candour Advisory Pty Ltd (and/or its nominee(s)), as described in the Explanatory Statement which accompanied and formed part of this Notice."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) any of their associates.

However, this does not apply to a vote cast in favour of Resolution 10 by:

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

DATED: 24 February 2026

BY ORDER OF THE BOARD

Cameron Jones

Joint Company Secretary

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Meeting to be held at from 10:00am (AEDT) on 26 March 2026 at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

Full details of the business to be considered at the Meeting are set out below.

BUSINESS

Background to Resolutions 1 to 4

On 27 January 2026, the Company announced that it had received firm commitments for a capital raising by way of an issue of 80,000,000 Shares at $0.04 (4 cents) per Share to raise $3.2 million before costs of the issue. Westar Capital Limited and Shares in Value Pty Ltd acted as the **Joint Lead Managers** of the capital raising.

The capital raising is to be conducted across multiple tranches as described below:

- 41,300,685 Shares were issued on 4 February 2026 pursuant to the placement capacity available to the Company under Listing Rule 7.1 (38,340,685 Shares) and Listing Rule 7.1A (2,960,000 Shares). The Shares were issued to unrelated existing and new sophisticated and professional investors identified by the Joint Lead Managers or by the Company pursuant to its investor relations activities. Resolution 1 seeks Shareholder ratification for the purposes of Listing Rule 7.4 of the prior issue of these Shares.

- 37,261,815 Shares are to be issued, subject to Shareholder approval. These Shares are to be issued to unrelated existing and new sophisticated and professional investors identified by the Joint Lead Managers or by the Company pursuant to its investor relations activities. Resolution 2 seeks Shareholder approval for the purposes of Listing Rule 7.1 for the issue of these Shares.

- 1,437,500 Shares are to be issued to Sharon Howell (and/or her nominee(s)), subject to Shareholder approval. Resolution 3 seeks Shareholder approval for the purposes of Listing Rule 10.11 to issue these Shares to Sharon Howell (and/or her nominee(s)).

The Company agreed to issue the Joint Lead Managers an aggregate of 15,000,000 unlisted options ($0.06 (6 cents) and expiring three (3) years from issue) as part fees, subject to Shareholder approval. Resolution 4 seeks Shareholder approval for the purposes of Listing Rule 7.1 to issue these unlisted options to the Joint Lead Managers (and/or their nominee(s)).

Resolution 1 – Ratification of Prior Issue of Shares – February 2026

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Shares the subject of Resolution 1 were issued under the placement capacity available to the Company under Listing Rules 7.1 (38,340,685 Shares) and 7.1A (2,960,000 Shares).

The issue of the Shares the subject of Resolution 1 does not fit within any of the exceptions under Listing Rule 7.2 and, as it has not yet been approved by the shareholders of the Company, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% limit in

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Listing Rule 7.1A, reducing the capacity of the Company to issue further securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue of the Shares the subject of Resolution 1.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, Resolution 1 seeks shareholder approval of the issue of the Shares the subject of Resolution 1 under and for the purposes of Listing Rule 7.4.

If Resolution 1 is passed, the issue of Shares the subject of Resolution 1 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 1 is not passed, 38,340,685 Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 2,960,000 Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

The following information is provided in accordance with Listing Rule 7.5:

- The Shares the subject of Resolution 1 were issued to unrelated existing and new sophisticated and professional investors identified by the Joint Lead Managers or by the Company pursuant to its investor relations activities.
- 41,300,685 Shares were issued.
- The Shares were issued on 4 February 2026.
- Shares the subject of Resolution 1 had an issue price of $0.04 (4 cents) per Share.
- The issue of the Shares the subject of Resolution 1 raised approximately $1.65 million before costs. Funds raised from the issue of the Shares the subject of Resolution 1 have been, or will be, used to fund working capital to support and accelerate commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and several platforms in the US as well as Australia and Europe.
- A voting exclusion statement as set out in the Notice applies to Resolution 1.

Resolution 2 – Approval for Issue of Shares

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of the period.

The issue of the Shares the subject of Resolution 2 would exceed the 15% limit in Listing Rule 7.1 but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1.

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Resolution 2 seeks the required shareholder approval to issue 37,261,815 Shares under and for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 2, the Company will be able to issue 37,261,815 Shares the subject of Resolution 2 and raise $1.49 million before costs. In addition, the issue will be excluded from the calculation of the number of equity securities that the Company can issue without shareholder approval under Listing Rule 7.1. If shareholders do not approve Resolution 2 then the Company will not be able to issue the 37,261,815 Shares the subject of Resolution 2 and will not raise $1.49 million before costs from issue of those Shares.

The following information is provided in accordance with Listing Rule 7.3:

- The Shares the subject of Resolution 2 are to be issued to unrelated existing and new sophisticated and professional investors identified by the Joint Lead Managers or by the Company pursuant to its investor relations activities.
- The maximum number of Shares to be issued under Resolution 2 is 37,261,815.
- The Shares the subject of Resolution 2 are proposed to be issued shortly after the Meeting and in any event no more than three (3) months after the Meeting.
- Shares the subject of Resolution 2 will have an issue price of $0.04 (4 cents) per Share.
- The issue of the Shares the subject of Resolution 2 will raise approximately $1.49 million before costs. Funds raised from the issue of the Shares the subject of Resolution 2 will be used to fund working capital to support and accelerate commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and several platforms in the US as well as Australia and Europe.
- A voting exclusion statement as set out in the Notice applies to Resolution 2.

Resolution 3 – Approval to Issue Shares to Related Party – Sharon Howell

Listing Rules

Listing Rule 10.11 provides that a company must not, subject to specific exceptions, issue or agree to issue equity securities, to certain persons without the approval of shareholders. Persons that require approval for acquisition of equity securities include a related party. Sharon Howell is a Director and therefore a person to whom Listing Rule 10.11 applies.

