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13 May 2026

Companies Announcements Office
Australian Securities Exchange

Notice of Extraordinary General Meeting

ImpediMed Limited (ASX:IPD) (**ImpediMed** or the **Company**) advises that an Extraordinary General Meeting of the Company is being held on Thursday, 11 June 2026 at 11.00am AEST at the offices of Clifford Chance, Level 24 Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

The Notice of Extraordinary General Meeting and Voting Form are attached.

Approved for release by the Board of ImpediMed Limited.

For more information, contact Leanne Ralph, Company Secretary, at leanne.ralph@bellev.com.au



ImpediMed Limited

ACN 089 705 144

Notice of Extraordinary General Meeting

**Thursday, 11 June 2026
11:00am (AEST)**

Chair's message

13 May 2026

Dear ImpediMed Shareholder,

On behalf of the Board, I am pleased to invite you to attend the 2026 Extraordinary General Meeting (EGM) of ImpediMed Limited, which will be held on Thursday, 11 June 2026 commencing at 11:00am (AEST) at the offices of Clifford Chance, Level 24 Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

The meeting will also be held via an audio webcast to enable those shareholders who are unable to attend in person, to participate in the EGM. We do, however, encourage you to attend the meeting in person if you are able to.

You can participate in the EGM through the online platform at <https://meetings.openbriefing.com/IPDEGM26>. Details on how to join online are set out in the attached Notice of Meeting and in the Virtual Meeting Online Guide which are available on our website at <https://www.impedimed.com/about/investors/corporate-governance/>

Please read the Notice of Meeting (including the Explanatory Memorandum) (which can be found at <https://www.impedimed.com/about/investors/corporate-governance/>), and the Voting Form and consider how to vote on each resolution related to the items of business of the EGM. Subject to the abstentions noted in the Explanatory Memorandum, the Directors of ImpediMed recommend that Shareholders vote in favour of all resolutions.

If you are unable to attend the EGM, I encourage you to vote online no later than 11.00am (AEST) on Tuesday, 9 June 2026.

Shareholders will have the opportunity to submit questions or make comments prior to the EGM or during the EGM, and details of how to do this are outlined in the attached Notice of Meeting.

Thank you for your continued support of ImpediMed.

Yours sincerely,



Christine Emmanuel-Donnelly
Chair

Participation in the EGM

The Extraordinary General Meeting (EGM) of ImpediMed Limited (**ImpediMed** or **Company**) will be held on Thursday, 11 June 2026 commencing at 11:00am (AEST).

Shareholders can participate in the EGM in the following ways:

Before the EGM

EGM Notice of Meeting

Access online at
<https://www.impedimed.com/about/investors/corporate-governance/>

Request a hard copy of the Notice of Meeting by phone +61 1300 554 474 or email
communications@cm.mpms.mufig.com

Vote or appoint proxy

Return the hard copy Voting Form or vote online at
<https://investorcentre.mpms.mufig.com>
To be valid, your Direct Vote or proxy appointment must be received by **11.00am (AEST) on Tuesday, 9 June 2026**

Ask a question or make a comment

Submit questions online or comments online at
<https://investorcentre.mpms.mufig.com>
by **5.00pm (AEST) on Tuesday, 9 June 2026**

At the EGM

Attend the EGM in person

The EGM will be held at the offices of Clifford Chance, Level 24 Brookfield Place, 10 Carrington Street, Sydney NSW 2000.

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person will be able to ask questions or make a comment and vote at the meeting.

Join online

- Enter <https://meetings.openbriefing.com/IDEGM26> into a web browser
- Enter your name, phone number, email and company name (if applicable) and select 'Continue' to register
- If you are a shareholder, enter your SRN/HIN and postcode
- If you are a proxy, enter the code that MUFG will email to you 12 hours before the EGM

Vote online

Only Shareholders, proxyholders, body corporate representatives or attorneys can vote.

- Once you have registered via the portal, your voting card will appear on your screen
- Voting will open at the start of the EGM
- Select 'Get a Voting Card' to vote

Ask a question or make a comment online

Only Shareholders, proxyholders, body corporate representatives or attorneys can ask questions or make comments.

- Click on the 'Ask a Question' box at the top or the bottom of the webpage
- Select the Resolution to which your question relates from the 'Regarding' menu and type your question or comment
- Questions will be read aloud to the EGM

Please refer to the Virtual Meeting Online Guide at <https://www.impedimed.com/about/investors/corporate-governance/> for further details about attending via the online portal. If you need assistance, please call +61 1800 990 363.

If you would like to receive a printed copy of this Notice or any future notices, please contact the Share Registry on +61 1300 554 474.

Notice of Extraordinary General Meeting

Notice is hereby given that the Extraordinary General Meeting (**EGM**) of Shareholders of ImpediMed Limited (**Company** or **ImpediMed**) will be held on Thursday, 11 June 2026 at 11:00am (AEST) at the offices of Clifford Chance, Level 24 Brookfield Place, 10 Carrington Street, Sydney NSW 2000, and via an audio webcast (**Meeting**).

The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Voting Procedures and the Voting Form comprise part of this Notice.

Items of business

Resolution 1: Ratification of the issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 299,566,200 Tranche 1 Placement Shares issued under Listing Rule 7.1 on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this Resolution.

Resolution 2: Approval to issue of Tranche 1 Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve issue of 299,566,200 Tranche 1 Attaching Options and 299,566,200 Tranche 1 Follow-on Options on the terms and conditions set out in the Explanatory Memorandum."

Notes: A voting exclusion applies to this Resolution.

Resolution 3: Approval to issue the Tranche 2 Securities

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 1,020,433,800 Tranche 2 Placement Shares, 1,020,433,800 Tranche 2 Attaching Options and 1,020,433,800 Tranche 2 Follow-on Options on the terms and conditions set out in the Explanatory Memorandum."

Note: A voting exclusion applies to this Resolution.

Resolution 4: Approval to issue the SPP Securities

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 300,000,000 SPP Shares, 300,000,000 SPP Attaching Options and 300,000,000 SPP Follow-on Options under the Share Purchase Plan (including the issue of SPP Shortfall Securities under the SPP Shortfall Offer), on the terms and conditions set out in the Explanatory Memorandum."

Notes:

- Resolution 4 is conditional on Shareholders approving Resolution 3.
- A voting exclusion applies to this Resolution.

Resolution 5: Approval to issue the Commitment Options

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 180,000,000 Attaching Options and 180,000,000 Follow-on Options to Trafalgar Capital, on the terms and conditions set out in the Explanatory Memorandum."

Notes:

- Resolution 5 is conditional on Shareholders approving Resolutions 3 and 4.
- A voting exclusion applies to this Resolution.

Resolution 6: Approval to issue the Director Placement Securities - Christine Emmanuel-Donnelly

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 10 million Shares, up to 10 million Attaching Options and up to 10 million Follow-on Options to Christine Emmanuel-Donnelly (or her respective nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Note:

- Resolution 6 is conditional on Shareholders approving Resolution 3.
- A voting exclusion applies to this Resolution.

