

Adherium Limited ABN 24 605 352 510 Notice of Extraordinary General Meeting

Notice is given that an Extraordinary General Meeting (**EGM** or **Meeting**) of Shareholders of Adherium Limited ACN 605 352 510 (**Adherium** or **Company**) will be held as a virtual meeting pursuant to which Shareholders may participate at the following date and time:

Date: **19 June 2026**
Time: **9.00 am (Melbourne time)**
Venue: **Virtually, by logging in at <https://meetnow.global/MJKTUQJ>**

Distribution of Notice of Meeting: In accordance with section 110D(1) of the Corporations Act 2001 the Company will not be sending through hard copies of this Notice of Meeting to Shareholders unless a Shareholder has requested a hard copy of this Notice or made an election for the purposes of Section 110E of the Corporations Act to receive documents from the Company in physical form. This Notice can be viewed and downloaded from the ASX website or the Company's website at www.adherium.com.

This Notice of Extraordinary General Meeting and Explanatory Memorandum should be read in its entirety. If you are in doubt as to how to vote on any of the Resolutions, you should seek advice from your accountant, solicitor or other professional adviser without delay.

Independent Expert's Report: Shareholders should carefully consider the Independent Expert's Report prepared by RSM Corporate Australia Pty Ltd accompanying the Explanatory Statement (set out in Annexure B of this Notice) for the purposes of Resolution 5.

Voting: Shareholders will be able to participate in the Meeting of the Company by either by lodging a valid proxy or using the Computershare Meeting Platform to attend and vote online at the Meeting by entering the following URL <https://meetnow.global/MJKTUQJ> on your computer, tablet or smartphone.

To participate in the Meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.
2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meetings to obtain their login details.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress. For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide.

Online registration will open 1 hour before the Meeting. To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the Meeting to obtain their login details.

All Resolutions by Poll: All votes will be taken on a poll.

Voting Methods

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Computershare, GPO Box 242, Melbourne, Victoria 3001;

- facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- in person to Computershare at Yarra Falls, 452 Johnson Street, Abbotsford, Victoria 3067; or
- online at <https://meetnow.global/MJKTUQJ>,

so that it is received no later than 9.00 am on 17 June 2026.

Proxy forms received later than this time will be invalid.

Agenda

1. Resolution 1 – Ratification of issue of Shares under Placement

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and prior issuances of an aggregate of 436,729,824 Shares at an issue price of \$0.003 per Share under the Placement to sophisticated and professional investors and on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

2. Resolution 2 – Approval of Lead Manager Options

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 100,000,000 Lead Manager Options to Stralis Capital Partners Pty Ltd ACN 681 589 515 CAR Number 001312157 (or its nominee(s)) as Lead Managers to the Placement on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting"

3. Resolution 3 – Approval of Director participation in Placement – Lou Panaccio

To consider and, if thought fit, to pass the following resolution as **ordinary resolution**:

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 9,666,664 Shares to Mr Panaccio (and/or his nominee(s)) under the Placement on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting"

4. Resolution 4 – Approval of related party participation in ANREO Shortfall

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

"That, pursuant to and in accordance with Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue of 105,331,536 Shortfall Shares to Trudell Medical Limited in respect of the ANREO Shortfall on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting"

5. Resolution 5 - Corporations Act Chapter 6 approval re Trudell Medical Limited

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

"That, for the purposes of section 611 (Item 7) of the Corporations Act and for all other purposes, approval be given to Trudell Medical Limited to increase its relevant interests from above 20% to 33.17% on the terms and conditions set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting."

6. Resolution 6 – Approval of Share Consolidation

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, for the purposes of ASX Listing Rule 7.20 and section 254H of the Corporations Act and for all other purposes, shareholders approve and agree to the consolidation of the Company's issued capital on the basis that:

- (a) every 100 Shares in the Company be consolidated into 1 Share in the Company; and*
- (b) where this consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up to the nearest whole number,*

to be implemented and effective on 25 June 2026."

Voting Exclusion Statements re ASX Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast in favour of the resolution by or on behalf of:

Resolution 1: Ratification of issue of Shares under Placement	(a) a person who participated in the issue or is a counterparty to the agreement being approved); or (b) an associate of those persons.
Resolution 2: Approval of issue of Lead Managers Options	(a) a person who participated in the issue or is a counterparty to the agreement being approved); or (b) an associate of those persons.
Resolution 3: Approval of Director participation in Placement – Lou Panaccio	(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) an associate of those persons.
Resolution 4: Approval of related party participation in ANREO Shortfall	(a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or (b) an associate of those persons.
Resolution 5: Corporations Act Chapter 6 approval re Trudell Medical Limited	No Voting Exclusion Statements apply to Resolution 5.
Resolution 6: Approval of Share Consolidation	No Voting Exclusion Statements apply to Resolution 6.

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 on the Resolution, 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 they are not excluded from voting, and are 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.

Voting prohibition statements re Corporations Act

Resolution 5: Corporations Act Chapter 6 approval re Trudell Medical Limited	In accordance with section 611 (Item 7) of the Corporations Act, a vote in favour of this Resolution 5 must not be cast by: (a) the person proposing to make the acquisition and their associates; or (b) the persons (if any) from whom the acquisition is to be made and their associates.
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Other business

To consider any other business that may lawfully be brought forward in accordance with the Constitution of the Company or the law.

Other information

An Explanatory Memorandum accompanies and forms part of this Notice of Extraordinary General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

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 no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below,

not later than 9.00 am (Melbourne time) on 17 June 2026.

Address (hand deliveries): Computershare Investor Services Pty Limited
Yarra Falls, 452 Johnson Street,
Abbotsford, Victoria, 3067

Address (postal deliveries): C/- Computershare Investor Services Pty Limited, GPO Box 242,
Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Online: <https://meetnow.global/MJKTUQJ>

The Proxy Form has been enclosed. Please read all instructions carefully before completing the Proxy Form.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a Resolution. 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.

Entitlement to vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00pm (Melbourne time) on 17 June 2026. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

All Enquiries

Call Computershare: (within Australia) 1300 850 505 (outside Australia) +61 3 9415 4000

Voting Intentions

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda. In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all Resolutions on the agenda.

By order of the Board

Emily Austin
Company Secretary
21 May 2026

Explanatory Memorandum

This Explanatory Memorandum sets out further information regarding the proposed Resolutions to be considered by Shareholders of Adherium Limited (**Adherium** or the **Company**) at the Extraordinary General Meeting to be held as a virtual meeting pursuant to which Shareholders may attend online, commencing at 9.00 am (Melbourne time) on 19 June 2026 by logging in at <https://meetnow.global/MJKTUQJ>.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the Resolutions.

1. Resolution 1 - Ratification of issue of Shares under Placement

1.1 Background

On 23 February 2026 (**Placement Date**), the Company issued 436,729,824 Shares to sophisticated or professional investors at an issue price of \$0.003 per Share (**Placement**).

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

The Placement does not fit within any of these exceptions and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Placement Date.