The issue of Shares the subject of Resolution 3 does not fall within any of the exceptions (other than exception 11) in Listing Rule 10.12 and accordingly the issue requires prior shareholder approval under Listing Rule 10.11.

If shareholders approve Resolution 3, the Company will be able to issue 1,437,500 Shares to Sharon Howell (and/or her nominee(s)) and raise $57,500 before costs. If shareholders do not approve Resolution 3, the Company will not be able to issue the Placement Shares and Placement Options the subject of Resolution 3 to Sharon Howell (and/or her nominee(s)) and the Company will not raise $57,500 from issue of those Shares.

The following information is provided in accordance with Listing Rule 10.13:

- The Shares are to be issued to Sharon Howell (and/or her nominee(s)).
- Sharon Howell is a Director to whom Listing Rule 10.11.1 applies.
- 1,437,500 Shares are to be issued under Resolution 3.

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- The Shares the subject of Resolution 3 are proposed to be issued shortly after the Meeting and in any event no more than one (1) month after the Meeting.

- Shares the subject of Resolution 3 will have an issue price of $0.04 (4 cents) per Share.

- The issue of Shares the subject of Resolution 3 will raise $57,500. Funds raised from the issue of the Shares the subject of Resolution 3 have will be used to fund working capital to support and accelerate commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and several platforms in the US as well as Australia and Europe.

- A voting exclusion statement as set out in the Notice applies to Resolution 3.

Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the members (shareholders) of the company.

Section 228 defined a related party for the purposes of Chapter 2E (including section 208) of the Corporations Act to include a director of the Company.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is on terms that would be reasonable if the company and the related party were dealing on arm's length terms.

The Company considers that the proposed issue of the Shares under Resolution 3 is on arm's length terms. This view was formed on the basis that the Shares the subject of Resolution 3 are proposed to be issued on the same terms (in particular at the same price per Share) as offered to unrelated investors under the capital raising (refer Resolutions 1 and 2).

Resolution 4 – Approval for Issue of Options – Joint Lead Managers

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of the period.

The issue of the unlisted options the subject of Resolution 4 would exceed the 15% limit in Listing Rule 7.1 but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1.

Resolution 4 seeks the required shareholder approval to issue 15,000,000 unlisted options under and for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 4, the Company will be able to issue the 15,000,000 unlisted options to the Joint Lead Managers (and/or their nominee(s)). If shareholders do not approve Resolution 4 then the Company will not be able to issue the 15,000,000 unlisted options to the Joint Lead Managers (and/or their nominee(s)) and the Company may be required to negotiate an alternate form of consideration to be paid to the Joint Lead Managers in lieu of the issue of unlisted options, which may include a cash payment.

The following information is provided in accordance with Listing Rule 7.3:

- The unlisted options the subject of Resolution 4 are to be issued to the Joint Lead Managers (and/or their nominee(s)).

- The maximum number of securities to be issued under Resolution 4 is 15,000,000.

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- Unlisted options the subject of Resolution 4 have an exercise price of $0.06 (6 cents) and expire three (3) years from issue. The full terms of the unlisted options the subject of Resolution 4 are set out in Annexure A to this Explanatory Statement.

- The unlisted options the subject of Resolution 4 are proposed to be issued shortly after the Meeting and in any event no more than three (3) months after the Meeting.

- The unlisted options the subject of Resolution 4 are to be issued at $0.00001 (0.001 cents) per unlisted option. The unlisted options are being issued as part fees for service provided by the Joint Lead Managers in connection with the capital raising the subject of Resolutions 1 to 3.

- The unlisted options are being issued as part fees for services provided by the Joint Lead Managers in connection with the capital raising the subject of Resolutions 1 to 3. Funds raising on exercise of the unlisted options (if any) will be applied to meeting the working capital requirements of the Company at the date of exercise.

- The unlisted options are proposed to be issued pursuant to the mandate between the Company and the Joint Lead Managers. A summary of the material terms of that mandate is set out below:

    - The Company engaged the Joint Lead Managers to provide capital raising services in connection with the placement the subject of Resolutions 1 to 3.

    - The Company agreed to pay the Joint Lead Managers a fee comprising:

        - 6% of the gross amount raised under the placement; and

        - 15,000,000 unlisted options (being the options the subject of Resolution 4), subject to Shareholder approval.

    - The Company agreed to pay out-of-pocket expenses of the Joint Lead Managers, provided however that the Joint Lead Managers will not incur expenses in excess of $2,000 without the prior written approval of the Company.

    - The mandate otherwise contains terms common for an arrangement of this nature, including without limitation warranties and representations by the Company, a limitation of liability and indemnity and provisions relating to confidentiality.

- A voting exclusion statement as set out in the Notice applies to Resolution 4.

Background to Resolutions 5 and 6

On 4 August 2025, the Company announced that it received firm commitments from unrelated new and existing sophisticated and institutional investors for a capital raising by way of the issue of 165,000,000 Shares at $0.012 (1.2 cents) per Share to raise $1.98 million before costs of the issue. These Shares were issued on 13 August 2025. Resolution 5 seeks Shareholder ratification for the purposes of Listing Rule 7.4 of the prior issue of the 165,000,000 Shares.

Westar Capital Limited (**Westar**) acted as lead manager of the capital raising. The Company issued Westar 20,000,000 unlisted options (exercise price of $0.02 (2 cents) and expiry date of 24 December 2028) on 13 August 2025 in connection with Westar acting as lead manager of the capital raising. Resolution 6 seeks Shareholder ratification for the purposes of Listing Rule 7.4 of the prior issue of the 20,000,000 unlisted options to Westar.

