

ASX ANNOUNCEMENT

22 May 2024

Addendum to Notice of Meeting

HeraMED Limited (**ASX:HMD**) ("**HeraMED**" or the "**Company**") refers to the Company's Notice of Annual General Meeting (**Notice**) dated 30 April 2024. The Directors of the Company have determined to issue an Addendum to the Notice of Meeting (**Addendum**). This Addendum has been issued to allow shareholders the opportunity to consider and vote on matters critical to the future of the Company.

The Company advises that the time and date of the Annual General Meeting of Shareholders has changed. It will now be held at 10.30am (AEST) on 20 June 2024 at BDO Offices, Tower 4, Level 18/727 Collins Street, Docklands VIC 3008.

In accordance with Part 1.2AA of the Corporations Act 2001, the Company will only be dispatching physical copies of the Addendum to Shareholders who have elected to receive physical documents.

The Addendum 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 Addendum will also be available on the Company's ASX market announcements page (ASX: HMD).

A new proxy form accompanies this Addendum. The new proxy form replaces the old proxy form which accompanied the Notice and includes provision to vote on the new resolutions added to the business of the Annual General Meeting pursuant to this Addendum.

If you have already returned the old proxy form you can complete and return the new proxy form to vote on the new resolutions (or to change your proxy voting instructions for any of the resolutions). Otherwise your old proxy form will continue to be treated as your proxy form for the purposes of the Annual General Meeting.

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.

Yours faithfully

Cameron Jones

Company Secretary

HeraMED Limited



<https://www.hera-med.com>

Registered Address
201/697 Burke Rd,
Camberwell VIC 3124
ACN 626 295 314

(Company)

ADDENDUM

TO THE

NOTICE OF 2024 ANNUAL GENERAL MEETING

THE AGM HAS BEEN POSTPONED TO 10.30AM (AEST) ON 20 JUNE 2024. THE AGM IS TO BE HELD AT BDO, TOWER 4, LEVEL 18, 727 COLLINS STREET, MELBOURNE, VIC, 3008, AUSTRALIA

THE DEADLINE FOR RETURNING PROXIES IS NOW 10.30AM (AEST) ON 18 JUNE 2024

IMPORTANT INFORMATION

Addendum

This addendum (**Addendum**) is an addendum to the Company's Notice of 2024 Annual General Meeting dated 30 April 2024 (**Notice**) for the 2024 Annual General Meeting of the Shareholders (**Annual General Meeting**). This Addendum varies the Notice and the Explanatory Statement which accompanied and formed part of the Notice, and this Addendum should be read together with the Notice and the Explanatory Statement.

This Addendum is given based on circumstances as at 21 May 2024, being the date of this Addendum. 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/>. Shareholders are urged to monitor the ASX announcements platform and the Company's website.

This Addendum 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 Addendum is available on the Company's ASX market announcements page (ASX: HMD).

Purpose of this Addendum

The purpose of this Addendum is to postpone the date of holding the Annual General Meeting and to add new resolutions to the business of the Annual General Meeting.

Further details are set out below.

Postponement of Annual General Meeting

As announced to ASX on 8 May 2024, the Company applied to ASIC to extend the date by which the Company was required to hold its 2024 Annual General Meeting. ASIC granted the application for an extension and extended the date by which the Company was required to hold its 2024 Annual General Meeting to 20 June 2024.

Having regard to the extension of time to hold the 2024 Annual General Meeting as granted by ASIC, the Company has determined to postpone the date of the Annual General Meeting to 10.30AM (AEST) on 20 June 2024 at Tower 4, Level 18, 727 Collins Street, Melbourne, VIC, 3008, Australia.

The purpose of the postponement is to add Resolutions to the business of the Annual General Meeting which relate to the recent capital raising initiative of the Company as well to provide Shareholders with the opportunity to vote on changes to the Board of Directors, each as announced to ASX on 10 May 2024.

The deadline for return of proxy forms is also updated to 10.30AM (AEST) on 18 June 2024.

New Resolutions

The Notice is amended pursuant to this Addendum to include nine additional Resolutions (Resolutions 6 to 12C) as set out in this Addendum to the business to be considered at the Annual General Meeting. These additional Resolutions relate to the recent capital initiatives and Board changes of the Company as announced to ASX on 10 May 2024 and the proposed issue of incentive securities to the Directors of the Company.

The additional Resolutions are set out on pages 5 to 11 of this Addendum, which amend the agenda of the Annual General Meeting to add the additional Resolutions. The explanatory text

for the additional Resolutions is set out on pages 12 to 26 of this Addendum, which updates the Statement to include details of the additional Resolutions.