Resolution 7: Approval to issue the Director Placement Securities- Janelle Delaney

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 10 million Shares, up to 10 million Attaching Options and up to 10 million Follow-on Options to Janelle Delaney (or her respective nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Note:

- Resolution 7 is conditional on Shareholders approving Resolution 3.
- A voting exclusion applies to this Resolution.

Resolution 8: Approval to issue the Director Placement Securities - Fiona Bones

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 20 million Shares, up to 20 million Attaching Options and up to 20 million Follow-on Options to Fiona Bones (or her respective nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Note:

- Resolution 8 is conditional on Shareholders approving Resolution 3.
- A voting exclusion applies to this Resolution.

Resolution 9: Approval to issue the Director Placement Securities - Andrew Grant

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 5 million Shares, up to 5 million Attaching Options and up to 5 million Follow-on Options to Andrew Grant (or his respective nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Note:

- Resolution 9 is conditional on Shareholders approving Resolution 3.
- A voting exclusion applies to this Resolution.

Resolution 10: Approval to issue the Director Placement Securities - Erik Anderson

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution, the following:

"That, pursuant to and in accordance with Listing Rule 10.11, and for all other purposes, Shareholders approve the issue of up to 15 million Shares, up to 15 million Attaching Options and up to 15 million Follow-on Options to Erik Anderson (or his respective nominee/s) on the terms and conditions set out in the Explanatory Memorandum."

Note:

- Resolution 10 is conditional on Shareholders approving Resolution 3.
- A voting exclusion applies to this Resolution.

Voting Procedures

Voting Exclusions

Pursuant to the Listing Rules, the Company will disregard any votes cast in favour of:

- (a) Resolution 1: by or on behalf of any person who participated in the issue of the Tranche 1 Placement Shares, or any of their respective Associates.
- (b) Resolution 2: 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 of the Tranche 1 Options (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (c) Resolution 3: 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 of the Tranche 2 Securities (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (d) Resolution 4: 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 of the SPP Securities (except a benefit solely by reason of being a Shareholder), or any of their respective Associates.
- (e) Resolution 5: by or on behalf of Trafalgar Capital (or its nominee/s) and any other person who will obtain a material benefit as a result of, the proposed issue of the Commitment Options, except a benefit solely by reason of being a Shareholder), or any of its Associates.
- (f) Resolution 6: by or on behalf of Christine Emmanuel-Donnelly (or her nominee/s) and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Placement Shares and Options pursuant to this Resolution (except a benefit solely by reason of being a Shareholder), or any of her Associates.
- (g) Resolution 7: by or on behalf of Janelle Delaney (or her nominee/s) and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Placement Shares and Options pursuant to this Resolution (except a benefit solely by reason of being a Shareholder), or any of her Associates.
- (h) Resolution 8: by or on behalf of Fiona Bones (or her nominee/s) and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Placement Shares and Options pursuant to this Resolution (except a benefit solely by reason of being a Shareholder), or any of her Associates.
- (i) Resolution 9: by or on behalf of Andrew Grant (or his nominee/s) and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Placement Shares and Options pursuant to this Resolution (except a benefit solely by reason of being a Shareholder), or any of his Associates.
- (j) Resolution 10: by or on behalf of Erik Anderson (or his nominee/s) and any other person who will obtain a material benefit as a result of, the proposed issue of the Director Placement Shares and Options pursuant to this Resolution (except a benefit solely by reason of being a Shareholder), or any of his Associates.

The above voting exclusions do not apply to a vote cast in favour of the relevant Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chair as proxy or attorney for a person who is entitled to vote, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial, or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. 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
 - ii. the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

All resolutions will be by poll

In accordance with clause 10.9 of the Company's Constitution (**Constitution**), the Chair intends to demand a poll on each of the resolutions proposed at the Meeting. Each resolution considered at the Meeting will therefore be conducted by a poll. The Chair considers voting by poll to be in the interests of Shareholders as a whole and is a way to ensure the views of as many Shareholders as possible are represented at the Meeting.

Entitlement to vote

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7:00pm (AEST) on Tuesday, 9 June 2026 (**Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to vote at the Meeting.

How to vote – before the EGM

Direct vote – using the Voting Form

In accordance with clause 12.3 of the Constitution, Shareholders are able to vote directly on resolutions considered at the Meeting **at any time between the date of this Notice of Meeting and 11.00am (AEST) on Tuesday, 9 June 2026** by returning the hard copy Voting Form or by voting online (further details below).

If you lodge a direct vote you are voting directly and are not appointing a third party, such as a proxy, to act on your behalf.

The ImpediMed Direct Voting Regulations governing direct voting are available on the ImpediMed website at <https://www.impedimed.com/about/investors/corporate-governance/>. By submitting a direct vote, you agree to be bound by the ImpediMed Direct Voting Regulations.

Appointment of Proxy

A Shareholder who is entitled to vote at this Meeting is entitled to appoint not more than two proxies to vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

Subject to the voting restrictions:

- If a Shareholder has not directed their proxy on how to vote, the proxy may vote as the proxy determines; and
- If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair how to vote on an item of business, the Chair will vote in accordance with his voting intention as stated in this Notice of Meeting.

Submitting your Voting Form

To be valid, a Voting Form must be received by the Company in the manner set out in this Notice.

The Chair's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive and the Company reserves the right to declare invalid any Voting Form not received in this manner.

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For your proxy or direct vote prior to the EGM to be effective, your completed, signed and lodged Voting Form (together with the relevant original power of attorney or a certified copy of the proxy signed by an attorney) must be received by the Company's Share Registry, MUFG Corporate Markets (AU) Limited, no later than 11.00am (AEST) on Tuesday, 9 June 2026 (**Proxy Deadline**). After this time, you will still be able to lodge your vote during the EGM by attending the Meeting in person.

Voting forms may be submitted in one of the following ways:

- Online:** Via the Company's Share Registry at <https://au.investorcentre.mpms.mufg.com>. You will need your Securityholder Reference Number (**SRN**) or Holding Identification Number (**HIN**) and postcode for your shareholding.
- Mobile device:** Using a mobile device by scanning the QR code on the back of the Voting Form. You will also need your SRN or HIN and postcode for your shareholding.
- By post:** MUFG Corporate Markets (AU) Limited, Locked Bag A14, Sydney South NSW 1235. Please allow sufficient time so that it reaches MUFG Corporate Markets (AU) Limited by the Proxy Deadline.
- By fax:** +61 2 9287 0309 (within Australia only).
- By hand delivery:** MUFG Corporate Markets (AU) Limited at Parramatta Square, Level 22, Tower 6, 10 Darcy Street, Parramatta NSW 2150 or Liberty Place, Level 41, 161 Castlereagh Street, Sydney NSW 2000.

Voting Forms and Powers of Attorney must be received by the Proxy Deadline.