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Resolution 5 – Ratification of Prior Issue of Shares – August 2025

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Shares the subject of Resolution 5 were issued under the placement capacity available to the Company under Listing Rules 7.1 (77,439,726 Shares) and 7.1A (87,560,274 Shares).

The issue of the Shares the subject of Resolution 5 does not fit within any of the exceptions under Listing Rule 7.2 and, as it has not yet been approved by the shareholders of the Company, it effectively uses up part of the 15% limit in Listing Rule 7.1 and the 10% limit in Listing Rule 7.1A, reducing the capacity of the Company to issue further securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue of the Shares the subject of Resolution 5.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1 and 7.1A.

To this end, Resolution 5 seeks shareholder approval of the issue of the Shares the subject of Resolution 5 under and for the purposes of Listing Rule 7.4.

If Resolution 5 is passed, the issue of Shares the subject of Resolution 5 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1 and 10% limit in Listing Rule 7.1A, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 5 is not passed, 77,439,726 Shares will be included in calculating the Company's 15% limit under Listing Rule 7.1 and 87,560,274 Shares will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

The following information is provided in accordance with Listing Rule 7.5:

- The Shares the subject of Resolution 5 were issued to unrelated existing and new sophisticated and institutional investors identified by Westar or by the Company pursuant to its investor relations activities.
- 165,000,000 Shares were issued.
- The Shares were issued on 13 August 2025.
- Shares the subject of Resolution 5 had an issue price of $0.012 (1.2 cents) per Share.
- The issue of the Shares the subject of Resolution 5 raised approximately $1.98 million before costs. Funds raised from the issue of the Shares the subject of Resolution 5 have been, or will be, used to fund working capital to support commercial deployments, pilots and integration of HeraCARE into large health systems, private clinics and a number of platforms in the US as well as Australia and Europe.
- A voting exclusion statement as set out in the Notice applies to Resolution 5.

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Resolution 6 – Ratification of Prior Issue of Options – Westar Capital Limited

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Unlisted options the subject of Resolution 6 were issued under the placement capacity available to the Company under Listing Rules 7.1.

The issue of the unlisted options the subject of Resolution 6 does not fit within any of the exceptions under Listing Rule 7.2 and, as it has not yet been approved by the shareholders of the Company, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the capacity of the Company to issue further securities without shareholder approval under Listing Rule 7.1 for the 12 month period following the date of the issue of the unlisted options the subject of Resolution 6.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval for such issues under Listing Rules 7.1

To this end, Resolution 6 seeks shareholder approval of the issue of the unlisted options the subject of Resolution 6 under and for the purposes of Listing Rule 7.4.

If Resolution 6 is passed, the issue of unlisted options the subject of Resolution 6 will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

If Resolution 6 is not passed, 20,000,000 unlisted options will be included in calculating the Company's 15% limit under Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12 month period following the issue date.

The following information is provided in accordance with Listing Rule 7.5:

- The unlisted options the subject of Resolution 6 were issued to Westar.
- 20,000,000 unlisted options were issued.
- Unlisted options the subject of Resolution 6 have an exercise price of $0.02 (2 cents) and expire 24 December 2028. The full terms of unlisted options the subject of Resolution 6 are set out in Annexure B to this Explanatory Statement.
- The unlisted options the subject of Resolution 6 were issued on 13 August 2025.
- Unlisted options the subject of Resolution 6 were issued as part fees for Westar acting as lead manager of the capital raising pursuant to the issue of Shares the subject of Resolution 5.
- The unlisted options the subject of Resolution 6 were issued as part fees for Westar acting as lead manager of the capital raising pursuant to the issue of Shares the subject of Resolution 5. Funds raised on exercise of the unlisted options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.

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- The unlisted options were issued pursuant to a mandate between the Company and Westar. A summary of the material terms of that mandate is set out below:
    - The Company engaged Westar to provide capital raising services in connection with the placement the subject of Resolution 5.
    - The unlisted options the subject of Resolution 5 were issued at $0.00001 (0.001 cents) per unlisted option.
    - The Company agreed to pay Westar a fee comprising:
        - 6% of the gross amount raised under the placement; and
        - 20,000,000 unlisted options (being the options the subject of Resolution 6).
    - The Company agreed to pay out-of-pocket expenses of Westar, provided however that Westar did not incur expenses in excess of $2,000 without the prior written approval of the Company.
    - The mandate otherwise contains terms common for an arrangement of this nature, including without limitation warranties and representations by the Company, a limitation of liability and indemnity and provisions relating to confidentiality.
- A voting exclusion statement as set out in the Notice applies to Resolution 6.

Resolutions 7 and 8 – Approval to Issue Performance Rights to Related Parties

Resolutions 7 and 8 seek shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue performance rights to Tim Chapman and David Hinton (and/or their respective nominee(s)) as incentive securities pursuant to the terms and conditions of the Plan.

The performance rights are proposed to have the following commercial terms.

Vesting Condition	Exercise Date – Exercise no later than
20 day VWAP of $0.0528 by 14 January 2027	18 months from vesting

The full terms of the performance rights are set out in Annexure D.

No cash amount is payable for the issue of performance rights or the conversion of vested performance rights.

If the Vesting Condition is not achieved by the Vesting Condition date of 14 January 2027 performance rights shall automatically lapse (subject to the terms of performance rights and the Plan).