Replacement proxy form

A new proxy form accompanies this Addendum. The new proxy form replaces the old proxy form which accompanied the Notice and includes provision to vote on the new resolutions added to the business of the Annual General Meeting pursuant to this Addendum.

If you have already returned the old proxy form you can complete and return the new proxy form to vote on the new resolutions (or to change your proxy voting instructions for any of the resolutions). Otherwise your old proxy form will continue to be treated as your proxy form for the purposes of the Annual General Meeting.

Your vote is important

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

How to attend the meeting and vote

To vote in person, attend the Annual General 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 Company Secretary at cosec@bio101.com at least 48 hours prior to the Annual General 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 should be relevant to the business of the Meeting, including matters arising from the Annual Report and 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.

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 2001* (Cth) (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 may exercise one-half of the votes.

Online	Lodge the Proxy Form online. https://xcend-portal.7q.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 of the meeting 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.

AGENDA

Ordinary Business

Conversion of Convertible Notes

1. **Resolution 6** – Approval for issue of Shares – conversion of Convertible Notes

To consider and, if thought fit, to pass, with or without amendment, 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 235,000,000 fully paid ordinary shares at a deemed issue price of \$0.01 (1 cent) per share on the conversion of convertible notes of the Company held by unrelated sophisticated and professional investors, on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice of Annual General Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of any 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 Company) and any associate of that person or those persons.

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 of the Annual General Meeting 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.

Ratification of prior issue of Shares

2. **Resolution 7** – Ratification of prior issue of Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve the ratification of the prior issue of 35,000,000 fully paid ordinary shares at an issue price of \$0.01 (1 cent) per share to an unrelated sophisticated investor, on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice of Annual General Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved and any associate of that person or those persons.

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 of the Annual General Meeting 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.

Approval for issue of Shares to related party

3. **Resolution 8** – Approval for issue of Shares to related party

To consider and, if thought fit, to pass, with or without amendment, 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 5,000,000 fully paid ordinary shares at an issue price of \$0.01 (1 cent) per share to Timothy Chapman (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice of Annual General Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 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 Company) and any associate of that person or those persons.

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 of the Annual General Meeting 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.

Approval for issue of Options

4. **Resolution 9** – Approval for issue of Options

To consider and, if thought fit, to pass, with or without amendment, 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 67,500,000 options (each with an exercise price of \$0.01 and expiring three (3) years from issue) to Westar Capital Limited (and/or its nominee(s)) on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of the Notice of Annual General Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of any 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 Company) and any associate of that person or those persons.

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 of the Annual General Meeting 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.

Election Of Director

5. **Resolution 10** – Election of Anoushka Gungadin as Director

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

“That Ms Anoushka Gungadin, a Director appointed to fill a casual vacancy and holding office until the next general meeting of the Company after her appointment in accordance with clause 14.4 of the Constitution, be elected as a Director of the Company, effective immediately.”

Ratification of prior agreement to issue Shares

6. **Resolution 11** – Ratification of prior agreement to issue Shares

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve the ratification of the prior agreement of the Company to issue of 5,000,000 fully paid ordinary shares at a deemed issue price of \$0.01 (1 cent) per share to Keystonegroup Investments Pty Ltd, on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of this Notice of Annual General Meeting.

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of a person who participated in the issue or is a counterparty to the agreement being approved and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 11 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 of the Annual General Meeting 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.

Approval for issue of Options to related party – Anoushka Gungadin

7. **Resolution 12A** – Approval for issue of Options to related party – Anoushka Gungadin

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 5,000,000 options (each with an exercise price of \$0.02 and expiring four (4) years from issue) to Anoushka Gungadin (and/or

her nominee(s)), on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of this Notice of Annual General Meeting.”

A voting exclusion statement and proxy voting prohibition for Resolution 12A is set out below.

Approval for issue of Options to related party – David Hinton

8. Resolution 12B – Approval for issue of Options to related party – David Hinton

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 3,000,000 options (each with an exercise price of \$0.02 and expiring four (4) years from issue) to David Hinton (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of this Notice of Annual General Meeting.”

A voting exclusion statement and proxy voting prohibition for Resolution 12B is set out below.

Approval for issue of Options to related party – Timothy Chapman

9. Resolution 12C – Approval for issue of Options to related party – Timothy Chapman

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as an **Ordinary Resolution**:

“That, for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, shareholders approve the issue of 5,000,000 options (each with an exercise price of \$0.02 and expiring four (4) years from issue) to Timothy Chapman (and/or his nominee(s)), on the terms and conditions set out in the Explanatory Statement that accompanied and formed part of this Notice of Annual General Meeting.”