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

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval / ratification for such issues under Listing Rule 7.1. To this end, Resolution 1 seeks Shareholder ratification of the Shares issued under the Placement under and for the purposes of Listing Rule 7.4.

If this Resolution 1 is passed, the Shares issued under the Placement 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 Placement Date.

If this Resolution 1 is not passed, the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval over the 12 month period following the Placement Date.

1.2 ASX Listing Rules

ASX Listing Rule 7.5 requires that the meeting documents concerning a proposed resolution to ratify an issue of securities in accordance with ASX Listing Rule 7.4 must include the following information:

- (a) **The names of the allottee:**
Sophisticated and professional investors introduced by the Lead Manager
- (b) **The number of securities the entity issued:**
A total of 436,729,824 Shares in the capital of the Company.

- (c) **The date the securities were issued:**
23 February 2026
- (d) **The issue price of the securities:**
\$0.003 per Share, resulting in the receipt by the Company of total subscription funds of approximately \$1.34 million.
- (e) **The purpose and intended use of the funds raised:**
Funds raised will be used towards commercial initiatives with a focus on growth in Remote Patient Monitoring (RPM) channel, support progress towards value-based care contracts with U.S. insurers, payment of creditors, costs of the Placement, repayment of existing debt and working capital.
- (f) **If the securities were issued under an agreement, a summary of the material terms of the agreement:**
The securities were not issued under an agreement with the Company.
- (g) **A voting exclusion statement:**
A voting exclusion statement is provided above in this Notice.

1.3 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 1. The Chair intends to vote undirected proxies in favour of this Resolution 1.

2. Resolution 2 - Approval of issue of Lead Managers Options

2.1 Background

Stralis Capital Partners Pty Ltd acted as lead manager (**Lead Manager**) to the Placement (as detailed in Resolution 1) and the ANREO (as detailed in Resolution 4). The Company agreed to issue 100,000,000 options to the Lead Manager (and/or its nominee(s)) with an expiry date of 15 November 2026 and an exercise price of \$0.005 under the existing class of options ADRAX (**Lead Manager Options**). The Lead Manager Options have the terms and conditions as detailed in **Annexure A**.

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 Lead Manager Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of Shareholders under Listing Rule 7.1.

Resolution 2 seeks the required Shareholder approval for the issue of the Lead Manager Options under and for the purposes of Listing Rule 7.1.

If this Resolution 2 is passed, the Company will be able to proceed with the issue of the Lead Manager Options. In addition, the issue of the Lead Manager Options will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If this Resolution 2 is not passed, the Company will not be able to proceed with the issue of the Lead Manager Options at this time and will be required to issue the Lead Manager Options when it has capacity, thereby reducing the Company's capacity to issue securities for future capital raisings.

2.2 ASX Listing Rules

ASX Listing Rule 7.3 requires that a notice of meeting pursuant to which Shareholders are requested to consider approving an issue of shares pursuant to ASX Listing Rule 7.1 must include certain specified information in relation to the securities to be issued, as follows.

- (a) **The names of the persons to whom the Company will issue the securities (or the basis on which the persons were identified or selected):**
Stralis Capital Partners Pty Ltd ACN 681 589 515 CAR Number 001312157 (and/or its nominee(s))
- (b) **Number and class of securities to be issued:**
100,000,000 unlisted options expiring on 15 November 2026 with an exercise price of \$0.005 in the existing ADRAX class
- (c) **If the securities are not fully paid ordinary securities, a summary of the material terms of the securities:**
The terms and conditions of the Lead Manager Options are detailed in Annexure A
- (d) **Date which the securities are to be issued:**
No later than 3 months after the date of this Meeting
- (e) **The issue price or other consideration the Company will receive for the issue of the securities:**
The Lead Manager Options will be issued for no consideration. The Lead Manager Options are proposed to be issued as part-consideration for the Lead Manager's services to the Company of acting as lead manager in relation to the ANREO and the Placement.
- (f) **The purpose of the issue, including the intended use of the funds raised by the issue:**
No funds will be raised from the issue of the Lead Manager Options as they are being issued for no consideration to the Lead Manager (or its nominee(s)).
- (g) **The summary of the material terms of an agreement under which the securities were issued:**
The Lead Manager Options are being issued pursuant to a mandate entered into between the Company and the Lead Manager. The mandate provides that in consideration for the Lead Manager providing lead manager services to the Company in relation to the ANREO and the Placement, the Company will:
 - (i) *pay a cash fee to the Lead Manager of 7% of the total amount raised under both the ANREO and the Placement; and*
 - (ii) *issue to the Lead Manager (and/or its nominee(s)) the Lead Manager Options.*
- (h) **If the securities are being issued under or to fund a reverse takeover, information about the reverse takeover:**
The Lead Manager Options the subject of Resolution 2 are not being issued under or to fund a reverse takeover.
- (i) **A voting exclusion statement:**
A voting exclusion statement is provided above in this Notice.

2.3 Board recommendation

The Directors unanimously recommend that shareholders vote in favour of Resolution 2. The Chair intends to vote undirected proxies in favour of this Resolution 2.

3. Resolution 3 - Approval of Director participation in Placement – Lou Panaccio

3.1 Background

Under the Placement (as detailed in Resolution 1), Lou Panaccio committed to take up \$28,999.99, being for 9,666,664 Shares under the Placement subject to Shareholder approval.

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:

- a related party;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder 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;
- an associate of a person referred to above; or
- a person whose relationship with the company or a person referred to in (a) to (d) above is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

The issue of the Shares under Resolution 3 to Mr Panaccio falls within paragraph (a) above (being Listing Rule 10.11.1), as Mr Panaccio is a related party of the Company by virtue of being a Director and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11. Resolution 3 seeks the required Shareholder approval to issue the Shares to Mr Panaccio under and for the purposes of Listing Rule 10.11.

If Resolution 3 is passed, the Company will be able to proceed with the issue of the Shares to Mr Panaccio (and/or his respective nominee(s)) without using any of the Company's 15% placement capacity. In addition, the issue of the Shares to Mr Panaccio will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Company will not be able to proceed with the issue of the Shares to Mr Panaccio and the Company will not receive the \$28,999.99 committed by Mr Panaccio under the Placement.

The Company has not sought Shareholder approval under Chapter 2E of the Corporations Act for a 'related party' transaction as the Board believes that the proposed issue of the Shares to Mr Panaccio, being on the same terms to unrelated investors under the Placement, is on reasonable commercial terms.

3.2 ASX Listing Rules

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. A "related party" (as defined in the ASX Listing Rules) includes the directors of the listed company.

ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information:

(a) The names of the person to whom the securities will be issued:

Lou Panaccio.

(b) The category the person falls within and why:

Mr Panaccio falls within Listing Rule 10.11.1 as he is a Director and therefore is a related party of the Company.