Power of Attorney

A proxy appointment and the original power of attorney (if any) under which the proxy appointment is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than the Proxy Deadline.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative must bring to the EGM a properly executed letter or other document confirming its authority to act as the body corporate's representative. A 'Certificate of Appointment of a Corporate Representative' form can be obtained from ImpediMed's Share Registry or online at <https://au.investorcentre.mpms.mufg.com> (under Resources then Forms).

How to vote – during the EGM

Attending in person

Shareholders, proxyholders, body corporate representatives or attorneys attending the Meeting in person will be able to vote and ask questions or make comments, at the Meeting.

Using the Online Platform

Shareholders can vote directly using the online platform <https://au.investorcentre.mpms.mufg.com> at any time between the commencement of the EGM (11:00am AEST on Thursday, 11 June 2026) and the closure of voting as announced by the Chair during the EGM.

Shareholders will be able to cast their vote using the electronic voting card received after clicking the 'Get a Voting Card' button. If you have more than one shareholding, continue to click on 'Get a Voting Card' to receive cards for each of your holdings. Shareholders can then choose to vote at any time during the Meeting. A change can be made to your vote at any time while voting remains open. Once you submit your voting card, you will be unable to change it. Any cards not submitted by the close of voting will be automatically submitted.

More information about how to use the online platform, including how to vote and ask questions online during the EGM, is available in the Virtual Meeting Online Guide, which has been lodged with the ASX and is available at our website at <https://www.impedimed.com/about/investors/corporate-governance/>. If you intend to use the online platform, we recommend that you check to ensure the online platform works on your device before the EGM.

Questions and Comments from Shareholders

Before the EGM

Shareholders can submit questions in advance of the EGM via the Share Registry website at <https://au.investorcentre.mpms.mufg.com>.

To allow time to collate questions and prepare answers, please submit any questions by 5:00pm (AEST) on Tuesday, 9 June 2026.

Questions will be collated, and the Chair and/or Chief Executive Officer will seek to address as many of the more frequently raised topics as possible during the EGM. Please note that individual responses will not be sent to Shareholders.

During the EGM

Shareholders, proxyholders, body corporate representatives or attorneys attending the meeting in person or online will be able to ask questions or make comments during the Meeting, as described earlier in this Notice.

BY ORDER OF THE BOARD



Leanne Ralph
Company Secretary
12 May 2026

Explanatory Memorandum

This Explanatory Memorandum has been prepared for the information of Shareholders of the Company in relation to the business to be conducted at the Company's EGM to be held at 11:00am (AEST) on Thursday, 11 June 2026.

The purpose of this Explanatory Memorandum is to provide Shareholders with information that is reasonably required to decide how to vote on the resolutions contained in the Notice.

Subject to the abstentions noted below in respect of each Resolution, the Board recommends that Shareholders vote in favour of all resolutions. The Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution.

All Resolutions are ordinary resolutions, which require a simple majority of votes cast by Shareholders entitled to vote on the resolution.

1. Background to the capital raise

A. Background

On 4 May 2026, the Company announced it had successfully completed a placement to sophisticated and professional investors to raise up to \$13.2 million (the **Placement**). The Placement will comprise the issue of 1,320 million Shares (**Placement Shares**) at an issue price of \$0.01 per Share (**Offer Price**) in two tranches as follows:

- (a) 299,566,200 Placement Shares have been issued to sophisticated and professional investors, relying on the Company's placement capacity under Listing Rule 7.1 and raising approximately \$3 million (**Tranche 1 Placement Shares**); and
- (b) 1,020,433,800 Placement Shares are proposed to be issued to sophisticated and professional investors to raise approximately \$10.2 million (**Tranche 2 Placement Shares**), subject to Shareholder approval under Listing Rule 7.1, pursuant to Resolution 3.

In addition, each Participant in the Placement will receive, for every Placement Share subscribed for:

- (c) one free attaching option (exercisable at \$0.01 each and expiring on 31 March 2027) (**Attaching Options**); and
- (d) one free attaching option (exercisable at \$0.015 each and expiring on 31 December 2027) (**Follow-on Options**, and together with the Attaching Option, the **Options**), that becomes exercisable only if its holder exercises an Attaching Option,

subject to obtaining the following shareholder approvals:

- (e) the approval of the issue of Options (**Tranche 1 Options**) to persons who subscribed for Tranche 1 Placement Shares, under Listing Rule 7.1, pursuant to Resolution 2; and
- (f) the approval of the issue of the Tranche 2 Placement Shares, 1,020,433,800 Attaching Options and 1,020,433,800 Follow-on Options (**Tranche 2 Options** and together with the Tranche 2 Placement Shares, the **Tranche 2 Securities**), under Listing Rule 7.1, pursuant to Resolution 3.

To allow participation in the capital raise by existing Shareholders, the Company also approved an offer of up to 200 million Shares (**SPP Shares**) at the lower of (a) the Offer Price or (b) a 2.5% discount to the VWAP of the Company's shares in the five trading days prior to the close of the SPP (the **SPP Price**) to existing eligible shareholders under a Share Purchase Plan (**SPP**) to raise approximately \$2 million (with an ability to accept oversubscriptions up to 300 million shares in aggregate). In the event of SPP oversubscriptions above \$2 million, the Company may scale back applications pro-rata with reference to each shareholder's holding on the Record Date. Shareholders who participate in the SPP will also receive one Attaching Option and one Follow-on Option for every one SPP Shares subscribed for (**SPP Options** and together with the SPP Shares, **SPP Securities**). The issue of SPP Securities under the SPP is subject to Shareholder approval under Listing Rule 7.1, pursuant to Resolution 4 and conditional on shareholders approving the issue of the Tranche 2 Securities pursuant to Resolution 3.

To the extent that less than \$2 million of shares are applied for under the SPP (those shares not applied for being **SPP Shortfall Shares**), the Company reserves the right to place the SPP Shortfall Shares (together with the attaching Options (**SPP Shortfall Options**), the **SPP Shortfall Securities**) to sophisticated and professional investors (**SPP Shortfall Offer**). Shareholder approval to issue the SPP Shortfall Securities is being sought to issue securities under the SPP Shortfall Offer pursuant to Resolution 4.

The Company has received a firm commitment from Trafalgar Capital to subscribe for up to 180 million Shares under the SPP Shortfall Offer in the event of any undersubscription of the SPP. In consideration for Trafalgar Capital providing that commitment, the Company has agreed to issue it 180 million Attaching Options and 180 million Follow-on Options (the **Commitment Options**), subject to obtaining shareholder approval under ASX Listing Rule 7.1.

To allow participation in the equity raise by the Directors, the Company is seeking Shareholder approval under Listing Rule 10.11 pursuant to Resolutions 6 to 10 (inclusive) for the issue of up to 60 million Shares at the Offer Price (**Director Placement Shares**), along with 60 million Attaching Options and 60 million Follow-on Options (together, the **Director Options** and with the Director Placement Shares, the **Director Placement Securities**) to the Directors (in aggregate), which are proposed to be issued to the Directors under Tranche 2 of the Placement and on the same terms as the Placement.