The number of performance rights to be issued pursuant to Resolutions 7 and 8 are set out in the table below:

#	Recipient *	Total
7	Tim Chapman	**2,500,000**

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8	David Hinton	**1,500,000**
Total		**4,000,000**

** Performance rights may be issued to nominee(s) as advised to the Company.*

Listing Rules

The Company is proposing to issue the performance rights under the Plan (being an employee incentive scheme). Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company (Listing Rule 10.14.1);
- An associate of a director of the company (Listing Rule 10.14.2); or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of performance rights under Resolutions 7 and 8 respectively are to Directors (and/or their nominee(s)) who fall within Listing Rule 10.14.1 and therefore requires approval of Shareholders under Listing Rule 10.14.

If Shareholders:

- Approve Resolutions 7 and 8, the Company will be able to issue the performance rights the subject of Resolutions 7 and 8.
- Approve either Resolutions 7 or 8 (but not both), the Company will be able to issue the performance rights the subject of the Resolution approved by Shareholders. The Company will not however issue the performance rights the subject of the Resolution not approved by Shareholders. No alternate form of remuneration is proposed to be paid by the Company if Shareholders do not approve the issue of performance rights.
- Do not approve Resolutions 7 and 8, the Company will not be able to issue the performance rights the subject of Resolutions 7 and 8. No alternate form of remuneration is proposed to be paid by the Company if Shareholders do not approve the issue of performance rights.

The following information is provided in accordance with Listing Rule 10.15:

- The name of the proposed recipient and number of performance rights to be issued to them are set out in the table below:

#	Recipient *	Total
7	Tim Chapman	**2,500,000**
8	David Hinton	**1,500,000**
Total		**4,000,000**

** Performance rights may be issued to nominee(s) as advised to the Company.*

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- Each of the proposed recipients is a Director and therefore falls within Listing Rule 10.14.1.

- The total annual remuneration package of each of the proposed recipients is set out below:

  - Resolution 7: Tim Chapman - $90,000 Chairman and Director fees and $56,000 for additional investor relations and capital raising activities services.

  - Resolution 8: David Hinton - $50,000.

- No securities have previously been issued under the Plan to the proposed recipients.

- A summary of the key commercial terms of the performance rights the subject of Resolutions 7 and 8 are set out in the table below:

Vesting Condition	**Exercise Date – Exercise no later than**
20 day VWAP of $0.0528 by 14 January 2027	18 months from vesting

The full terms of the performance rights are set out in Annexure D. The performance rights are proposed to be issued as incentive securities to remunerate each of the proposed recipients. Performance rights were chosen as a means of preserving cash reserves in the Company whilst providing valuable remuneration to the recipients.

- A valuation of the performance rights attributed the following value to each performance right:

  - Total of $98,841.60 or $0.0247 per performance right.

- The performance rights the subject of Resolutions 7 and 8 are proposed to be issued shortly after the Meeting and in any event no later than 3 years after the Meeting.

- No funds are payable for the issue of the performance rights, which are being issued as incentive securities to remunerate the proposed recipients.

- A summary of the material terms of the Plan is set out in Annexure C.

- No loan will be made in relation to the issue of performance rights the subject of Resolutions 7 and 8.

- The Company confirms the following:

  - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

  - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolutions 7 and 8 are approved and who are not named in the Notice will not participate until approval is obtained under that rule.

- Voting exclusion statements as set out in the Notice apply to Resolutions 7 and 8.

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Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Each of the proposed recipients of performance rights is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and
- The related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of performance rights the subject of Resolutions 7 and 8 respectively are reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of each of the proposed recipients, the reliance by the Company on a limited number of personnel, the need for the Company to effectively incentivise its senior management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company and the terms of the performance rights (including the vesting conditions).

The Company considers issue of the performance rights is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

Section 195(4) of the Corporations Act

Notwithstanding the above, and although no Director participated in the decision making process in respect of securities proposed to be issued to them, the Directors acknowledge that Resolutions 7 to 9 relate to an issue of incentive securities to a majority of the Directors. Accordingly, the Directors propose Resolutions 7 to 9 each be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related parties will be issued the securities the subject of Resolutions 7 to 9.

Resolution 9 – Approval to Issue Options to Related Party – Sharon Howell

Resolution 9 seeks Shareholder approval, for the purposes of Listing Rule 10.14, section 195(4) of the Corporations Act and for all other purposes, to issue an aggregate of 3,000,000 unlisted options to Sharon Howell (and/or her nominee(s)) as incentive securities pursuant to the terms and conditions of the Plan.

Details of the commercial terms of the unlisted options are set out in the table below:

Number	Vesting Condition	Exercise Price	Expiry Date
3,000,000	20 day VWAP of $0.0528 by 14 January 2027	$0.0528	18 months from vesting

The full terms of the unlisted options are set out in Annexure E.

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Listing Rules

The Company is proposing to issue the performance rights under the Plan (being an employee incentive scheme). Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire equity securities under an employee incentive scheme:

- A director of the company (Listing Rule 10.14.1);
- An associate of a director of the company (Listing Rule 10.14.2); or
- A person whose relationship with the company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by shareholders (Listing Rule 10.14.3),

unless it obtains the approval of its shareholders.

The proposed issue of options under Resolution 9 is to a Director (and/or their nominee(s)) who fall within Listing Rule 10.14.1 and therefore requires approval of Shareholders under Listing Rule 10.14.

If Shareholders approve Resolution 9, the Company will be able to issue the unlisted options the subject of Resolution 9. If Shareholders do not approve Resolution 9, the Company will not be able to issue the unlisted options the subject of Resolution 9. No alternative form of remuneration is proposed to be payable if Shareholders do not approve Resolution 9.