- (c) **The maximum number of securities to be issued to Mr Panaccio:**
9,666,664 Shares.
- (d) **The date by which the entity will issue the securities:**
The Shares will be issued no later than 1 month after the date of this Meeting.
- (e) **The issue price of the securities and a statement of the terms of the issue:**
\$28,999.99.
- (f) **The purpose of the issue, including the intended use of the funds raised:**
Funds raised will be used towards commercial initiatives with a focus on growth in Remote Patient Monitoring (RPM) channel, support progress towards value-based care contracts with U.S. insurers, payment of creditors, costs of the Placement and working capital.
- (g) **If the person the person is a Director and the issue is intended to remunerate or incentive the director, then details of the director's current remuneration package are:**
Mr Panaccio's current remuneration package is \$112,000 (inclusive of superannuation).
- (h) **Summary of the terms if the Shares are to be issued under an agreement:**
The securities were not issued under an agreement with the Company.
- (i) **A voting exclusion statement:**
A voting exclusion statement is provided above in this Notice.

Other than the information above and otherwise detailed in the Notice, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolution 3.

3.3 Board recommendation

The Directors (except Lou Panaccio) recommend that Shareholders vote in favour of Resolution 3. The Chair intends to vote undirected proxies in favour of this Resolution 3.

4. Resolutions 4 and 5 – Approval of issue of Shares to Trudell Medical Limited and Corporations Act Chapter 6 approval

4.1 Background

(a) 2025 AGM

At the Company's 2025 Annual General Meeting of Shareholders (**2025 AGM**), Shareholders approved Trudell Medical Limited (**Trudell**), being associated with the Company's Director, Mr George Baran, to increase its "relevant interest" in the Company's issued shares to 31.1% (where it exercises all of its existing convertible notes and Options held at the time of the 2025 AGM).

Since the 2025 AGM, Trudell has converted all of its convertible notes, however, a number of its Options remain unexercised. Accordingly, Trudell's current relevant interest in the Company's issued capital is 26.53% (as diluted by the Placement detailed in Resolution 1) plus it has 251,395,491 existing Options (which may be exercised to increase its "relevant interest" to 31.1% as approved at the 2025 AGM).

(b) ANREO

As announced on 16 February 2026, the Company undertook an accelerated non-renounceable entitlement offer (simultaneously with the Placement as detailed in Resolution 1) of 1 new Share for every 1.5 Shares held at 7.00pm (AEDT) on 18 February 2026 at an issue price of \$0.003 per new Share (**ANREO**).

Trudell has taken up its entitlement in full under the ANREO. In addition to this, subject to Shareholder approval under **Resolution 4**, Trudell has committed to take up 105,331,536 additional Shares in any shortfall under the institutional component of the ANREO (**Shortfall Shares**).

Where Shareholder approval is obtained under **Resolution 4** to issue the Shortfall Shares, Trudell's "*relevant interest*" in issued Shares in the Company would be increased from the current position of 27.07% as follows –

- (i) a maximum of 28.47% where there is no retail Shareholder take up of Shares under the retail component of the ANREO (where the issue of Shares the subject of Resolution 3 are approved); or
- (ii) 27.08% where there is a 100% retail Shareholder take up of Shares under the retail component of the ANREO (where the issue of Shares the subject of Resolution 3 are approved),

plus the ability of Trudell to increase its "*relevant interest*" where it exercises its existing Options.

On the most conservative basis (described in (i) above), where Shareholders approve Trudell's subscription for the Shortfall Shares and Trudell exercises all of its existing Options, its "*relevant interest*" would be increased from 27.07% to 33.17%. This represents a 2.07% increase from Trudell's "*relevant interest*" of 31.1% (which was approved at the 2025 AGM).

Accordingly, **Resolution 5** is seeking Shareholder approval under Chapter 6 of the Corporations Act for Trudell to increase its "*relevant interest*" in Shares in the Company:

- from its current relevant interest of 27.07% to a maximum of 28.47%; plus
- if subsequently it exercises all of its existing Options, to a maximum of 33.17% when combined with the existing issued Shares held by Trudell and Shortfall Shares to be issued under **Resolution 4** (if approved by Shareholders).

4.2 Shareholding of Trudell

Details of Trudell's interests in the Company are summarised below –

Description	Number of Securities	% of the issued share capital
Existing Shares held by Trudell	1,425,708,836	26.53%
Existing Options held by Trudell	Options (with an expiry date of 699,064 UNLISTED OPTIONS EXPIRE 29/01/2027 EXERCISE @0.3285 85,000,000 UNLISTED BONUS OPTIONS EXPIRING 15/11/2026 @ EXERCISE PRICE \$0.005 165,696,427 UNLISTED OPTIONS @ EXERCISE PRICE \$0.02 EXPIRING 28/02/2028	-
Shortfall Shares to be issued if	105,331,536 Shares	-

Resolution 4 is approved		
Number of Shares held if Shortfall Shares are issued and all Options are exercised	1,782,435,863	33.17%

If Resolutions 4 and 5 are approved and all of the Trudell's Options are exercised (as previously approved at the 2025 AGM), Trudell's "relevant interest" will be an aggregate 33.17% and the Company's existing non-associated Shareholders' voting interest will be diluted to 67.5%.

A shareholder which has voting power of at least 19% in a company can ordinarily increase its voting power by 3% every 6 months from the percentage it held at the beginning of the previous 6 months (see section 611 item 9 of the Corporations Act) (**Creep Exception**). However, Trudell's has not held a voting power of greater than 20% in the Company for 6 months and therefore in respect of the proposed placement of the ANREO shortfall to Trudell as referred to above, Trudell cannot currently rely on the Creep Exception.

4.3 Resolution 4 - ASX regulatory requirements

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:

- (a) a related party;
- (b) a person who is, or was at any time in the six months before the issue or agreement, a substantial (30%+) holder in the company;
- (c) a person who is, or was at any time in the six months before the issue or agreement, a substantial (10%+) holder 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;
- (d) an associate of a person referred to in (a) to (c); or
- (e) a person whose relationship with the company or a person referred to in (a) to (d) is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders,

unless it obtains the approval of its shareholders.

Trudell is a related party of the Company by virtue of being associated with and jointly controlled by one of its Directors, Mr George Baran. Accordingly, the issue of the Shortfall Shares under Resolution 4 falls within paragraph (a) above (being Listing Rule 10.11.1) and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

Resolution 4 seeks the required Shareholder approval to issue the Shortfall Shares to Trudell under and for the purposes of Listing Rule 10.11.

If Resolution 4 is passed, the Company will be able to proceed with the issue of the Shortfall Shares to Trudell without using any of the Company's 15% placement capacity. In addition, the issue of the Shares to Trudell will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to proceed with the issue of the Shortfall Shares to Trudell and the Company will not receive the \$315,994.61 committed by Trudell under the ANREO institutional shortfall and the Company's outstanding loans with Trudell will not be repaid in full.

The Company has not sought Shareholder approval under Chapter 2E of the Corporations Act for a 'related party' transaction as the Board believes that the proposed issue of the Shortfall Shares to Trudell, being on the same terms to unrelated investors under the ANREO, is on reasonable commercial terms.