A voting exclusion statement and proxy voting prohibition for Resolution 12C is set out below.

Voting Exclusion Statement – Resolutions 12A to 12C: The Company will disregard any votes cast in favour of Resolutions 12A to 12C respectively 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) and any associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolutions 12A to 12C respectively 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 of the Annual General Meeting 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 – Resolutions 12A to 12C: Other than as set out below, a voting on Resolutions 12A to 12C respectively must not be cast as proxy by a Restricted Voter (as defined in Resolution 1). A Restricted Voter may cast a vote on Resolutions 12A to 12C respectively as proxy if either:

- The Restricted Person is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolutions 12A to 12C respectively; or
- The Restricted Voter is the Chair of the Annual General Meeting and the written appointment of the Chair of the Annual General Meeting as proxy:
 - Does not specify the way the proxy is to vote on Resolutions 12A to 12C respectively; and
 - Expressly authorises the Chair of the Annual General Meeting to exercise the proxy even though Resolutions 12A to 12C respective are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

DATED: 21 May 2024

BY ORDER OF THE BOARD

Cameron Jones

Company Secretary

EXPLANATORY STATEMENT

The Company hereby gives notice of the amendment to the Explanatory Statement which accompanied and formed part of the Notice as set out in this Addendum, including the following amendment and inclusion of additional information about Resolutions 6 to 12C.

The information contained herein is to follow the end of the Explanatory Statement text for Resolution 5.

Resolution 6 – Approval for issue of Shares – conversion of Convertible Notes

On 10 May 2024, the Company announced that it had issued 235,000,000 convertible notes (**Notes**) with a face value and issue price of \$1.00 per Note to raise \$2.35m before costs.

Westar Capital Limited (**Westar**) acted as lead manager of the Note issue. The Notes were issued to unrelated sophisticated and professional investors who were clients of Westar or who were identified by the Company as part of its investor relations activities.

The Notes are convertible to Shares by dividing the face value of Notes by the conversion price of \$0.01 (1 cent) per Share (100 Shares per Note converted), subject to Shareholder approval which is sought under Resolution 6. The conversion of Notes is to occur shortly after receipt of Shareholder approval which is sought under Resolution 6. If Shareholders do not approve the conversion of Notes into Shares then the face value of the Notes is redeemable for cash within one month of the date of the Annual General Meeting.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of Shareholders at a general meeting.

If shareholders approve Resolution 6, the Notes will all convert into an aggregate of 235,000,000 Shares. The issue of Shares on conversion of the Notes into Shares will also increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 6 then the face value of the Notes (\$2.35m) is redeemable for cash within one month of the date of the Annual General Meeting.

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

- The Shares are to be issued on conversion of existing Notes. The Notes are held by unrelated sophisticated and professional investors who were clients of Westar or who were identified by the Company as part of its investor relations activities.
- The number of securities to be issued if Shareholders approve Resolution 6 is 235,000,000 Shares.

- The Shares are proposed to be issued shortly after the Annual General Meeting and in any event no later than 3 months after the date of the Annual General Meeting.
- The Shares are to be issued on conversion of Notes by dividing the face value of Notes by the conversion price of \$0.01 (1 cent) per Share (100 Shares per Note converted).
- No funds will be raised from issue of the Shares, which are to be issued on conversion of existing Notes. A total of \$2.35m was raised from issue of the Notes. Funds raised from issue of the Notes have been, or will be, used to fund the working capital of the company. If Shareholders do not approve Resolution 6 then the face value of the Notes (\$2.35m) is redeemable for cash within one month of the date of the Annual General Meeting.
- The Shares the subject of Resolution 6 are to be issued on conversion of the Notes. A summary of the material terms of the Notes is set out below:
 - 2.35 million convertible notes each with the issue price of \$1 to raise \$2.35 million without interest
- A voting exclusion statement as set out in the Agenda applies to Resolution 6.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 6.

Resolution 7 – Ratification of prior issue of Shares

Concurrent with the issue of the Notes the subject of Resolution 7, the Company announced that it had agreed to issue 35,000,000 fully paid ordinary shares to an unrelated sophisticated investor identified by Westar at an issue price of \$0.01 (1 cent) per Share to raise \$350,000 before costs. The Shares were issued on 20 May 2024. The Shares were issued under the placement capacity available to the Company under Listing Rule 7.1. Westar acted as lead manager in connection with the issue of the Shares the subject of Resolution 7.