The following information is provided in accordance with Listing Rule 10.15:

- The proposed recipient is Sharon Howell (and/or her nominee(s)).
- Sharon Howell is a Director and accordingly falls within Listing Rule 10.14.1.
- The number of securities to be issued is 3,000,000 unlisted options.
- The total remuneration package of Sharon Howell is USD$50,000.
- No securities have previously been issued under the Plan to Sharon Howell.
- A summary of the key commercial terms of the unlisted options the subject of Resolution 9 is set out in the table below:

Number	**Vesting Condition**	**Exercise Price**	**Expiry Date**
3,000,000	20 day VWAP of $0.0528 by 14 January 2027	$0.0528	18 months from vesting

The full terms of the unlisted options are set out in Annexure E. The unlisted options are proposed to be issued as incentive securities to remunerate Sharon Howell. Unlisted options were chosen as a means of preserving cash reserves in the Company whilst providing valuable remuneration to Sharon Howell.

- A Black-Scholes valuation of the unlisted options attributed the following value to each option: $0.1412 per unlisted option.

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- The unlisted options the subject of Resolution 9 are proposed to be issued shortly after the Meeting and in any event no later than 3 years after the Meeting.

- No funds are payable for the issue of the unlisted options, which are being issued as incentive securities to remunerate Sharon Howell.

- A summary of the material terms of the Plan is set out in Annexure C.

- No loan will be made in relation to the issue of unlisted options the subject of Resolution 9.

- The Company confirms the following:

    - Details of any securities issued under the Plan will be published in the annual report of the Company relating to the period in which the securities were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.

    - Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after Resolution 9 is approved and who are not named in the Notice will not participate until approval is obtained under that rule.

- A voting exclusion statement as set out in the Notice applies to Resolution 9.

Chapter 2E of the Corporations Act

Under Chapter 2E of the Corporations Act, a public company cannot give a "financial benefit" to a "related party" unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Sharon Howell is a Director and therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given to the related party as an officer of the Company and to give the remuneration would be reasonable given:

- The circumstances of the Company; and

- The related party's circumstances (including the responsibilities involved in the office or employment).

The Company considers the proposed issue of unlisted options to Sharon Howell the subject of Resolution 9 is reasonable remuneration and, as such, falls within the exception set out in section 211 of the Corporations Act.

In reaching this view, the Company has considered the position and responsibilities of Sharon Howell, the reliance by the Company on a limited number of personnel, the need for the Company to effectively incentivise its senior management whilst aligning that incentive with increasing shareholder value, the desirability of preserving cash resources within the Company and the terms of the unlisted options.

The Company considers issue of the unlisted options is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration.

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Section 195(4) of the Corporations Act

Notwithstanding the above, and although no Director participated in the decision making process in respect of securities proposed to be issued to them, the Directors acknowledge that Resolutions 7 to 9 relate to an issue of incentive securities to a majority of the Directors. Accordingly, the Directors propose Resolutions 7 to 9 each be put to Shareholders for the purpose of section 195(4) of the Corporations Act such that Shareholders determine whether the named related parties will be issued the securities the subject of Resolutions 7 to 9.

Resolution 10 – Approval for Issue of Options – Candour Advisory Pty Ltd

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of the period.

The issue of the unlisted options the subject of Resolution 10 would exceed the 15% limit in Listing Rule 7.1 but for Listing Rule 7.2 Exception 17. It therefore requires the approval of the shareholders of the Company under Listing Rule 7.1.

Resolution 10 seeks the required shareholder approval to issue 4,000,000 unlisted options under and for the purposes of Listing Rule 7.1.

If shareholders approve Resolution 10, the Company will be able to issue 4,000,000 unlisted options to Candour Advisory Pty Ltd (and/or its nominee(s)). If Shareholders do not approve Resolution 10 then the Company will not be able to issue 4,000,000 unlisted options to Candour Advisory Pty Ltd (and/or its nominee(s)) and the Company may be required to negotiate an alternate form of consideration to be paid to Candour Advisory Pty Ltd in lieu of the issue of unlisted options, which may include a cash payment.

The following information is provided in accordance with Listing Rule 7.3:

- The unlisted options the subject of Resolution 10 are to be issued to Candour Advisory Pty Ltd (and/or its nominee(s)).
- The maximum number of securities to be issued under Resolution 10 is 4,000,000.
- Unlisted options the subject of Resolution 4 have an exercise price of $0.06 (6 cents) and expire three (3) years from issue. The full terms of the unlisted options the subject of Resolution 10 are set out in Annexure A to this Explanatory Statement.
- The unlisted options the subject of Resolution 10 are proposed to be issued shortly after the Meeting and in any event no more than three (3) months after the Meeting.
- The unlisted options are being issued as part fees for investor relations and corporate advisory services provided by Candour Advisory Pty Ltd to the Company. The unlisted options have a deemed issue price of $0.0001 (0.01 cents) per unlisted option.
- The unlisted options are being issued as part fees for investor relations and corporate advisory services provided by Candour Advisory Pty Ltd to the Company. Funds raising on exercise of the unlisted options (if any) will be applied to meeting the working capital requirements of the Company at the date of exercise.
- The unlisted options are proposed to be issued pursuant to an engagement letter between the Company and Candour Advisory Pty Ltd. A summary of the material terms of that engagement letter is set out below:
    - The Company engaged Candour Advisory Pty Ltd to provide investor relations and corporate advisory services to the Company.

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- The engagement letter is for an initial term of 6 months with potential for extensions for further 3 month periods.
- The Company agreed to pay Candour Advisory Pty Ltd a fee for the initial term comprising:
  - A monthly retainer of $7,000 plus GST; and
  - 4% of funds raised by the Company from investor introduced by Candour Advisory Pty Ltd, plus options as mutually agreed; and
  - 4,000,000 unlisted options, with 2,000,000 options vesting subject to Candour Advisory Pty Ltd being continuously engaged by the Company for 6 months and not being terminated for cause.
- The Company agreed to pay out-of-pocket expenses of Candour Advisory Pty Ltd, provided however that Candour Advisory Pty Ltd will not incur expenses in excess of $500 without the prior written approval of the Company.
- The mandate otherwise contains terms common for an arrangement of this nature, including without limitation an indemnity and release, provisions with respect to termination of the engagement letter and provisions relating to confidentiality.