4.4 Resolution 4 - ASX Listing Rule 10.13 disclosure requirements

As noted above, Trudell (being an associate of, and jointly controlled by, Mr George Baran, a Director) is a "related party" of the Company under the ASX Listing Rules, hence shareholder approval is being sought under ASX Listing Rule 10.11.

ASX Listing Rule 10.11 provides that a listed company must not, without the approval of ordinary shareholders, issue equity securities to a related party. ASX Listing Rule 10.13 requires that the notice in relation to a proposed resolution to approve an issue of securities to a related party, include the following information -

- (a) The name of the person and the category under ASX Listing Rules 10.11.1 - 10.11.5 applicable:**
Trudell Medical Limited is an associate of, and controlled by, Mr George Baran, a director of the Company, therefore Listing Rule 10.11.1 applies.
- (b) The maximum number of securities to be issued to:**
105,331,536 ordinary shares in the Company.
- (c) The date by which the entity will issue the securities:**
The Shortfall Shares will be issued to Trudell no later than 1 month after the date of this Meeting.
- (d) The issue price of the securities and a statement of the terms of the issue:**
The Company will receive \$315,994.61 as the subscription price for the Shortfall Shares.
- (e) The purpose of the issue, including the intended use of the funds raised:**
The funds received (in conjunction with funds subscribed for by Trudell under the ANREO) will be used towards commercial initiatives with a focus on growth in Remote Patient Monitoring (RPM) channel, support progress towards value-based care contracts with U.S. insurers, payment of creditors, costs of the Placement and working capital (including in part the repayment of the Company's outstanding loans from Trudell).
- (f) If the person is a Director and the issue is intended to remunerate or incentive the director, then details of the director's current remuneration package are:**
Not Applicable.
- (g) Summary of the terms if the Shares are to be issued under an agreement:**
The securities were not issued under an agreement with the Company.
- (h) A voting exclusion statement:**
A voting exclusion statement is provided above in this Notice.

4.5 Resolution 5 - Corporations Act Chapter 6 requirements

The Corporations Act sets out a number of regulatory requirements that must be satisfied in relation to the proposed acquisition of issued Shares where Trudell acquires a "relevant interest" of more than 20%. These are summarised below.

(a) Section 606(1) of the Corporations Act

Section 606(1) of the Corporations Act prohibits the acquisition of voting shares in a listed company if that acquisition results in a person's voting power increasing:

- (i) from 20% or below to more than 20%; or
- (ii) from a starting point above 20% and below 90%,

collectively the **Takeover Prohibition**.

The voting power of a person in a body corporate is determined in accordance with section 610 of the Corporations Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

Where Resolution 5 is approved and all of Trudell's existing Options are exercised, then Trudell would have increased its "relevant interest" from above 20% to 33.17% in the Company's issued Shares.

(b) Section 611 (Item 7) of the Corporations Act

Section 611 (Item 7) of the Corporations Act provides an exception to the Takeover Prohibition described in (a) above. Specifically, section 611 (Item 7) of the Corporations Act allows a person and their associates to increase its relevant interest in a company's voting shares with prior shareholder approval as an exception to the Takeover Prohibition.

On this basis and in accordance with section 611 (Item 7) of the Corporations Act, the Company seeks Shareholder approval for the issue of the Shortfall Shares to Trudell. In order to rely on section 611 (Item 7) of the Corporations Act, certain information is required to be provided to Shareholders. Accordingly, and for the purposes of the Corporations Act, the following information is disclosed:

- (i) The identity of the person making the acquisition and its associates**
Trudell Medical Limited. Other than Mr George Baran, Trudell does not have any associates with a shareholding in the Company.
- (ii) The maximum extent of the increase in voting power in the Company that would result from the issue of Shortfall Shares (and as a consequence Mr Baran)**
As at the date of this Notice, Trudell has a voting power in the Company of 26.53% . Upon issue of the Shortfall Shares (and exercise of all its existing Options), Trudell's voting power would be 33.17%. This is an increase of 2.07% voting power in the Company from the 31.1% voting power approved at the 2025 AGM. This calculation assumes the exercise of all of the Options occur before the expiry dates as detailed in the table in 4.1 above.
- (iii) The voting power Trudell would have as a result of the issue of Shortfall Shares (and as consequence Mr Baran)**
As noted above, Trudell's voting power (and as a consequence Mr Baran's voting power) would be 33.17%.
- (iv) Trudell's intentions for the Company after the issue of Shortfall Shares**
Other than as described elsewhere in this Notice of Meeting, Trudell (and as a consequence Mr Baran) have informed the Company that they intend:
 - (A) to continue with their nominee already on the Board (namely George Baran);*
 - (B) to recommend the appointment of another nominee of Trudell to the Board;*
 - (C) not to participate in any new capital raisings which may result in any increase in their relevant interest by more than 3% in a 6-month period;*
 - (D) not to be actively involved in the management of the Company;*

- (E) *not to make any changes to the business of the Company, deployment of its assets or employment of present employees of the Company engaged in the business;*
- (F) *not to make any significant change to the financial policy of the Company, including its dividend or distribution policy.*
- (v) **What is the reason for the issue of Shortfall Shares**
The funds received for the subscription of Shortfall Shares will be applied to discharging the Company's outstanding loans with Trudell and provided support to the Company in its recent capital raising activities (including the ANREO).
- (vi) **What are the interests of the Directors of the Company in the issue of Shortfall Shares**
Trudell is a company associated and controlled by Mr George Baran.
- (vii) **Changes to the composition of the Board**
Trudell intends to recommend the appointment of another nominee to the Board.
- (viii) **Other relevant information**
There are no other agreements, understandings or arrangements between Trudell (including Mr Baran) and the Company relevant to their voting power or disposal rights over the Company's Shares.

4.6 Potential advantages and disadvantages of the issue of Shortfall Shares

Advantages

In the Board's view, the advantages of the issue of Shortfall Shares are:

- the funds received from the subscription of the Shortfall Shares will be used to discharge the Company's outstanding loans with Trudell;
- No cash payment/outflow required by the Company;
- Potential for future additional funding from Trudell; and
- Aligning long term interests of Trudell.

Disadvantages

In the Board's view, the disadvantages of the issue of Shortfall Shares are:

- the issue of Shortfall Shares would increase Trudell's shareholding in the Company, which could exercise a significant degree of control of the Company's business directions and also in any subsequent takeover or merger transaction and voting at shareholder meetings; and
- existing Shareholders will be diluted.

4.7 Independent Expert's Report

ASIC regulatory guide provides for the provision to Shareholders of an Independent Expert's Report (IER) on the fairness and reasonableness of the issue of the Shortfall Shares to Trudell where that issue would result in Trudell (when combined with its existing Shares and upon exercise of its existing Option) having its "relevant interest" increased from more than 20%. A copy of the IER, prepared by RSM Corporate Australia Pty Ltd is contained in **Annexure B** of this Notice of Meeting.