The Shares the subject of Resolution 7 are subject to voluntary escrow until the Company issues a prospectus to facilitate the secondary trading of those Shares.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rule 7.1 (provided the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule

7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

If Shareholders approve Resolution 7, the Shares the subject of Resolution 7 will be treated as not having used the placement capacity available to the Company under the Listing Rules. The Shares the subject of Resolution 7 will also increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 7, the Shares the subject of Resolution 7 will continue to use placement capacity available to the Company under the Listing Rules.

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

- The Shares were issued to an unrelated sophisticated investor identified by Westar.
- The total number of securities issued was 35,000,000 fully paid ordinary shares (Shares).
- The Shares the subject of Resolution 7 have the same terms as, and rank equally with, the existing fully paid ordinary shares of the Company. It is noted that, as described above, the Shares the subject of Resolution 7 are subject to voluntary escrow until the Company issues a prospectus to facilitate the secondary trading of those Shares.
- The Shares were issued on 20 May 2024.
- Shares were issued at 0.01 (1 cent) per Share.
- A total of \$350,000 before costs was raised from the issue of the Shares the subject of Resolution 7. Funds raised from the issue of Shares the subject of Resolution 7 have been, or will be, utilised for to fund the working capital of the company.
- A voting exclusion statement as set out in the Agenda applies to Resolution 7.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 7.

Resolution 8 – Approval to issue Shares to a Related Party

Timothy Chapman (and/or his nominee(s)) proposes subscribing for 5,000,000 Shares at an issue price of \$0.01 (1 cent) per Share to raise \$50,000 before costs, subject to shareholder approval. Timothy Chapman has provided the \$50,000 subscription funds for the Shares the subject of Resolution 8 as a loan to the Company that is convertible to Shares upon and subject to Shareholders approving Resolution 8.

If Shareholders do not approve Resolution 8, the loan provided by Timothy Chapman becomes repayable within one month of the Annual General Meeting, consistent with the timeframe for redemption of Notes for cash in the event that Shareholders do not approve Resolution 6.

Listing Rule 10.11 required a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder approval prior to the issue of securities to a party identified in Listing Rule 10.11. Timothy Chapman is a Director of the Company and is accordingly a related party for whom prior Shareholder approval is required for the purposes of Listing Rule 10.11.1.

As Shareholder approval is being sought under Listing Rule 10.11 no Shareholder approval is required for the purposes of Listing Rule 7.1.

If Shareholders approve Resolution 8, the Company will be able to issue the 5,000,000 Shares to Timothy Chapman (and/or his nominee(s)). In addition, the Shares issued will also increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 8 then the Company will not be able to issue the Shares to Timothy Chapman (and/or his nominee(s)) and will be required to repay the \$50,000 loan provided by Timothy Chapman within one month of the Annual General Meeting.

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

- The Shares are proposed to be issued to Timothy Chapman (and/or his nominee(s)).
- Timothy Chapman is a Director of the Company and is accordingly a related party to which Listing Rule 10.11.1 applies.
- The number of securities to be issued is 5,000,000 Shares.
- The Shares are proposed to be issued shortly after the Annual General Meeting and in any event no later than one month after the Annual General Meeting.
- The price is \$0.01 (1 cent) per Share.
- The purpose of the issue of the Shares will be to satisfy an existing loan provided by Timothy Chapman to the Company of \$50,000. Funds received under the loan have been, or will be, utilised for to fund the working capital of the company. If Shareholders do not approve Resolution 8 then the loan provided by Timothy Chapman will be repayable in cash within one month of the Annual General Meeting.
- A voting exclusion statement as set out in the Agenda applies to Resolution 8.

Directors' recommendation

The Directors (excluding Timothy Chapman who abstains from making a recommendation) recommend that Shareholders vote for this Resolution 8.

Resolution 9 – Approval for issue of Options

As part fees for Westar acting as lead manager in connection with the issue of the Notes the subject of Resolution 6 and the Shares the subject of Resolution 7, the Company agreed to issue Westar (and/or its nominee(s)) 67,500,000 options (\$0.01 (1 cent) exercise price and

expiring three years from issue). The issue of the options to Westar is subject to shareholder approval which is sought under Resolution 9.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 months period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of Shareholders at a general meeting.

If Shareholders approve Resolution 9, the Company will be able to issue the 67,500,000 options to Westar (and/or its nominee(s)). In addition, Shares issued on exercise of the options (if any) will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 9, the Company will not be able to issue the options and would be required to negotiate an alternative form of payment to Westar, likely involving a cash amount.