- A voting exclusion statement as set out in the Notice applies to Resolution 10.

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GLOSSARY

$	means Australian dollars.
AEST	means Australian Eastern Standard Time as observed In Melbourne, Victoria.
ASX	means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
Auditor's Report	means the auditor's report contained in the Annual Financial Statements.
Board	means the current board of directors of the Company.
Chair	means the chair of the Meeting.
Company	means HeraMED Limited (ACN 626 295 314).
Constitution	means the current constitution of the Company.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
Explanatory Statement	means the explanatory statement accompanying the Notice.
Key Management Personnel	has the meaning given to that term in the Listing Rules.
Listing Rules	means the Listing Rules of ASX.
Meeting	means the Extraordinary General Meeting of Shareholders convened by the Notice.
Notice	means this notice of meeting including the Explanatory Statement and the Proxy Form.
Plan	means the Employee Incentive Plan.
Proxy Form	means the proxy form accompanying the Notice.
Resolutions	means the resolutions set out in the Notice, or any one of them, as the context requires.
Restricted Voter	means a member of the Key Management Personnel, whose remuneration is included in the Remuneration Report, or a closely related party of such a member.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.
Share Registry	means the Company's share registry, Xcend Pty Ltd.
VWAP	means volume weighted average price.

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Annexure A – Terms of Options – Resolutions 4 and 10

References in this Annexure A to "Options" is to the options the subject of Resolutions 4 and 10. Terms defined in this Annexure A have that meaning for the purposes of this Annexure A.

(a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.

(b) The exercise price of each Option is $0.06 (6 cents) (**Exercise Price**).

(c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on the date which is three (3) years from the date of issue (**Expiry Date**).

(d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.

(e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.

(f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.

(g) The Exercise Price is payable in full upon exercise of Options.

(h) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of $1,000.

(i) All Shares issued upon exercise of Options will rank pari passu in all respects with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.

(j) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of Equity Securities offered to Shareholders without first exercising the Option. Prior to the Expiry Date and if required by the Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the Listing Rules in respect of offers of Equity Securities made to Shareholders.

(k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

(l) Options will otherwise have the terms as required by ASX and the Listing Rules.

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Annexure B – Terms of Options – Westar Options – Resolution 6

References in this Annexure B to "Options" is to the options the subject of Resolution 6. Terms defined in this Annexure B have that meaning for the purposes of this Annexure B.

(a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.

(b) The exercise price of each Option is $0.02 (2 cents) (**Exercise Price**).

(c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on 24 December 2028 (**Expiry Date**).

(d) Options may be exercised by providing written notice together with payment for the number of Shares in respect of which Options are exercised to the registered office of the Company.

(e) Any Option that has not been exercised prior to the Expiry Date or cancelled in accordance with these terms shall automatically lapse.

(f) An Option shall not be able to be exercised (and the Company will not be required to issue Shares upon such exercise) if it would be unlawful to do so.

(g) The Exercise Price is payable in full upon exercise of Options.

(h) Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of $1,000.

(i) All Shares issued upon exercise of Options will rank pari passu in all respects with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.

(j) There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of Equity Securities offered to Shareholders without first exercising the Option. Prior to the Expiry Date and if required by the Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the Listing Rules in respect of offers of Equity Securities made to Shareholders.

(k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

(l) Options will otherwise have the terms as required by ASX and the Listing Rules.

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Annexure C – Terms of Employee Incentive Plan

The Shareholders approved the adoption of the Employee Incentive Plan (**Plan**) at the Annual General Meeting of the Company on 29 May 2025.

The maximum number of securities which may be issued under the Plan from time to time is 87,560,274.

Shares issued on exercise of an option or exercise or conversion of an interest issued under the Plan, and options or other interests which have been cancelled or which have lapsed are not counted in determining the number of securities issued under the Plan.

A total of 6,000,000 securities have previously been issued under the Plan.

Any issues of securities under the Plan will be announced to ASX.

The Plan provides for shares, options or other securities or interests (including performance rights) to be issued to eligible persons. The purpose of the Plan is to:

- provide eligible persons with an additional incentive to work to improve the performance of the Company;
- attract and retain eligible persons essential for the continued growth and development of the Company;
- promote and foster loyalty and support amongst eligible persons for the benefit of the Company; and
- enhance the relationship between the Company and eligible persons for the long-term mutual benefit of all parties.

Eligible persons are directors, officers and employees of, or consultants to, the Company or an associated body corporate and, in the case of consultants, may include bodies corporate. Participants in the Plan, the number, type and terms of any securities offered or issue, and the terms of any invitation, offer or issue are determined by the Board with the advice of the remuneration committee, if any.

Directors and other related parties of the Company may only participate in the Plan if prior Shareholder approval is obtained in accordance with the Listing Rules.

The Directors may make loans to eligible persons to assist acquiring or for the purpose of acquiring securities under the Plan, subject to compliance with the Corporations Act and Listing Rules.

The Board is to administer the terms of the Plan, including but not limited to determining the terms of securities issued, adoption of rules subordinate to the Plan for the administration of the Plan and the suspension or termination of the Plan.

The Plan is to be interpreted and applied in accordance with and subject to the Listing Rules.