This Notice of Meeting and IER can be accessed on the Company's website, www.adherium.com.au, and a copy will be provided to every Shareholder in accordance with the provisions of the Corporations Act.

If the Shortfall Shares are issued to Trudell and all of the existing Options held by Trudell are exercised, the relevant interest of Trudell will be an aggregate 33.17 % (being 2.07% greater

than the previously approved 31.1% at the 2025 AGM). The Company's existing non-associated Shareholders' voting interest will be diluted from 73.47% to 66.83%.

The IER has concluded that the issue of Shortfall Shares to Trudell (and the resulting acquisition of the voting power and relevant interests in the Company's Shares by Trudell (or their nominees)), is **not fair but reasonable** to non-associated Shareholders.

The advantages and disadvantages of the acquisition of the voting power and interest by Trudell (or its nominees) are outlined in the IER (see section 8.3 of the IER) and are provided to assist the current non-associated Shareholders of the Company in making their determination whether they are better off if the acquisition of the voting power and relevant interest by Trudell (or its nominees) did not proceed.

The advantages stated in the IER are:

- the issue of Shortfall Shares provides additional funding of circa \$527k from Trudell;
- The provision of further funding from Trudell reaffirms Trudell's commitment to its investment in Adherium as a strategic investor; and
- the pricing of the issue of Shortfall Shares is consistent with the ANREO and the Placement.

The disadvantages stated in the IER are:

- the issue of Shortfall Shares is not fair to non-associated Shareholders;
- Trudell will marginally increase its significant interest in the Company; and
- non-associated Shareholders' interests will be marginally diluted immediately following the approval of the issue of the Shortfall Shares.

Shareholders are urged to carefully read the IER in its entirety before deciding how to vote on Resolution 5.

If you have any doubt or do not understand any of Resolution 5, it is strongly recommended that you seek advice from an accountant, solicitor or other professional advisor.

4.8 Consequences if Resolutions 4 and 5

If Resolution 4 is passed, the Company will issue Shortfall Shares to Trudell. If Resolution 4 is not approved, \$296,194.61 of the outstanding loans provided by Trudell to the Company will remain and will become immediately due and payable.

If Resolution 5 is approved, Trudell may increase its "relevant interest" to 33.17% in the Company. If Resolution 5 is not approved, the Company will:

- not be able to proceed with the issue of the Shortfall Shares to the extent Trudell acquires a "relevant interest" of more than the 31.1% approved at the 2025 AGM (upon exercise of all of its existing Options); and
- the Company will be required to repay the amount advanced plus interest under the outstanding loan from Trudell.

4.9 Board Recommendation

The Directors (except for Mr George Baran) recommend that Shareholders vote in favour of Resolutions 4 and 5. The Chair intends to vote undirected proxies in favour of Resolutions 4 and 5.

5. Resolution 6 - Approval of Share Consolidation

5.1 Background

ADR currently has approximately 5,373,730,588 Shares on issue prior to the additional allotments as proposed at this Meeting. The Directors consider it more appropriate to have a smaller number of Shares on issue which would result in what the Directors regard to be a more appropriate capital structure.

The Directors are seeking Shareholder approval for a share consolidation of the number of Shares on a 100 existing Shares for 1 new Share basis, and where this share consolidation results in a fraction of a Share being held, that fraction is rounded up to the nearest whole number (**Share Consolidation**), to be implemented and effective on 25 June 2026.

If Resolution 6 is passed, overall the number of Shares on issue will be reduced from the current level of approximately 5,373,730,588 Shares to approximately 53,737,305.88 Shares (subject to rounding).

In accordance with Listing Rule 7.22.1, the number of Options and Share Appreciation Rights on issue will be consolidated in the same ratio as the Share Consolidation. Accordingly, the exercise prices of each Option will be amended in the inverse proportion to that ratio (i.e. every 100 Options exercisable at \$0.02 each are consolidated into 1 Option exercisable at \$2.00 for 1 Share).

The following table sets out the number of securities that will be on issue and their applicable exercise price if the Share Consolidation is implemented:

Pre-consolidation		Post consolidation	
Ordinary Fully paid shares	5,373,730,588	Ordinary Fully paid shares	53,737,305.88
Unlisted Options	ADRAW : OPTION EXPIRING 31-JUL-2026 EX \$0.005 285,062,185	Unlisted Options	ADRAW : OPTION EXPIRING 31-JUL-2026 EX \$0.005 2,850,621.85
Exercise Price	\$0.005	Exercise Price	\$0.50
Unlisted Options	ADRAX : OPTION EXPIRING 15-NOV-2026 EX \$0.005 578,114,978	Unlisted Options	ADRAX : OPTION EXPIRING 15-NOV-2026 EX \$0.005 5,781,149.78
Exercise Price	\$0.005	Exercise Price	\$0.50
Unlisted Options	ADRAY : OPTION EXPIRING 05-DEC-2028 EX \$0.02 287,075,105	Unlisted Options	ADRAY : OPTION EXPIRING 05-DEC-2028 EX \$0.02 2,870,751.05
Exercise Price	\$0.02	Exercise Price	\$2.00
Unlisted Options	ADRAD : OPTION EXPIRING VARIOUS DATES	Unlisted Options	ADRAD : OPTION EXPIRING VARIOUS DATES

	EX VARIOUS PRICES) UNLISTED OPTIONS EXP 29/01/27 @0.3285 1,834,635		EX VARIOUS PRICES) UNLISTED OPTIONS EXP 29/01/27 @0.3285 18,346.35
Exercise Price	\$0.3285	Exercise Price	\$32.85
Unlisted Options	ADRAD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES) UNLISTED OPTIONS EXP 14/04/27 @\$0.60 1,145,105.00	Unlisted Options	ADRAD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES) UNLISTED OPTIONS EXP 14/04/27 @\$0.60 11,451.05
Exercise Price	\$0.60	Exercise Price	\$60.00
Unlisted Options	ADRAD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES) UNLISTED OPTIONS EXP 1/07/2027 @0.04 7,585,800.00	Unlisted Options	ADRAD : OPTION EXPIRING VARIOUS DATES EX VARIOUS PRICES) UNLISTED OPTIONS EXP 1/07/2027 @0.04 75,858.00
Exercise Price	\$0.04	Exercise Price	\$4.00
Stock Appreciation Rights	ADRAP : STOCK APPRECIATION RIGHTS 24,656,522	Stock Appreciation Rights	ADRAP : STOCK APPRECIATION RIGHTS 246,565.22
Exercise Price	N/A	Exercise Price	N/A

As the Share Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject to rounding). Accordingly, the Company does not expect there to be any dilution resulting from the Share Consolidation, other than a nominal amount caused by possible rounding.

While the Share Consolidation should not in theory have any impact on the underlying value of the Company, Shareholders should appreciate that the value of the Company's shares as listed on ASX (and in turn the Company's market capitalisation) is subject to a broad range of market factors which are beyond the control of the Company.