In order to ensure that the Options and any shares issued upon exercise of the Options are freely tradeable, the Company has prepared a transaction-specific prospectus under section 713 of the Corporations Act in order to offer the Options under both the Placement and SPP (including the SPP Shortfall Offer and the offer of the Commitment Options). The prospectus was lodged with ASIC and ASX on Monday, 4 May 2026.

Bell Potter Securities Limited (ACN 006 390 772, AFLS 243480) and Canaccord Genuity (Australia) Limited (ACN 075 071 466, AFLS 234666) (**Joint Lead Managers**) have been appointed as joint lead managers and bookrunners to the Placement, pursuant to the terms of a written engagement letter dated 26 March 2026.

B. Use of funds

The Company will have \$15.2 million available after completion of the Placement and SPP Offer (before costs and assuming the SPP is fully subscribed). As disclosed to the market on 4 May, the Company has agreed with SWK Funding LLC a side letter in relation to the SWK Debt Facility, where, among other things, the Company must conduct a capital raising of at least A\$10 million by 30 June 2026 as a condition of the waiver agreed by SWK Funding LLC to not test certain revenue covenants relating to the fiscal quarter ending 31 March 2026.

If such a capital raise does not occur, the revenue covenants will be tested as originally scheduled. Any breach of these covenants at the time of testing, if not waived or remedied, would constitute an event of default, entitling the lender to accelerate repayment of the SWK Facility. If Shareholders do not approve the Resolutions the subject of this EGM and the Company cannot satisfy the conditions of the side letter, then SWK may have a right to require immediate repayment of all amounts owing under the Facility. If SWK exercises that right, then the Company may not have sufficient funds to meet that payment obligation.

Proceeds from the Placement and SPP are intended to be used as follows:

- (a) up to A\$5 million will be used to partially prepay the SKW Debt Facility; and
- (b) the balance of the fundraising will be used for general working capital.

2. Resolution 1 – Ratification of issue of Tranche 1 Placement Shares

A. General

The background to the Placement and the issue of the Tranche 1 Placement Shares is provided under Section 1(A) above.

Resolution 1 seeks the approval of Shareholders pursuant to Listing Rule 7.4 to ratify the prior issue of the Tranche 1 Placement Shares under Listing Rule 7.1.

B. Listing Rules 7.1 and 7.4

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 that period. The issue of the Tranche 1 Placement Shares does not fit within any of the exceptions to Listing Rules 7.1 and, as it has not yet been approved by Shareholders, effectively uses the Company's placement capacity under Listing Rule 7.1. This reduces the Company's capacity to issue further Equity Securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue of the Tranche 1 Placement Shares. Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Shareholders passing Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% placement capacity set out in Listing Rule 7.1, without the requirement to obtain prior Shareholder approval.

If Resolution 1 is passed, the 299,566,200 Tranche 1 Placement Shares 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 of the Tranche 1 Placement Shares.

If Resolution 1 is not passed, the 299,566,200 Tranche 1 Placement Shares will continue to be included in the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue or agree to issue without obtaining prior Shareholder approval, to the extent of 299,566,200 Equity Securities for the 12-month period following the issue of the Tranche 1 Placement Shares.

The Company confirms that the issue of the Tranche 1 Placement Shares was compliant with Listing Rule 7.1.

C. Specific Information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) The Tranche 1 Placement Shares were issued to new and existing investors, including sophisticated and professional investors (**Tranche 1 Placement Participants**). The Tranche 1 Placement Participants were identified through a bookbuild process managed by the Joint Lead Managers, which involved the Company seeking expressions of interest to participate in the Placement from new and existing contacts of the Company.
- (b) 299,566,200 Tranche 1 Placement Shares were issued using the Company's available placement capacity under Listing Rule 7.1.
- (c) The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue.
- (d) The Tranche 1 Placement Shares were issued on 8 May 2026 at the Offer Price.
- (e) The proceeds from the issue of the Tranche 1 Placement Shares have been or are intended to be used in the same manner as set out in the Section 1(B) above.
- (f) There are no other material terms to the agreement for the subscription of the Tranche 1 Placement Shares.
- (g) A voting exclusion statement is included in the Notice of Meeting.

D. Additional Information

Resolution 1 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 1.

3. Resolution 2 – Approval of issue of Tranche 1 Options

A. General

The background to the Placement and the proposed issue of the Tranche 1 Options is provided under Section 1(A) above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Tranche 1 Options.

B. Listing Rule 7.1

A summary of Listing Rule 7.1 is provided under Section 2(B) above.

The proposed issue of the Tranche 1 Options does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Tranche 1 Options.

If Resolution 2 is passed, the Company will be able to proceed with the issue of the Tranche 1 Options. If all Tranche 1 Options are validly exercised, the Company could receive up to \$7,489,155.00 from the holders of the Tranche 1 Options in exchange for the Company issuing up to 599,132,400 additional shares.

If Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Tranche 1 Options, will not receive any proceeds, and no additional shares will be issued, in respect of any exercise of the Tranche 1 Options.

C. Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 1 Options:

- (a) The Tranche 1 Options will be issued to the Tranche 1 Placement Participants.
- (b) 299,566,200 Attaching Options and 299,566,200 Follow-on Options will be issued.
- (c) The Tranche 1 Options will be issued on the respective terms set out in Schedule 1.
- (d) The Tranche 1 Options are expected to be issued on or around Monday, 15 June 2026, and in any event will be issued no later than 3 months from the date of the EGM.
- (e) The Tranche 1 Options will be issued for nil consideration, as the Tranche 1 Options are being issued free attaching with the Tranche 1 Placement Shares on the basis of one Attaching Option and one Follow-on Option for every one Tranche 1 Placement Shares subscribed for and issued.
- (f) The purpose of the issue of the Tranche 1 Options and the intended use of the funds raised under the Placement are set out in the Section 1(B) above.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 1 Options.
- (h) A voting exclusion statement is included in the Notice of Meeting.

D. Additional Information

Resolution 2 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval of issue of Tranche 2 Securities

A. General

The background to the Placement and the proposed issue of the Tranche 2 Securities is provided under Section 1(A) above.

Resolution 2 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Tranche 2 Securities.

B. Listing Rule 7.1

A summary of Listing Rule 7.1 is provided under Section 2(B) above.

The proposed issue of the Tranche 2 Securities does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Tranche 2 Securities.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Tranche 2 Securities and will receive proceeds of \$10.2 million. Additionally, if all Tranche 2 Options are exercised, the Company could receive up to \$25,510,845.00 from the holders of the Tranche 2 Options in exchange for the Company issuing up to 2,040,867,600 new shares.