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Annexure D – Terms of Performance Rights – Resolutions 7 and 8

Terms and conditions of the Performance Rights the subject of Resolutions 7 and 8 are as follows:

1. **Right to acquire Share**: Each Performance Right will confer on the holder the right to convert, upon satisfaction of the Vesting Condition by the Exercise Date, one (1) ordinary share in the Company at no cost.

2. **Vesting Condition and Exercise Dates**: The applicable Vesting Conditions required to be satisfied for Performance Rights to be able to be exercised by the holder and the applicable Exercise Dates (being the last date for the satisfaction of Vesting Conditions and exercise of Performance Rights) for each respective class of Performance Rights are set out in the table in the Explanatory Statement relating to Resolutions 7 and 8 to which these terms of performance rights are annexed.

3. **Vesting**: The Performance Rights will vest and become capable of exercise immediately upon the applicable Vesting Condition being satisfied prior to the applicable Exercise Date. Vested Performance Rights can be exercised into Shares by the holder providing written notice of exercise of the vested Performance Rights they hold to the Company prior to the Exercise Date applicable to those vested Performance Rights.

4. **Expiry**: The Performance Rights will lapse and expire if:

   a. the applicable Vesting Condition is not achieved by the applicable Exercise Date; or

   b. the applicable Vesting Condition is achieved, but the vested Performance Rights are not exercised by the applicable Exercise Date, unless otherwise determined by the Board.

5. **Not transferable**: the Performance Rights are not transferable.

6. **Shares**: Shares issued upon the exercise of Performance Rights shall rank equally in all respects with all other Shares on issue.

7. **Change of Control**: If a Change of Control occurs, the Vesting Conditions in respect of 50% of any unvested Performance Rights shall be deemed to have been waived, and the Board will determine, in its absolute discretion, whether any additional Vesting Conditions will be waived, an Award replaced, or an Award will lapse.

   A Change of Control Event means:

   a. a takeover bid (as defined under the Corporations Act): upon the occurrence of the offeror under a takeover offer in respect of all the Shares announcing that it has achieved acceptances in respect of more than 50.1% of the Shares and that takeover bid has become unconditional (except any condition in relation to the cancellation or conversion of the Performance Rights); or

   b. a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)) provided such merger results in a change of control of more than 50% of the ordinary voting securities in the Company.

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8. **Plan**: Subject to any inconsistency with the above, in which case the terms in this Annexure D will prevail, the Performance Rights will otherwise have the terms set out in the Plan.

9. **ASX**: Performance Rights will otherwise have terms required by ASX.

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Annexure E – Terms of Options – Resolution 9

Options have exercise prices, vesting dates and expiry dates as set out in the tables for Resolution 9 of the Explanatory Statement to which these terms are annexed and otherwise have terms set out below:

- Subject to vesting or as otherwise set out in these terms, each option (**Option**) entitles the holder to acquire one ordinary fully paid share (**Share**) in the capital of the Company.
- The exercise price is a price to exercise each Option as set out in the Explanatory Statement to which these terms are annexed.
- The vesting conditions applicable to the Options are set out in the Explanatory Statement to which these terms are annexed.
- The Options expire at 5pm (Melbourne time) on the date set out in the Explanatory Statement to which these terms are annexed.
- The Options, once vested, can be exercised by completing an option exercise form and delivering it together with the payment for the number of Shares in respect of which the options are exercised to the Company's share registry.
- Any Option that has not been exercised prior to the expiry date automatically lapses.
- Holders shall not be entitled to exercise their Options (and the Company will not be required to issue shares upon such exercise) if it would be unlawful to do so.
- Subject to any other provision in these terms, the exercise price is payable in full on exercise.
- Options are not transferable and will not be listed.
- In lieu of paying the cash exercise price and receiving the number of Shares underlying the Options which have been exercised, an Option holder may elect to receive, without payment of the cash exercise price, the number of Shares determined in accordance with the following formula:

$$A = \frac{B \times (C-D)}{C}$$

Where:

A = the number of Shares to be issued to the Option holder on cashless exercise;

B = the number of Shares otherwise issuable upon the Options being exercised;

C = the Market Value of one Share; and

D = the exercise price of the relevant Option.

Market Value = the closing price of the Shares on the ASX on the trading day prior to the date that the Option holder requests cashless exercise of Options.

The cashless exercise of Options is subject to and conditional upon compliance with all applicable laws.

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- Where an Option holder determines to exercise some, but not all, of their held Options, the total aggregate amount payable to exercise the Options must be a minimum of $1,000.

- All Shares issued upon exercise of Options will rank pari passu in all respect with, and have the same terms as, the Company's then issued fully paid ordinary shares. The Company will apply for official quotation by ASX of all Shares issued upon exercise of Options, subject to any restriction obligations imposed by ASX and the Company being listed on ASX at the relevant time. The Options will not give any right to participate in dividends until shares are issued pursuant to the terms of the relevant Options.

- There are no participation rights or entitlements inherent in the Options. Option holders are not entitled to participate in new issues of securities offers to shareholders without first exercising the Option. Prior to the Expiry Date and if required by the ASX Listing Rules, the Company will send notices to option holders in accordance with the time limits required by the ASX Listing Rules in respect of offers of securities made to shareholders.

- In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the exercise price of the Options or both shall be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

- Options will otherwise have the terms as required by ASX and the ASX Listing Rules.

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HERAMED LIMITED
ACN 626 295 314

XCEND INVESTOR SUPPORT
www.xcend.co
+61 (2) 8591 8509
support@xcend.co

Your Extraordinary General Meeting Proxy Form

Proxy Voting Instructions

Appointment of a Proxy

A proxy is someone you appoint to attend the meeting and vote on your behalf. You don't need to attend the meeting yourself.