5.2 Legal implications

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Board does not believe it is appropriate to provide any advice on any taxation implications arising from the proposed Share Consolidation as this will depend upon the individual shareholders personal taxation structure.

5.3 Holding statements

Where Resolution 6 is approved, all holding statements for Shareholders will cease to have any effect, except as evidence of entitlement to a certain number of Shares on a post-consolidation basis. After the Share Consolidation becomes effective, the Company will arrange for new holding statements for Shares to be issued to holders of those Shares. It is the responsibility of each Shareholder to check the number of Shares held prior to the Share Consolidation.

5.4 Indicative timetable

The Company has proposed the following indicative timetable for the Share Consolidation:

Announcement of Share Consolidation and despatch of Notice of EGM	21 May 2026
Effective date of Share Consolidation	25 June 2026
Last day for trading in pre-Share Consolidation securities	26 June 2026
Trading in post-Share Consolidation securities commences on a deferred settlement basis	29 June 2026
Record date	30 June 2026
Holding statements sent to Shareholders	7 July 2026

Note: The above dates are indicative only and subject to change.

5.5 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 6. The Chair intends to vote any undirected proxies in favour of Resolution 6.

6. Further information

The Directors are not aware of any other information which is relevant to the consideration by members of the proposed Resolutions set out in this Notice of Meeting.

The Directors recommend members read this Explanatory Memorandum in full and, if desired, seek advice from their own independent financial or legal adviser as to the effect of the proposed resolutions before making any decision in relation to the proposed Resolutions.

Glossary

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules or **Listing Rules** means the Listing Rules of the ASX as amended from time to time.

Board means the board of Directors of the Company.

Closely Related Party means:

- (a) a spouse or child of the Key Management Personnel;
- (b) a child of the Key Management Personnel's spouse;
- (c) a dependant of the Key Management Personnel or of the Key Management Personnel's spouse;
- (d) anyone else who is one of the Key Management Personnel's family and may be expected to influence the Key Management Personnel, or be influenced by the Key Management Personnel, in the member's dealings with the entity;
- (e) a company under the Key Management Personnel's controls; or
- (f) a person prescribed by the regulations.

Company means Adherium Limited ACN 05 352 510.

Corporations Act or Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to this Notice.

Extraordinary General Meeting / EGM means the Extraordinary general meeting of the Company to be held virtually by logging in at <https://meetnow.global/MJKTUQJ> on 19 June 2026 at 9.00 am pursuant to the Notice of Meeting.

Key Management Personnel or **KMP** means the key personnel as disclosed in the Remuneration Report.

Meeting means the Extraordinary general meeting subject to this Notice.

Notice of Meeting or **Notice** means this notice of Extraordinary General Meeting.

Option means an option acquire a Share.

Trudell Options means the 225,000 Options as approved by Shareholders at the 2025 AGM.

Proxy Form means the proxy form accompanying the Notice.

Resolution means the resolutions referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the capital of the Company.

Share Registry means Computershare Investor Services Pty Limited.

Shareholder means a holder of a Share.

Trudell means Trudell Medical Limited.

Annexure A – Lead Manager Option Terms and Conditions

Each option (**Option**) entitles the holder (**Option Holder**) to subscribe for and be issued one fully paid ordinary share (**Share**) in **Adherium Limited** ACN 605 352 510 (**Company**) on the following terms:

1. Subject to clause 2 and any restrictions imposed by the ASX Limited (**ASX**), each Option is exercisable at any time after the date it is issued (**Issue Date**), until and including their expiry date 5pm (AEDT) on 15 November 2026 (**Expiry Date**). Any Options not exercised by the Expiry Date will automatically lapse at 5pm on the Expiry Date.
2. The Options may be exercised for part or all of the Options held at a particular time by the Option Holder paying to the Company at its registered office prior to the Expiry Date the exercise price of A\$0.005 per Option (**Exercise Price**).
3. On receipt by the Company of the payment of the Exercise Price, the Company must, within 4 Business Days and if the Shares are listed on the ASX within the time period prescribed by the Listing Rules of the ASX (**ASX Listing Rules**):
 - (a) allot to the Option Holder one Share in the Company for each Option exercised by the Option Holder;
 - (b) cause to be despatched to the Option Holder the relevant acknowledgement of issue, a holding statement or share certificate (as applicable) as soon as is reasonably practicable detailing the issue of the relevant Share/s; and
 - (c) issue (if applicable) a new holding statement (or option certificate) for the balance of the Options that remain unexercised.
4. Shares allotted on the exercise of Options will rank equally in all respects with the then existing issued ordinary fully paid shares in the capital of the Company (except in respect to any dividends which shall have been declared but not yet distributed before the actual exercise of an Option) and will be subject to the provisions of the Constitution of the Company.
5. The Options are transferable in accordance with the ASX Listing Rules.
6. If any reorganisation (including consolidation, subdivision, reduction, return or cancellation) of the issued capital of the Company occurs before the expiry of any Options, the number of Options to which each Option Holder is entitled or the Exercise Price of his or her Options or both must be reorganised in accordance with the ASX Listing Rules applying to a reorganisation at the time of the reorganisation (which adjustment formula will apply even where the Company is not admitted to the ASX Official List).
7. An Option does not confer the right to participate in new issues of capital offered to holders of Shares (**Rights Entitlement**) during the currency of the Options without exercising the Options. However, the Company will use reasonable endeavours to see that for the purpose of determining Rights Entitlements to any such issue, the Option Holder is to receive at least 2 Business Days written notice from the Company of the pending closing or record date and sufficient time for the Option Holder to exercise the Options prior to that closing or record date in order to qualify for the participation in the Rights Entitlement.
8. In the event of the liquidation of the Company, all unexercised Options will lapse upon the occurrence of that liquidation.
9. The Options do not provide any entitlement to dividends paid to ordinary shareholders.
10. The Options do not entitle the Option Holder to vote at any meeting of shareholders
11. To the extent (if any) that any of these Option Terms and Conditions are inconsistent with or contrary to the ASX Listing Rules, the ASX Listing Rules provisions will prevail and these Option Terms and Conditions are deemed to incorporate the relevant ASX Listing Rules provisions as an amendment to these terms; and
12. These Option Terms and Conditions are governed by the laws of Victoria. The parties submit to the non-exclusive jurisdiction of the courts of Victoria.

Annexure B – Independent Expert's Report

Adherium Limited

Independent Expert's Report

06 May 2026

Financial Services Guide

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 (“**RSM**” or “**we**” or “**us**” or “**our**” as appropriate) has been engaged to issue general financial product advice in the form of a report to be provided to you.

In the above circumstances we are required to issue to you, as a retail client, a Financial Services Guide (“**FSG**”). This FSG is designed to help retail clients make a decision as to their use of the general financial product advice and to ensure that we comply with our obligations as financial services licensees.

This FSG includes information about:

- who we are and how we can be contacted;
- the financial services that we will be providing you under our Australian Financial Services Licence (“**AFSL**”), Licence No 255847;
- remuneration that we and/or our staff and any associates receive in connection with the financial services that we will be providing to you;
- any relevant associations or relationships we have; and
- our complaints handling procedures and how you may access them.