If Resolution 3 is not passed, Resolutions 4 – 10 will not be passed. The Company will not be able to proceed with the issue of the Tranche 2 Securities or SPP Securities and will not raise approximately \$12.2 million (before costs) through the issue of the Tranche 2 Securities and SPP Securities and it will be unable to achieve the main purpose of the capital raising, which in turn has potential implications with respect to acceleration of repayment under the SWK Facility referred to in Section 1(B) above.

Further, the Company will not receive any further proceeds, and no additional shares will be issued, in respect of any exercise of the Tranche 2 Options.

C. Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Tranche 2 Securities:

- (a) The Tranche 2 Securities will be issued to new and existing investors, including sophisticated and professional investors (**Tranche 2 Placement Participants**). The Tranche 2 Placement Participants were identified through a bookbuild process managed by the Joint Lead Managers, which involved the Company seeking expressions of interest to participate in the Placement from new and existing contacts of the Company.
- (b) 1,020,433,800 Tranche 2 Placement Shares, 1,020,433,800 Attaching Options and 1,020,433,800 Follow-on Options will be issued.
- (c) The Tranche 2 Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The Tranche 2 Options will be issued on the respective terms set out in Schedule 1.
- (d) The Tranche 2 Securities are expected to be issued on or around Monday, 15 June 2026, and in any event will be issued no later than 3 months from the date of the EGM.
- (e) The Tranche 2 Placement Shares will be issued at the Offer Price, being the same issue price the Tranche 1 Placement Shares were issued for. The Tranche 2 Options will be issued for nil consideration, as the Tranche 2 Options are being issued free attaching with the Tranche 2 Placement Shares on the basis of one Attaching Option and one Follow-on Option for every one Tranche 2 Placement Shares subscribed for and issued.
- (f) The proceeds from the issue of the Tranche 2 Securities are intended to be used in the same manner as set out in the Section 1(B) above.
- (g) There are no other material terms to the agreement for the subscription of the Tranche 2 Placement Securities.
- (h) A voting exclusion statement is included in the Notice of Meeting.

D. Additional Information

Resolution 3 is an ordinary resolution.

The Board recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4: Approval to issue Share Purchase Plan Securities

The background to the proposed issue of the SPP Securities is provided in Section 1(A) above.

Resolution 4 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the SPP Securities.

A. Background of the SPP and Listing Rules 7.1 and 7.2, Exception 5

Under the SPP, eligible shareholders with a registered address in Australia and New Zealand who held Shares on the Record Date of Friday, 1 May 2026 (at 7.00pm) are entitled to subscribe for up to \$100,000 worth of SPP Shares (subject to a pro-rata scale back in the event of oversubscriptions). The SPP Shares will be issued at the SPP Price.

The Company is seeking to raise up to \$2 million under the SPP, with the ability to accept oversubscriptions up to 300 million shares (or \$3 million if the SPP Shares are issued at the Offer Price).

A listed entity may undertake a share purchase plan in accordance with ASIC Corporations (Share and Interest Purchase Plans) Instrument 2019/547 (the **SPP Instrument**). The SPP Instrument allows a share purchase plan to be conducted without a prospectus if certain conditions are satisfied. One of the conditions is that a share purchase plan cannot offer investors more than \$30,000 worth of securities in any 12-month period.

The SPP entitles eligible shareholders to subscribe for up to \$100,000 worth of SPP Shares and, accordingly, this condition is not satisfied.

As a result, the Company is required to lodge a transaction-specific prospectus under section 713 of the Corporations Act in order to undertake the SPP. The prospectus was lodged with ASIC and ASX on Monday, 4 May 2026.

Listing Rule 7.2, Exception 5 provides that securities issued pursuant to a share purchase plan that complies with Exception 5 do not count towards an entity's capacity under Listing Rule 7.1. The SPP does not comply with the requirements of Listing Rule 7.2, Exception 5 because the maximum number of SPP Shares that an eligible Shareholder can subscribe for is \$100,000 worth of Shares. This exception also does not extend to the issue of the SPP Options as the SPP Instrument only relates to the issue of shares and not options.

The Placement has utilised substantially all of the Company's available capacity under Listing Rule 7.1. Accordingly, the issue of the SPP Securities is conditional on Shareholder approval for the purposes of Listing Rule 7.1.

As set out in Section 1(A) above, the Company is also requesting that Shareholders approve the issue of securities under the SPP Shortfall Offer. In the event the SPP is undersubscribed, the Company reserves the right to place any shortfall to sophisticated and professional investors.

If Resolution 4 is passed, the Company will be able to proceed with the SPP and issue up to \$2 million worth of Shares under the SPP at the SPP Price (or up to \$3 million in the event of oversubscriptions). Additionally, if the SPP is fully subscribed and all SPP Options are exercised, the Company could receive up to \$5 million from the holders of the Tranche 2 Options in exchange for the Company issuing up to 4 million new shares.

If Resolution 4 is not passed, the Company will not be able to proceed with the SPP and will realise no proceeds (and issue no Shares) in connection with the SPP and it may be unable to achieve the main purpose of the capital raising, which in turn has potential implications with respect to acceleration of repayment under the SWK Facility referred to in Section 1(B) above.

B. Information for the purposes of Listing Rule 7.3

For the purposes of Resolution 4, the following information is provided under Listing Rule 7.3:

- (a) The allottees of the SPP Securities under the SPP will be eligible Shareholders who subscribe for Shares under the SPP.
- (b) The maximum number of Shares that may be issued under the SPP is 300 million Shares, together with a maximum of 300 million Attaching Options and 300 million Follow-on Options.
- (c) The final number of SPP Securities will be determined by the level of subscriptions received (including whether the Company accepts oversubscriptions) and the SPP Price.
- (d) The SPP Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The SPP Options will be issued on the respective terms set out in Schedule 1.
- (e) The SPP Securities are expected to be issued on or around Monday, 15 June 2026, and in any event will be issued no later than 3 months from the date of the EGM.
- (f) The Shares issued under the SPP will be issued at the SPP Price. The SPP Options will be issued for nil consideration, as the SPP Options are being issued free attaching with the SPP Shares on the basis of one Attaching Option and one Follow-on Option for every one SPP Share subscribed for and issued.
- (g) The funds raised by the SPP are intended to be used in the same manner as set out in Section 1(B) above.
- (h) There are no other material terms to the agreement for the subscription of the SPP Securities.
- (i) A voting exclusion statement is included in the Notice of Meeting.

C. Recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4.

This resolution is conditional on Shareholders approving Resolution 3.

Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4.

6. Resolution 5 – Approval of issue of Commitment Options

A. General

The background to the SPP and the proposed issue of the Commitment Options in consideration for Trafalgar Capital agreeing to subscribe for SPP Shortfall Securities is provided under Section 1(A) above.

Resolution 5 seeks the approval of Shareholders pursuant to Listing Rule 7.1 to issue the Commitment Options.

B. Listing Rule 7.1

A summary of Listing Rule 7.1 is provided under Section 2(B) above.

The proposed issue of the Commitment Options does not fit within any of the exceptions to Listing Rule 7.1 and the Company does not have sufficient placement capacity remaining under Listing Rule 7.1 to accommodate the issue of the Commitment Options.