Step 1: Decide Who Will Be Your Proxy

You have two options:

OPTION A: Appoint the Chair of the Meeting

- Simply cross the box marked "The Chair of the Meeting"
- The Chair of the Meeting will vote according to your directions
- If you don't give directions, the Chair of the Meeting intends to vote in FAVOUR of all resolutions

OPTION B: Appoint Someone Else

- Write the full name of the person you want to appoint
- They must attend the meeting to vote on your behalf
- They can be another shareholder or anyone you choose

Important: If you hold 2 or more votes, you can appoint up to TWO proxies by using separate proxy forms.

Step 2: Direct How Your Proxy Should Vote

For each resolution, mark ONE box only with an "X"

FOR	AGAINST	ABSTAIN
You support the resolution	You oppose the resolution	You don't want to vote

Voting Exclusions and Prohibitions

Refer to the Notice of Meeting for detailed information of the voting exclusions.

Step 3: Sign the Proxy Form

You must sign the form correctly or it will be invalid:

If you are	You must
Individual shareholder	Sign your name.
Joint shareholders	All must sign.
Corporate shareholder	Sign by authorised officer(s). Sole Director/Secretary; or Sole Director (where no Secretary exists); or two Directors; or Director + Secretary. Print name and position below signature.
Power of Attorney	Sign by authorised attorney. Power of Attorney must be lodged with the Share Registrar for notation. If not already lodged, attach a certified copy to this form.
Nominee/Custodian	Sign by authorised signatory(s). Attach a custodial certificate to this form.

Attending the Meeting

Date and time	Thursday 26 March 2026 at 10:00am (AEDT)
Location	Suite 1.01, 117 Camberwell Road Hawthorn East VIC 3123
Arriving at the Meeting & What to Bring	• Arrive early (15-30mins before the meeting time) to allow for registration • Go to the registration desk • Present your proxy form - helps with registration • Photo ID - may be required • Corporate Representative Form – if attending on behalf of a company

How to Lodge a Proxy

Online (Recommended Fastest)

Method 1: Scan QR Code

Use your phone or tablet to scan the QR code on your proxy form.

Method 2: Go to Website

Visit: https://investor.xcend.app/sha

Select: HeraMED Limited
Enter HIN/SRN: «AccountNumber»
Enter Postcode: if within Australia or
Select Country: if outside Australia

Method 3: Registered Users

Visit https://investor.xcend.app
Enter your username and password, then click voting

Email

- Scan your completed and signed proxy form
- Email to: meetings@xcend.co

Post

Mail your completed and signed proxy form to:
Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225
Allow extra time for postal delivery

DEADLINE: Tuesday 24 March 2026 at 10:00am (AEDT)
(48 hours before the meeting)

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SAMPLE

SRN/HIN:

Registered Name & Address

If Your Address is Incorrect

- Update it in the space provided on the proxy form, OR
- If your shares are broker-sponsored (HIN starts with 'X'), contact your broker

Your Proxy Form - HeraMED Limited
Extraordinary General Meeting March 2026

Appointment of Proxy

I/We, being member(s) of HeraMED Limited ("Company") and entitled to attend and vote, hereby appoint:

☐ **The Chair of the Meeting** (Mark box with an X) **OR** **Name of Proxy** (If you are **NOT** appointing the Chair of the Meeting, write the name of the person or body corporate)

or failing the person or body corporate named, or if no person or body corporate is named above, the Chair of the Meeting, as my/our proxy to vote on my/our behalf at the Extraordinary General Meeting on Thursday 26 March 2026 at 10:00am (AEDT) at Suite 1.01, 117 Camberwell Road, Hawthorn East VIC 3123 (including any postponement or adjournment).

The proxy must vote as directed below or, if no directions are given, may vote as they see fit to the extent permitted by law.

The Chair of the Meeting intends to vote undirected proxies in FAVOUR of all Resolutions. Please refer to the Notice of Meeting for voting exclusions. By appointing the Chair as proxy (or where the Chair becomes proxy by default), the relevant Shareholder expressly authorises the Chair to exercise the proxy of the relevant Shareholder on all Resolutions (except where the relevant Shareholder has indicated a different voting intention below), including on Resolutions 7 to 9, even though Resolutions 7 to 9 are connected directly or indirectly with the remuneration of Key Management Personnel of the Company, which includes the Chair.

Provide Your Proxy Voting Directions

For each resolution: Mark ONE box with an "X" to vote all shares OR write number of shares in each box to split your vote.

	Resolutions	For	Against	Abstain
1	Ratification of Prior Issue of Shares – February 2026			
2	Approval for Issue of Shares			
3	Approval for Issue of Shares to Related Party – Sharon Howell			
4	Approval for Issue of Options – Joint Lead Managers			
5	Ratification of Prior Issue of Shares – August 2025			
6	Ratification of Prior Issue of Options – Westar Capital Limited			
7	Approval to Issue Performance Rights to Related Party – Tim Chapman			
8	Approval to Issue Performance Rights to Related Party – David Hinton			
9	Approval to Issue Options to Related Party – Sharon Howell			
10	Approval for Issue of Options – Candour Advisory Pty Ltd			

Please Sign and Return

* This section must be completed.

By signing this form, I/we confirm my/our authority to appoint the named proxy with voting directions as indicated above and hereby revoke any previously lodged proxy for this meeting.

Securityholder 1	Joint Securityholder 2	Joint Securityholder 3
Sole Director/Sole Company Secretary	Director/Company Secretary	Director/Company Secretary
Print Name of Securityholder	Print Name of Securityholder	Print Name of Securityholder

Update your communication details:

Email Address

Phone Number (Contactable during business hours)

By providing your email address, you consent to receive all future Securityholder communications electronically.

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SAMPLE