Financial services we will provide

For the purposes of our report and this FSG, the financial service we will be providing to you is the provision of general financial product advice in relation to securities.

We provide financial product advice by virtue of an engagement to issue a report in connection with a financial product of another person. Our report will include a description of the circumstances of our engagement and identify the person who has engaged us. You will not have engaged us directly but will be provided with a copy of the report as a retail client because of your connection to the matters in respect of which we have been engaged to report.

Any report we produce is provided on our own behalf as a financial services licensee authorised to provide the financial product advice contained in the report.

General financial product advice

In our report we provide general financial product advice, not personal financial product advice, because it has been prepared without taking into account your personal objectives, financial situation or needs.

You should consider the appropriateness of this general advice having regard to your own objectives, financial situation and needs before you act on the advice. Where the advice relates to the acquisition or possible acquisition of a financial product, you should also obtain a product disclosure statement relating to the product and consider that statement before making any decision about whether to acquire the product.

Benefits that we may receive

We charge various fees for providing different financial services. However, in respect of the financial service being provided to you by us, fees will be agreed, and paid by, the person who engages us to provide the report and such fees will be agreed on either a fixed fee or time cost basis. You will not pay to us any fees for our services; Adherium Limited will pay our fees. These fees are disclosed in the Report.

Except for the fees referred to above, neither RSM Corporate Australia Pty Ltd, nor any of its directors, employees, or related entities, receive any pecuniary benefit or other benefit, directly or indirectly, for or in connection with the provision of the Report.

Remuneration or other benefits received by our employees

All our employees receive a salary.

Referrals

We do not pay commissions or provide any other benefits to any person for referring customers to us in connection with the reports that we are licensed to provide.

Associations and relationships

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia, a large national firm of chartered accountants and business advisors. Our directors are partners of RSM Australia Partners.

From time to time, RSM Corporate Australia Pty Ltd, RSM Australia Partners, RSM Australia and/or RSM Australia related entities may provide professional services, including audit, tax and financial advisory services, to financial product issuers in the ordinary course of its business.

Complaints resolution

Internal complaints resolution process

As the holder of an Australian Financial Services Licence, we are required to have a system for handling complaints from persons to whom we provide financial product advice. All complaints should be directed to The Complaints Officer, RSM Corporate Australia Pty Ltd, PO Box R1253, Perth, WA, 6844.

If we receive a written complaint, we will record the complaint, acknowledge receipt of the complaint within 15 days and investigate the issues raised. As soon as practical, and not more than 45 days after receiving the written complaint, we will advise the complainant in writing of our determination. If a complaint is received in advance of a shareholder meeting or other key date where shareholders or investors may be making decisions which are influenced by our report, we will make all reasonable efforts to respond to complaints prior to that date.

Referral to external dispute resolution process

A complainant not satisfied with the outcome of the above process, or our determination, has the right to refer the matter to the Australian Financial Complaints Authority (“AFCA”). AFCA is an independent dispute resolution entity that has been established to provide free advice and assistance to consumers to help in resolving complaints relating to the financial services industry.

Further details about AFCA are available at the AFCA website www.afca.org.au. You may contact AFCA directly by email, telephone or in writing at the address set out below.

Australian Financial Complaints Authority
GPO Box 3
Melbourne VIC 3001
Toll Free: 1800 931 678
Email: info@afca.org.au

Time limits may apply to make a complaint to AFCA, so you should act promptly or consult the AFCA website to determine if or when the time limit relevant to your circumstances expires.

Contact details

You may contact us using the details set out at the top of our letterhead on page 4 of this report.

6 May 2026

The Directors
Adherium Limited
Level 4, 447 Collins Street
Melbourne VIC 3000



RSM Corporate Australia Pty Ltd
Level 27, 120 Collins Street
Melbourne
VIC 3000
Australia
T +61 (03) 9286 8000
rsm.com.au

Dear Directors,

Independent Expert's Report

Introduction

This Independent Expert's Report ("**the Report**" or "**IER**") has been prepared to accompany the Notice of Annual General Meeting and Explanatory Statement ("**Notice**") to be provided to shareholders for the Annual General Meeting of Adherium Limited ("**Adherium**", "**ADR**" or "**the Company**") to be held in May 2026, at which shareholder approval will be sought for (amongst other things):

- **Resolution 4** - comprising the issue of 105,331,536 additional shares in the Company to Trudell Medical Limited ("**Trudell**") in any shortfall under the institutional component of the accelerated non-renounceable entitlement offer ("**ANREO**") (collectively referred to as the "**Shortfall Shares**") for the purposes of section 611 (item 7) of the Corporations Act ("**Corporations Act**" or "**the Act**"); and
- **Resolution 5** - requiring the shareholder approval to Trudell of increasing its relevant interest¹ in Adherium from 29.8% to 31.1% for the purposes of section 611 (item 7) of the Act.

Purpose of the report

On 16 February 2026, the Company announced, simultaneously with a placement to issue 436,729,824 ordinary shares in Adherium ("**Shares**") to sophisticated or professional investors at an issue price of \$0.0030 per Share (the "**Placement**"), that it was undertaking an ANREO of 1 new Share for every 1.5 Shares held on 18 February 2026 at an issue price of \$0.0030 per new Share.

Trudell being associated with the Company's Director, Mr George Baran, as a result of prior shareholder approvals has a current direct interest in the Company's issued capital of 26.4%, as well as 251,395,491 existing Options which may be exercised (as approved by Adherium Shareholders at the Company's 2025 Annual General Meeting) to increase its relevant interest¹ to 29.8%.

Trudell has taken up its entitlement in full under the ANREO. In addition to this, subject to shareholder approval under Resolutions 4 and 5, Trudell has committed to take up to 105,331,536 additional Shares in any shortfall under the institutional component of the ANREO.

Adherium is seeking shareholder approval for the purposes of item 7 of Section 611 of the Act for the issue of the Shortfall Shares to Trudell ("**the Proposed Transaction**"). As Trudell currently holds a relevant interest¹ in the Company exceeding 20.0%, the issue of the Shortfall Shares would, in the absence of shareholder approval, result in a breach of Section 606 of the Act. Accordingly, resolutions 4 and 5 seek shareholder approval to enable Trudell to increase its "relevant interest"¹ in the Company resulting from the Shortfall Shares being issued.

The Directors of the Company have requested that RSM Corporate Australia Pty Ltd ("**RSM**"), being independent and qualified for the purpose, express an opinion as to whether the Proposed Transaction is fair and reasonable to shareholders not associated with the Proposed Transaction ("**Non-Associated Shareholders**" or "**Shareholders**").

¹ Relevant interest is calculated assuming exercise of all Trudell options on issue, and no other changes to share capital or exercise of options by Non-Associated Shareholders.