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

- The options are to be issued to Westar Capital Limited (and/or its nominee(s)).
- The number of securities to be issued is 67,500,000 options.
- Each Option has an exercise price of \$0.01 (1 cent), expire three years from issue and upon exercise entitle the holder to one Share. The full terms of options other than the exercise price and expiry date are set out in Attachment B to the Explanatory Statement.
- The options are proposed to be issued shortly after the Annual General Meeting and in any event no later than 3 months after the date of the Annual General Meeting.
- The options are being issued for nil cash as part fees for lead manager services rendered by Westar in connection with the issue of the Notes the subject of Resolution 6 and the Shares the subject of Resolution 7.
- No funds will be raised from issue of the options, which as noted above are being issued as part fees for lead manager services rendered by Westar as described in the preceding point. Funds raised on exercise of options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.
- A voting exclusion statement as set out in the Agenda applies to Resolution 9.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 9.

Resolution 10 – Election of Anoushka Gungadin as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for election.

Anoushka Gungadin was appointed as Managing Director on 10 May 2024 and has since served as a Director. A biography for Anoushka is set out below:

Anoushka Gungadin is an experienced CEO, Board Director, and cross-border executive, with a career spanning across four continents. She is currently on the council of the Deakin University. She is the Australian lead for TiE Women, a global mentoring and investment platform for female entrepreneurs. She is a speaker and researcher on inclusive leadership and cultural intelligence.

Her previous experience includes founding CEO of the Australia India Chamber of Commerce set up to drive bilateral economic relationships. She headed up finance and accounts for an International law firm for 10 years in Beijing. She has consulted and worked with brands including Mondelez, L'Oréal, Bank of Indonesia, Reliance, Rhipe-Crayon and more.

A trained economist, she holds an MBA and is a certified professional coach.

Directors' recommendation

The Directors (excluding Anoushka Gungadin who abstains from making a recommendation) recommend that Shareholders vote for this Resolution 10.

Resolution 11 – Ratification of prior agreement to issue Shares

The Company has agreed to issue Keystonegroup Investments Pty Ltd (**Keystone**) 5,000,000 Shares at a deemed issue price of \$0.01 (1 cent) per Share (\$50,000). The issue of Shares to Keystone is proposed to be made by the Company pursuant to the terms of a loan agreement between the Company and Keystone under which the Company agreed to issue \$50,000 of Shares to Keystone at a price per Share equal to the next placement of the Company. As described in Resolutions 6 to 7, the Company is seeking shareholder approval for the conversion of convertible notes into \$0.01 (1 cent) per share. For the purposes of the loan agreement, this conversion is deemed to be the next placement of the Company. Accordingly, the deemed issue price of Shares to be issued pursuant to the loan agreement is \$0.01 (1 cent) (5,000,000 Shares total).

Resolution 11 seeks shareholder approval for the purposes of Listing Rule 7.4 and for all other purposes for the ratification of the prior agreement of the Company to issue the 5,000,000 Shares pursuant to the loan agreement with Keystone. The 5,000,000 Shares are proposed to be issued before the date of the Annual General Meeting. The 5,000,000 are currently using the placement capacity of the Company available under Listing Rule 7.1.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions including Listing Rule 7.1A, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those

securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities, or an agreement to issue securities, made pursuant to Listing Rule 7.1 (provided the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been issued or agreed to be issued with shareholder approval for the purposes of Listing Rule 7.1. The Company seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

If Shareholders approve Resolution 11, the 5,000,000 Shares the subject of Resolution 11 will be treated as not having used the placement capacity available to the Company under the Listing Rules. In addition, the 5,000,000 Shares the subject of Resolution 11 will increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A. If Shareholders do not approve Resolution 11 then the 5,000,000 Shares the subject of Resolution 11 will continue to use the placement capacity available to the Company under the Listing Rules.

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

- The Shares were agreed to be issued to Keystonegroup Investments Pty Ltd.
- The number of securities agreed to be issued is 5,000,000 Shares.
- The Shares are proposed to be issued prior to the Annual General Meeting and in any event no more than 3 months after the date of the Annual General Meeting.
- The Shares are to be issued at a deemed price of \$0.01 (1 cent) per Share under the terms of a loan agreement between the Company and Keystone.
- The purpose of the issue is for the Company to comply with its obligations under the loan agreement between the Company and Keystone.
- A summary of the material terms of the loan agreement is set out below:
 - Keystone agreed to loan the Company \$260,000.
 - The Company agreed to repay the loan within 7 days of Keystone making demand for payment, being on or after the earliest of 45 days from the date of the loan agreement, the next capital raising by the Company or receipt of funds from Broward.
 - The Company agreed to issue Keystone \$50,000 of Shares at the issue price of the next placement completed by the Company (being the issue of Notes and conversion price per Share on conversion of Notes of \$0.01 (1 cent)).
 - The loan agreement included typical provisions of default for an arrangement of this nature, including with respect to the Company not complying with its

repayment obligations and the occurrence insolvency events in respect of the Company.