If Resolution 5 is passed, the Company will be able to proceed with the issue of the Commitment Options. If all Commitment Options are validly exercised, the Company could receive up to \$4.5 million from the holder(s) of the Commitment Options in exchange for the Company issuing up to 360 million additional shares.

If Resolution 5 is not passed, the Company will not be able to proceed with the issue of the Commitment Options, will not receive any proceeds, and no additional shares will be issued, in respect of any exercise of the Commitment Options.

C. Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue of the Commitment Options:

- (a) The Commitment Options will be issued to the Trafalgar Capital Management (HK) Ltd.
- (b) 180 million Attaching Options and 180 million Follow-on Options will be issued.
- (c) The Commitment Options will be issued on the respective terms set out in Schedule 1.
- (d) The Commitment Options are expected to be issued on or around Monday, 15 June 2026, and in any event will be issued no later than 3 months from the date of the EGM.
- (e) The Commitment Options are being issued for in consideration for Trafalgar Capital agreeing to subscribe for up to 180 million Shares under the SPP Shortfall Offer.
- (f) The purpose of the issue of the Commitment Options and the intended use of the funds raised under the SPP are set out in the Section 1(B) above.
- (g) There are no other material terms to the agreement for the subscription of the Commitment Options.
- (h) A voting exclusion statement is included in the Notice of Meeting.

D. Additional Information

Resolution 5 is an ordinary resolution.

Resolution 2 is conditional on the Shareholders approving Resolutions 3 and 4.

The Board recommends that Shareholders vote in favour of Resolution 5.

6. Resolutions 6 to 10 (inclusive) Approval to issue Director Placement Securities

A. General

The background to the proposed issue of the Director Placement Securities is provided under Section 1(A) above.

It is proposed that each of the Directors (or their respective nominee/s) (the **Participating Directors**) will participate in the capital raising by subscribing for Director Placement Securities at the Offer Price as set in the table below.

Participating Director	Amount committed to the Placement (\$)	Number of Director Placement Shares proposed to be issued	Number of Attaching Options proposed to be issued	Number of Follow-on Options proposed to be issued
Christine Emmanuel-Donnelly	\$100,000	10 million	10 million	10 million
Janelle Delaney	\$100,000	10 million	10 million	10 million
Fiona Bones	\$200,000	20 million	20 million	20 million
Andrew Grant	\$50,000	5 million	5 million	5 million
Erik Anderson	\$150,000	15 million	15 million	15 million
TOTAL	\$600,000	60 million	60 million	60 million

Resolutions 6 to 10 (inclusive) seeks the approval of Shareholders pursuant to Listing Rule 10.11 for the issue of the Director Placement Securities to the Participating Directors (or their respective nominee/s).

B. Listing Rules 10.11 and 10.12

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (Listing Rule 10.11.5).

The Participating Directors are each a related party of the Company by virtue of being Directors.

Shareholder approval pursuant to Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board that the exceptions set out in Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to Listing Rule 7.1 is not required for the issue of the Director Placement Shares as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Director Placement Shares to the Participating Directors (or their respective nominee/s) will not be included in the Company's 15% annual placement capacity pursuant to Listing Rule 7.1.

The effect of Shareholders passing Resolutions 6 to 10 (inclusive) will be to allow the Company to issue the Director Placement Shares, raising up to \$600,000 (before costs) as a component of the Tranche 2 of the Placement. If all Options issued to the Directors are validly exercised, the Company could receive up to \$1.5 million from the holder(s) of the Options in exchange for the Company issuing up to 120 million additional shares.

If Resolutions 6 to 10 (inclusive) are not passed, the Company will not be able to proceed with the issue of the relevant Director Placement Securities to the Directors and accordingly will not raise approximately \$600,000 (before costs) through the issue of the Director Placement Securities.

C. Specific information required by Listing Rule 10.13

Pursuant to and in accordance with Listing Rule 10.13, the following information is provided in relation to the proposed issue of the Director Placement Shares:

- (a) The Director Placement Shares will be issued to the Participating Directors (or their respective nominee/s) in the proportions set out above.
- (b) Each of the Participating Directors falls into the category stipulated by Listing Rule 10.11.1 by virtue of being a Director of the Company. In the event the Director Placement Shares are issued to a nominee of a Director, that nominee will fall into the category stipulated by Listing Rule 10.11.4.
- (c) A 60 million Director Placement Shares, 60 million Attaching Options and 60 million Follow-on Options will be issued.
- (d) The Director Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue. The Options will be issued on the terms set out in Schedule 1.
- (e) The Director Placement Securities are expected to be issued on or around Monday, 15 June 2026, and in any event will be issued within 3 months of the date of the EGM.
- (f) The Director Placement Shares will be issued at the Offer Price, being the same issue price as Tranche 1 Placement Shares were issued for and the Tranche 2 Placement Shares will be issued for. The Director Options will be issued for nil consideration, as the Director Options are being issued free attaching with the Director Placement Shares on the basis of one Option for every two Director Placement Shares subscribed for and issued.
- (g) The proceeds from the issue of the Director Placement Securities are intended to be used in the same manner as set out in Section 1(B) above.
- (h) The proposed issue of the Director Placement Securities are not intended to remunerate or incentivise the Participating Directors.
- (i) There are no other material terms to the proposed issue of the Director Placement Securities.
- (j) A voting exclusion statement is included in the Notice of Meeting for each relevant Resolution.

D. Chapter 2E of the Corporations Act

In accordance with Chapter 2E of the Corporations Act, in order to give a financial benefit to a related party, the Company must:

- (a) obtain Shareholder approval in the manner set out in section 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The proposed issue of the Director Placement Securities constitutes giving a financial benefit to a related party of the Company.

The Board considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Director Placement Securities because the Director Placement Securities will be issued on the same terms as those securities issued to non-related participants in the Placement, and as such, the giving of the financial benefit is on arm's length terms.

E. Additional Information

Resolutions 6 to 10 (inclusive) are ordinary resolutions.

Each of Resolutions 6 to 10 are conditional on the Shareholders approving Resolution 3.

The Board (other than Christine Emmanuel-Donnelly, who abstains), recommends that you vote in favour of Resolution 6.

The Board (other than Janelle Delaney, who abstains), recommends that you vote in favour of Resolution 7.

The Board (other than Fiona Bones, who abstains), recommends that you vote in favour of Resolution 8.

The Board (other than Andrew Grant, who abstains), recommends that you vote in favour of Resolution 9.

The Board (other than Erik Anderson, who abstains), recommends that you vote in favour of Resolution 10.



