

## STATEMENT OF CAPITAL STRUCTURE

The capital structure of HeraMED Limited ACN 626 295 314 (**Company**) following completion of the offers under the Company's prospectus dated 15 October 2018 as modified by a supplementary prospectus dated 23 November 2018 (**Prospectus**) and as at the date of the admission of the Company to the Official List of the ASX is set out below.

Security	Amount
Shares <sup>1</sup>	87,528,841
Vendor Options <sup>3</sup>	3,671,159
New Options <sup>2</sup>	23,600,000

### Notes:

- The rights attaching to the fully paid ordinary shares (**Shares**) are summarised in section 8.1 of the Prospectus.
- The Vendor Options are exercisable at \$0.00002 each on or before 5 December 2021. The full terms and conditions of the Vendor Options are set out in section 8.2A of the Prospectus.
- The New Options are exercisable at 25 cents each on or before 5 December 2021. The full terms and conditions of the Options are set out in section 8.2 of the Prospectus.

### Deferred Consideration Shares

The Company has agreed to issue up to 19,550,000 Shares as part consideration for the acquisition of the issued capital of Hera MED Ltd (Registration No. P.C. 51-467654-3) (**HeraMED Israel**), and up to 3,450,000 Shares to its corporate advisers, in each case subject to the satisfaction of certain performance milestones within 42 months of the date of quotation (**Deferred Consideration Shares**), as set out below.

The Company has been granted a waiver from Listing Rules 7.1 and 10.11 in respect of the issue of 19,550,000 Deferred Consideration Shares to the vendors of HeraMED Israel, and the issue of these Shares, if the performance milestones are reached, will not require shareholder approval.

Milestone	Shares
<i>The Company obtaining FDA approval for HeraBEAT to be used as a clinical medical device in the US on or before the date that is 12 months from the Company being admitted to the Official List</i>	6,500,000
<i>The Company reaching cumulative revenue of \$7,500,000, which shall be verified by an independent auditor's report, within 24 months of being admitted to the Official List</i>	6,500,000
<i>The Company reaching cumulative revenue of \$15,000,000, which shall be verified by an independent auditor's report, within 36 months of being admitted to the Official List</i>	10,000,000

**Note:** Refer to sections 7.1(b)(ii) and 7.2(a)(iv) of the Prospectus for further details.