- A voting exclusion statement as set out in the Agenda applies to Resolution 11.

Directors' recommendation

The Directors recommend that Shareholders vote for this Resolution 11.

Resolutions 12A to 12C – Approval for issue of Options to related parties

Resolutions 12A to 12C seek shareholder for the purposes of Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes for the issue of an aggregate of 13,000,000 unlisted options (each with an exercise price of \$0.02 and expiring four years from issue) to the Directors of the Company (and/or their nominee(s)) as described below:

- Resolution 12A: approval to issue 5,000,000 options to Anoushka Gungadin (and/or her nominee(s)); and
- Resolution 12B: approval to issue 3,000,000 options to David Hinton (and/or his nominee(s)); and
- Resolution 12C: approval to issue 5,000,000 options to Timothy Chapman (and/or his nominee(s)).

The full terms of the options other than the exercise price and expiry date are set out in Attachment B to the Explanatory Statement.

Listing Rules

Listing Rule 10.11 required a listed company, subject to the exceptions in Listing Rule 10.12, to obtain shareholder approval prior to the issue of securities to a party identified in Listing Rule 10.11. Each of the proposed recipients of options under Resolutions 12A to 12C is a Director of the Company and is accordingly a related party for whom prior Shareholder approval is required for the purposes of Listing Rule 10.11.1.

As Shareholder approval is being sought under Listing Rule 10.11 no Shareholder approval is required for the purposes of Listing Rule 7.1.

If Shareholders:

- Approve all of Resolutions 12A to 12C, the Company will be able to issue the 13,000,000 options those Resolutions. In addition, the Shares issued on exercise of options will also increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A.
- Approve some, but not all, of Resolutions 12A to 12C, the Company will be able to issue the options the subject of the Resolution(s) passed by shareholders but will not be able to issue the options the subject of the Resolution(s) not approved by shareholders. In

addition, Shares issued on exercise of options will also increase the placement capacity available to the Company under Listing Rule 7.1 and, if the relevant approval is held at the time, Listing Rule 7.1A.

- If Shareholders do not approve any of Resolutions 12A to 12C, the Company will not be able to issue the options the subject of those Resolutions.

The following information is provided in accordance with Listing Rule 10.13 for Resolutions 12A to 12C:

- The proposed recipients of the Options are:
 - Resolution 12A: Anoushka Gungadin (and/or her nominee(s)).
 - Resolution 12B: David Hinton (and/or his nominee(s)).
 - Resolution 12C: Timothy Chapman (and/or his nominee(s)).
- Each of the proposed recipients of options under Resolutions 12A to 12C are Directors of the Company and are accordingly related parties to which Listing Rule 10.11.1 applies.
- The maximum number of securities to be issued is an aggregate of 13,000,000 as described below:
 - Resolution 12A: 5,000,000 options.
 - Resolution 12B: 3,000,000 options.
 - Resolution 12C: 5,000,000 options.
- Each option has an exercise price of \$0.02 (2 cents), expire four years from issue and upon exercise entitle the holder to one Share. The full terms of options other than the exercise price and expiry date are set out in Attachment B to the Explanatory Statement.
- The options the subject of Resolutions 12A to 12C are proposed to be issued shortly after the Annual General Meeting and in any event no later than one month after the Annual General Meeting.
- No funds will be raised from issue of the options, which are being issued as incentive securities.
- The options are being issued as incentive securities to remunerate the relevant Directors. Funds raised on exercise of options (if any) will be applied to meeting the working capital requirements of the Company at the time of exercise.
- Details of the current remuneration package of each of the proposed recipients of options is set out below:

- Resolution 12A: Anoushka Gungadin - US\$204,000 per annum
- Resolution 12B: David Hinton - A\$50,000 per annum
- Resolution 12C: Timothy Chapman - A\$50,000 per annum
- A voting exclusion statement as set out in the Agenda applies to each of Resolutions 12A to 12C respectively.