Subject to the voting exclusion set out in the Notice of Meeting, the Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 6 to 10 (inclusive)

Glossary of key terms

2026 EGM	the meeting convened by the Notice.
A\$ or \$	Australian dollars.
AEST	Australian Eastern Standard Time as observed in Sydney, Australia.
Associate	has the meaning given in the Listing Rules.
ASX	ASX Limited ACN 008 624 691.
Attaching Options	has the meaning given in Section 1(A).
Board	the board of directors of the Company.
Commitment Options	has the meaning given Section 1(A).
Company or ImpediMed	ImpediMed Limited ACN 089 705 144 (ASX code: IPD).
Constitution	the Company's constitution.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Directors	the current directors of the Company.
Director Placement Options	has the meaning given Section 1(A).
Director Placement Securities	means Director Placement Options and Director Placement Shares.
Director Placement Shares	has the meaning given in Section 1(A).
Entitlement Time	7.00pm (AEST) on Tuesday, 9 June 2026.
Explanatory Memorandum	the Explanatory Memorandum accompanying and forming part of the Notice.
Extraordinary General Meeting, EGM or Meeting	the meeting convened by the Notice.
Follow-on Options	has the meaning given in Section 1(A).
Joint Lead Managers	Bell Potter Securities Limited (ACN 006 390 772, AFLS 243480) and Canaccord Genuity (Australia) Limited (ACN 075 071 466, AFSL 234666).
Listing Rules	the Listing Rules of the ASX.
Notice or Notice of Meeting or Notice of EGM	this notice of extraordinary general meeting and the Explanatory Memorandum accompanying the Notice and the Voting Form.
Offer Price	has the meaning given in Section 1(A).
Options	means Attaching Options and Follow-on Options.
Participating Directors	the directors named in Resolutions 4 to 8 inclusive and specified in Section 5(A).
Placement	has the meaning given in Section 1(A).
Placement Shares	has the meaning given in Section 1(A).
Proxy Deadline	11.00am (AEST) on Tuesday, 9 June 2026.
Resolution	the resolutions set out in the Notice, or any one of them, as the context requires.
Section	a section of this Explanatory Memorandum.
Share	a fully paid ordinary share in the capital of the Company.

Share Registry	MUFG Corporate Markets (AU) Limited.
Shareholder	a holder of a Share.
SWK Debt Facility	the 5-year US\$15million growth capital facility entered into between the Company, as borrower, and SWK Funding LLC, as lender, on 6 February 2025.
SPP	has the meaning given in Section 1(A).
SPP Instrument	has the meaning given Section 4(A).
SPP Options	has the meaning given Section 1(A).
SPP Price	has the meaning given Section 1(A).
SPP Securities	has the meaning given Section 1(A).
SPP Shares	has the meaning given in Section 1(A).
SPP Shortfall Offer	has the meaning given Section 1(A).
SPP Shortfall Options	has the meaning given Section 1(A).
SPP Shortfall Shares	has the meaning given Section 1(A).
SPP Shortfall Securities	means the SPP Shortfall Options and SPP Shortfall Shares.
Trafalgar Capital	means Trafalgar Capital Management (HK) Ltd.
Tranche 1 Options	has the meaning given in Section 1(A).
Tranche 1 Placement Participants	has the meaning given in Section 2(C).
Tranche 1 Placement Shares	has the meaning given in Section 1(A).
Tranche 2 Options	has the meaning given in Section 1(A).
Tranche 2 Placement Participants	has the meaning given in Section 3(C).
Tranche 2 Placement Shares	has the meaning given in Section 1(A).
Tranche 2 Securities	means the Tranche 2 Options and Tranche 2 Placement Shares.
Voting Form	the voting form accompanying the Notice.

Schedule 1 – Terms and Conditions of the Options

Part A - Terms of Attaching Options

The Attaching Options have the following terms and conditions:

- (a) Subject to paragraph (c) below, the Attaching Options shall be exercisable by the option holder (Optionholder) at any time after the date on which the Attaching Options are issued.
- (b) Each Attaching Option entitles the Optionholder to subscribe for one fully paid ordinary share in the capital of the Company ranking equally with all other ordinary shares currently on issue of the Company (Shares) at an exercise price of \$0.01 (as adjusted under these terms and conditions) (Exercise Price).
- (c) The Attaching Options will automatically lapse on, and will no longer be exercisable after, 31 March 2027 (Expiry Date).
- (d) The Attaching Options are transferrable.
- (e) There are no participating rights or entitlements inherent in the Attaching Options and Optionholders will not be entitled to participate in new issues of capital that may be offered to the Company's shareholders during the term of the Attaching Option (except in respect of Shares issued upon exercise of the Attaching Options).
- (f) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Attaching Options will be reorganised as required by the Listing Rules. The rights of the holder of Attaching Options will be changed to the extent necessary to comply with the Listing Rules including, without limitation, as they apply to any reorganisation of capital undertaken by the Company at the time of the reorganisation.
- (g) If there is a bonus issue to the holders of Shares, the number of Shares over which an Attaching Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Attaching Option had been exercised before the record date for the bonus issue.
- (h) The Company intends to apply to ASX for official quotation of the Attaching Options. In the event the relevant criteria are not satisfied, the Company proposes to issue the Attaching Options as unquoted (unlisted) options.
- (i) Attaching Options will be registered in the name of the Shareholder in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Attaching Options held by the Optionholder. No option certificates will be issued.
- (j) Shares allotted pursuant to an exercise of Options shall rank, from the date of allotment, equally with the existing Shares in all respects and will be free from all encumbrances other than those arising by operation of law or under the Company's constitution.
- (k) The Company shall make an application to have those Shares allotted pursuant to an exercise of Options listed for Official Quotation by ASX.
- (l) The Attaching Options shall be exercisable by the delivery of a duly completed form of notice of exercise together with payment of the Exercise Price. An Optionholder may only exercise a minimum of \$500 of Attaching Options on any particular occasion, unless the Optionholder has, in total, less than \$500 of Attaching Options, in which case they must exercise all their Attaching Options. The exercise of Attaching Options is subject to compliance with the Corporations Act.
- (m) The Attaching Options and the Shares underlying the Attaching Options have not been registered under the U.S. Securities Act of 1933 or any U.S. state securities laws. The holder hereof, by purchasing such securities, agrees for the benefit of the Company that these securities may be offered, sold, pledged or otherwise transferred only:

- i. to the Company;
- ii. outside the United States in compliance with Regulation S under the U.S. Securities Act and local laws, including sales of Securities in ordinary transactions on the ASX that are not pre-arranged with a person in the United States;
- iii. in a transaction that does not require registration under the U.S. Securities Act and in compliance with applicable U.S. state securities laws; or
- iv. pursuant to an effective registration statement under the U.S. Securities act.