Corporations Act – Chapter 2E

Under Chapter 2E of the Corporations Act, a public company cannot give a “financial benefit” to a “related party” unless one of the exception apply or shareholders in general meeting approve the giving of that financial benefit to the related party.

Each of the proposed recipients of options the subject of Resolutions 12A to 12C is a director and is therefore a related party of the Company as defined under the Corporations Act.

Section 211 of the Corporations Act provides 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:

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

The Company considers that the proposed issue of options under Resolutions 12A to 12C is reasonable remuneration and, as such, fall within the exception set out in section 211 of the Corporations Act.

In reaching the view, the Company has considered the respective positions and responsibilities of each of the proposed recipients of options, the Company’s reliance on a limited number of personnel, the need for the Company to effectively incentivise each of the Directors while aligning the incentive with increasing shareholder value, the desirability of preserving cash resources within the Company, and the terms of the options. The Company considered that the issue of the options is an effective tool which preserves the cash reserves of the Company whilst providing valuable consideration to the proposed recipients.

Corporations Act – Section 195(4)

Notwithstanding the above, and although no Director participated in the decision making process in respect of the options proposed to be issued to them, the Directors acknowledge that each of Resolutions 12A to 12C relate to an issue of securities to each of them. Accordingly, the Directors propose that Resolutions 12A to 12C each also be put to shareholders for the purposes of section 195(4) of the Corporations Act such that shareholders determined whether the named related parties will be issued the options the subject of Resolutions 12A to 12C.

Corporations Act – proxy voting prohibition

A proxy voting prohibition in accordance with Section 250BD of the Corporations Act applies to Resolutions 12A to 12C respectively.

GLOSSARY

\$	means Australian dollars.
10% Placement Capacity	has the meaning given in the Explanatory Statement.
AGM or Annual General Meeting or Meeting	means the meeting convened by the Notice.
ASIC	means the Australian Securities & Investments Commission.
ASX means	ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.
Auditor	means the auditor of the Company.
Board	means the current board of directors of the Company.
Business Day	means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.
Chair	means the chair of the Meeting.
Closely Related Party	of a member of the Key Management Personnel means: (a) a spouse or child of the member; (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company	means HeraMED Limited (ACN 626 295 314).
Constitution	means the Company's constitution.
Corporations Act	means the Corporations Act 2001 (Cth).
Directors	means the current directors of the Company.
Eligible Entity	means an entity that, at the date of the relevant general meeting: (a) is not included in the S&P/ASX 300 Index; and (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.
Equity Securities	includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.
Explanatory Statement	means the explanatory statement accompanying the Notice.

Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	means the Listing Rules of ASX.
Notice or Notice Annual General of Meeting	means this notice of meeting including the Explanatory Statement and the Proxy Form.
Option	means an option to acquire a Share.
Proxy Form	means the proxy form accompanying the Notice.
Remuneration Report	means the remuneration report set out in the Director's report section of the Company's annual financial report.
Resolutions	means the resolutions set out in the Notice, or any one of them, as the context requires.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a registered holder of a Share.
Variable A	means "A" as set out in the calculation of the Explanatory Statement.
Trading Day	means a day other than a Saturday, Sunday, New Year's Day, Good Friday, Easter Monday, Christmas Day and any other day that ASX may declare and publish is not a trading day.
AEST	means Australian Eastern Standard Time as observed In Sydney, New South Wales.

(Attachment B)

Note: this Attachment B is to follow Attachment A to the Explanatory Statement

Terms of Options

Options have the respective exercise prices and expiry dates as set out in the Explanatory Statement for Resolutions 9 and 12A to 12C and otherwise have the terms described below.

- (a) Each Option entitles the holder to acquire one fully paid ordinary share (**Share**) in the capital of the Company.
- (b) The exercise price is the price to exercise each Option as set out in the Explanatory Statement (**Exercise Price**).
- (c) Each Option is exercisable at any time prior to 5:00pm Melbourne time on the date of expiry of each Option as set out in the Explanatory Statement (**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.
- (h) 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.
- (i) 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 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 securities made to shareholders.
- (j) 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.

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

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«EntityRegistrationDetailsLine3Envelope»
«EntityRegistrationDetailsLine4Envelope»
«EntityRegistrationDetailsLine5Envelope»
«EntityRegistrationDetailsLine6Envelope»

FOR ALL SECURITYHOLDER ENQUIRIES:

XCEND
Investor Support

www.xcend.co
+61 (2) 7208 8033
support@xcend.co
www.xcend.co/privacy-policy

Your Annual General Meeting Proxy

Dear Shareholder,

Voting Instructions

Appointment of a Proxy

A shareholder entitled to cast two or more votes may appoint up to two proxies (whether shareholders or not) to attend the meeting and vote. A separate Proxy form should be used for each Proxy appointment.

Directing your Proxy How to Vote: If you wish to direct your Proxy how to vote (or to abstain from voting) on any resolution, place a mark ("X") in the "For", "Against" or "Abstain" box for each resolution. If you mark more than one box on a resolution, your vote on that resolution will be invalid. If you mark the "Abstain" box for a particular resolution, you are directing your Proxy not to vote on your behalf and your votes will not be counted in computing the required majority.

Voting Exclusions and Prohibitions

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

Signing Instructions

You must sign this Proxy form as follows in the spaces provided:

Individual: Where the holding is in one name, the Proxy form must be signed by the shareholder or the shareholder's attorney.

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

Power of Attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Share Registrar for notation. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this Proxy form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this Proxy form must be signed by that person. If the company (in accordance with section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this Proxy form must be signed by a Director jointly with either another Director or a Company Secretary. The director or authorised signatory should also print their name and state their position under their signature.

ALL your Shares will be voted in accordance with your directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit. The Chair of the Meeting intends to vote undirected proxies in favour of ALL Resolutions.

Attending the Meeting

Attending in person: please bring this form with you as this will assist in registering your attendance.

If a representative of a corporate securityholder or Proxy is to participate in the meeting, you will need to provide the appropriate "Appointment of Corporate Representative" Form.

HOW TO

Lodge your Proxy

ONLINE VOTING

Lodge your Proxy vote online by scanning the QR Code with your tablet or mobile, or enter the URL below into your internet browser: <https://investor.xcend.app/sha>



You can also vote by the following:

Registered User: enter your existing username & password and click voting.

New User, firstly register at: <https://investor.xcend.app/register>

Then once logged in, you may proceed to vote.



POST TO VOTE

Xcend Pty Ltd
PO Box R1905
Royal Exchange NSW 1225



SCAN & EMAIL TO VOTE

meetings@xcend.co

Change of Address

If incorrect, provide the correct address in the space below. Securityholders sponsored by a broker (reference number commences with 'X') should advise their broker of any changes.

Registered Name & Address

- «EntityRegistrationDetailsLine1Envelope»
- «EntityRegistrationDetailsLine2Envelope»
- «EntityRegistrationDetailsLine3Envelope»
- «EntityRegistrationDetailsLine4Envelope»
- «EntityRegistrationDetailsLine5Envelope»
- «EntityRegistrationDetailsLine6Envelope»

Your Proxy Form

Appoint a Proxy

I/we being members of **HeraMED Ltd (Company)** and entitled to attend and vote hereby appoint:

The Chair of the Meeting
(Mark box)

OR

If you are **NOT** appointing the Chair of the Meeting as your Proxy, please write the name of the person or body corporate you are appointing as your Proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chair of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or if no directions have been given and to the extent permitted by law, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 10.30am (AEST) on Thursday, 20 June 2024 at BDO Offices, Tower 4, Level 18/727 Collins Street, Docklands VIC 3008 (the **Meeting**) and at any postponement or adjournment of the Meeting.

By appointing the Chair as a proxy (or where the Chair becomes proxy by default) the relevant Shareholder gives the Chair express authority to exercise the proxy on Resolution 1, 12A, 12B & 12C (except where the Shareholder has indicated a different voting intention on this Proxy Form) even though these Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

Provide Your Voting Directions

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting, being **10:30am (AEST) on Tuesday, 18 June 2024. Please read the Notice of Meeting and voting instructions before marking any boxes with an X.** If you mark the Abstain box for a Resolution, you are directing your Proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolutions		For	Against	Abstain
1	Adoption of Remuneration Report			
2	Election of Timothy Chapman as Director			
3	Re-Election of David Hinton as Director			
4	ASX Listing Rule 7.1A Approval of Future Issue of Securities			
5	Change of Auditor			
6	Approval for issue of Shares – conversion of Convertible Notes			
7	Ratification of prior issue of Shares			
8	Approval for issue of Shares to related party			
9	Approval for issue of Options			
10	Election of Anoushka Gungadin as Director			
11	Ratification of prior agreement to issue Shares			
12A	Approval for issue of Options to related party – Anoushka Gungadin			
12B	Approval for issue of Options to related party – David Hinton			
12C	Approval for issue of Options to related party – Timothy Chapman			

Please Sign and Return

This section must be completed.

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 between business hours)

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