Part B - Terms of Follow-On Options

The Follow-On Options attached to and issued in connection with the Attaching Options, have the following terms and conditions (for the purposes of this Schedule 2, each are referred to as the **Follow-On Options**):

- (a) Subject to the terms of these Follow-On Options, the Follow-On Options shall be exercisable by the option holder (Optionholder) at any time after the date on which the Follow-On Options are issued.
- (b) A Follow-On Option is only exercisable by an Optionholder following valid exercise of an Attaching Option by that same Optionholder. For example, for an Optionholder to exercise 1,000,000 Follow-On Options they must provide evidence to establish that they have exercised at least that many Attaching Options.
- (c) Each Follow-On Option entitles the Optionholder to subscribe for one fully paid ordinary share in the capital of the Company ranking equally with all other ordinary shares currently on issue of the Company (Shares) at an exercise price of \$0.015 (as adjusted under these terms and conditions) (Exercise Price).
- (d) The Follow-On Options will automatically lapse and will no longer be exercisable after 31 December 2027 (Expiry Date).
- (e) The Follow-On Options are transferrable.
- (f) There are no participating rights or entitlements inherent in the Follow-On Options and Optionholders will not be entitled to participate in new issues of capital that may be offered to the Company's shareholders during the term of the Follow-On Option (except in respect of Shares issued upon exercise of the Follow-On Options).
- (g) In the event of any re-organisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company, the Follow-On Options will be reorganised as required by the Listing Rules. The rights of the holder of Follow-On Options will be changed to the extent necessary to comply with the Listing Rules including, without limitation, as they apply to any reorganisation of capital undertaken by the Company at the time of the reorganisation.
- (h) If there is a bonus issue to the holders of Shares, the number of Shares over which a Follow-On Option is exercisable will be increased by the number of Shares which the Optionholder would have received if the Follow-On Option had been exercised before the record date for the bonus issue.
- (i) The Company intends to apply to ASX for official quotation of the Follow-On. In the event the relevant criteria are not satisfied, the Company proposes to issue the Follow-On Options as unquoted (unlisted) options.
- (j) The Follow-On Options will be registered in the name of the Shareholder in an option register maintained by the Company's share registry. The share registry will issue holding statements that evidence the number of Follow-On Options held by the Optionholder. No option certificates will be issued.
- (k) Shares allotted pursuant to an exercise of Follow-On Options shall rank, from the date of allotment, equally with the existing Shares in all respects and will be free from all encumbrances other than those arising by operation of law or under the Company's constitution.

- (l) The Company shall make an application to have those Shares allotted pursuant to an exercise of Follow-On Options listed for Official Quotation by ASX.
- (m) The Follow-On Option shall be exercisable by the delivery of a duly completed form of notice of exercise accompanied by evidence (to the satisfaction of the share registry) that the Optionholder has exercised no less than the same number of Attaching Options as set out in the notice of exercise together with payment of the Exercise Price. Optionholders may only exercise a minimum of \$500 of Follow-On Options on any particular occasion, unless the Optionholder has, in total, less than \$500 of Follow-On Options, in which case they must exercise all their Follow-On Options. The exercise of Follow-On Options is subject to compliance with the Corporations Act.
- (n) The Follow-On Options and the Shares underlying the Follow-On Options have not been registered under the U.S. Securities Act of 1933 or any U.S. state securities laws. The holder hereof, by purchasing such securities, agrees for the benefit of the Company that these securities may be offered, sold, pledged or otherwise transferred only:
 - v. to the Company;
 - vi. outside the United States in compliance with Regulation S under the U.S. Securities Act and local laws, including sales of Securities in ordinary transactions on the ASX that are not pre-arranged with a person in the United States;
 - vii. in a transaction that does not require registration under the U.S. Securities Act and in compliance with applicable U.S. state securities laws; or
 - viii. pursuant to an effective registration statement under the U.S. Securities act.

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LODGE YOUR VOTE



ONLINE

<https://au.investorcentre.mpms.mufg.com>



BY MAIL

ImpediMed Limited
C/- MUFG Corporate Markets (AU) Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND*

MUFG Corporate Markets (AU) Limited
Parramatta Square, Level 22, Tower 6,
10 Darcy Street, Parramatta NSW 2150; or
Liberty Place, Level 41
161 Castlereagh Street, Sydney NSW 2000

*During business hours Monday to Friday



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEST) on Tuesday, 9 June 2026**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged using the reply paid envelope or:



ONLINE

<https://au.investorcentre.mpms.mufg.com>

Login to the Investor Centre website using the holding details as shown on the Voting Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, unitholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your vote by scanning the QR code adjacent or enter the voting link <https://au.investorcentre.mpms.mufg.com> into your mobile device. Log in using the Holder Identifier and postcode for your unitholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER VOTING FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

VOTING UNDER BOX A

If you ticked the box under Box A you are indicating that you wish to vote directly. Please only mark either "for" or "against" for each item. Do not mark the "abstain" box. If you mark the "abstain" box for an item, your vote for that item will be invalid.

If no direction is given on all of the items, or if you complete both Box A and Box B, your vote may be passed to the Chairman of the Meeting as your proxy.

Custodians and nominees may identify on this form the total number of votes in each of the categories and their votes will be valid.

If you have lodged a direct vote, and then you attend the Meeting, your attendance will cancel your direct vote.

The Chairman's decision as to whether a direct vote is valid is conclusive.

VOTING UNDER BOX B – APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Voting Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Voting Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

SIGNING INSTRUCTIONS

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

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

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at support@cm.mpms.mufg.com prior to admission in accordance with the Notice of Extraordinary General Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.mpms.mufg.com/en/mufg-corporate-markets.

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

VOTING FORM

I/We being a member(s) of ImpediMed Limited and entitled to attend and vote hereby appoint:

STEP 1 Please mark either A or B

A VOTE DIRECTLY



elect to lodge my/our
vote(s) directly (mark box)



in relation to the Extraordinary General Meeting of the Company to be held at **11:00am (AEST) on Thursday, 11 June 2026**, and at any adjournment or postponement of the Meeting.

You should mark either “for” or “against” for each item. Do not mark the “abstain” box.

OR

B APPOINT A PROXY



the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and email of the person or body corporate you are appointing as your proxy

Name

Email

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 the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **11:00am (AEST) on Thursday, 11 June (the Meeting)** and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a hybrid event. You can participate by attending in person at **the offices of Clifford Chance, Level 24 Brookfield Place, 10 Carrington Street, Sydney NSW 2000** or logging in online at <https://meetings.openbriefing.com/IPDEGM26> (refer to details in the Virtual Meeting Online Guide).

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business.

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.

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of the issue of Tranche 1 Placement Shares	☐	☐	☐	6 Approval to issue the Director Placement Securities - Christine Emmanuel-Donnelly	☐	☐	☐
2 Approval to issue of Tranche 1 Options	☐	☐	☐	7 Approval to issue the Director Placement Securities- Janelle Delaney	☐	☐	☐
3 Approval to issue the Tranche 2 Securities	☐	☐	☐	8 Approval to issue the Director Placement Securities - Fiona Bones	☐	☐	☐
4 Approval to issue the SPP Securities	☐	☐	☐	9 Approval to issue the Director Placement Securities - Andrew Grant	☐	☐	☐
5 Approval to issue the Commitment Options	☐	☐	☐	10 Approval to issue the Director Placement Securities - Erik Anderson	☐	☐	☐



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

IPD PRX2402N