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RSM Corporate Australia Pty Ltd is a related entity of RSM Australia Pty Ltd, the Australian member of the RSM network. RSM Australia Pty Ltd trades as RSM, which is the trading name used by the members of the RSM network. Each member of the RSM network is an independent accounting and consulting firm which practices in its own right. The RSM network is not itself a separate legal entity in any jurisdiction.

RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847



This Report represents general financial product advice only and has been prepared without taking into consideration the circumstances of individual Shareholders. The ultimate decision whether to accept the Proposed Transaction should be based on each Shareholders' assessment of their circumstances, including their risk profile, liquidity preference, tax position, and expectations as to value and future market conditions. If in doubt about the Proposed Transaction or matters dealt with in this Report, Shareholders should seek independent professional advice.

Summary of opinion

In our opinion, and for the reasons set out in Section 7 of this Report, the Proposed Transaction is **not fair but reasonable** to Non-Associated Shareholders.

We have formed this opinion for the reasons set out below.

Approach

In assessing whether the Proposed Transaction is "fair and reasonable" to Non-Associated Shareholders, we have considered Australian Securities and Investment Commission ("**ASIC**") Regulatory Guide 111 – Content of expert reports ("**RG 111**"), which provides specific guidance as to how an expert is to appraise transactions.

Where an issue of shares by a company otherwise prohibited under section 606 of the Act is approved under Section 611 (item 7), and the effect on the company shareholding is comparable to a takeover bid, such as the Proposed Transaction, RG 111 states that the transaction should be analysed as if it was a takeover bid.

RG 111 provides ASIC's views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether or not a proposed transaction is fair and reasonable.

Therefore, consistent with the guidance set out in RG 111, we have considered whether the Proposed Transaction is "fair" to Non-Associated Shareholders by assessing and comparing:

- the Fair Value of an Adherium Share on a controlling basis prior to the Proposed Transaction; with
- the Fair Value of an Adherium Share on a non-controlling basis immediately post completion of the Proposed Transaction.

Our assessment of the Fair Value of an Adherium Share has been prepared on the following basis:

"the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm's length".

In accordance with RG 111, we have considered whether the Proposed Transaction is "reasonable" to Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Proposed Transaction which are likely to be relevant to Non-Associated Shareholders, in their decision as to whether or not to accept the Proposed Transaction.

Further information on the approach we have employed in assessing whether the Proposed Transaction is fair and reasonable to Non-Associated Shareholders are set out in Sections 7 and 8 of this Report.

Fairness opinion

As set out above, in assessing whether we consider the Proposed Transaction to be fair to Non-Associated Shareholders, we have valued an Adherium Share prior to the Proposed Transaction on a controlling interest basis, and on a non-controlling interest basis immediately after the Proposed Transaction.

The Notice includes certain other resolutions to be voted on by shareholders in the General Meeting. However, when considering the fairness and reasonableness of the Proposed Transaction, we have only considered the impact of the Proposed Transaction, noting these resolutions are not subject to the approval of any other resolution. We note that resolution 6 of the General Meeting seeks approval of a Share Consolidation. For the avoidance of doubt, all amounts stated in this Report on a 'per share basis' are stated on a pre-consolidation basis.

Our assessment is set out in the table below.

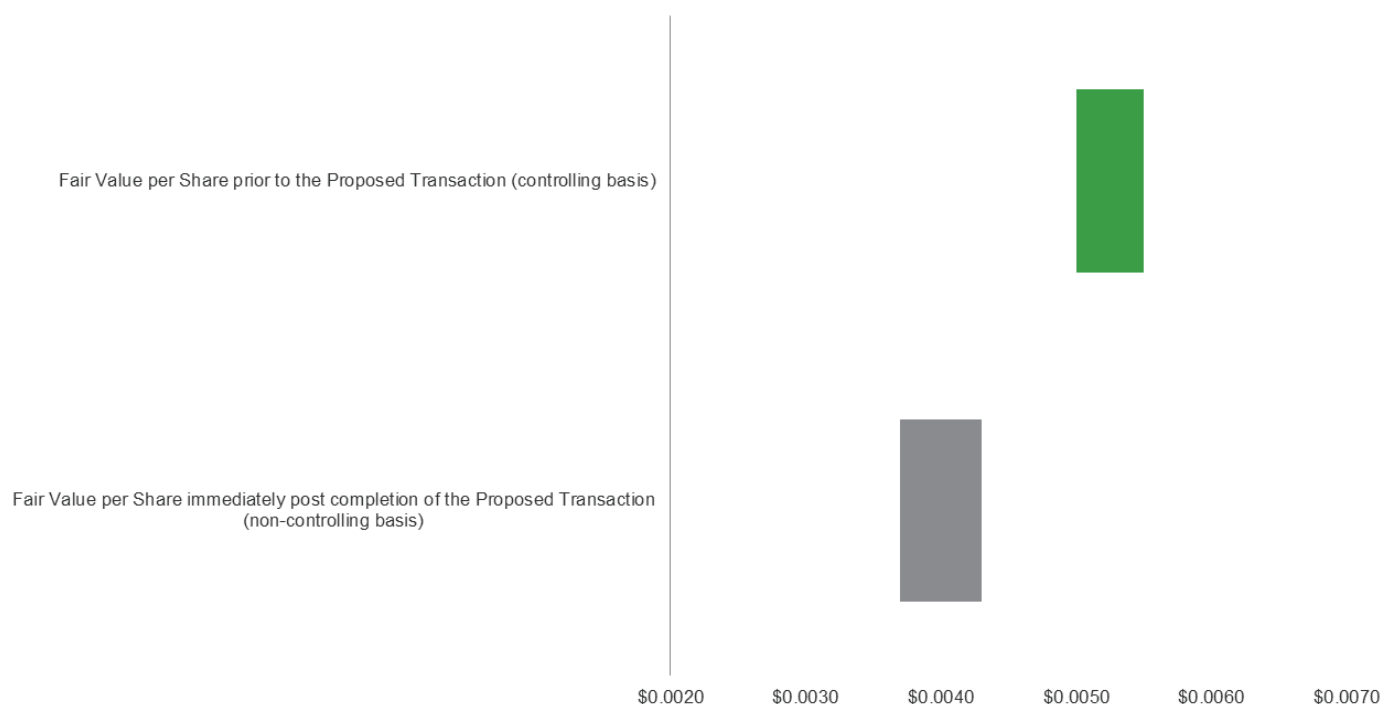
Table 1 Valuation summary

	Low	High	Preferred
Fair Value per Share prior to the Proposed Transaction (controlling basis)	\$0.0050	\$0.0054	\$0.0052
Fair Value per Share immediately post completion of the Proposed Transaction (non-controlling basis)	\$0.0037	\$0.0043	\$0.0040

Source: RSM analysis

The above comparison is presented graphically below.

Figure 1 Valuation summary



Source: RSM analysis

The Fair Value of an Adherium Share (on a non-controlling basis) immediately post completion of the Proposed Transaction is less than the Fair Value of an Adherium Share (on a controlling basis) prior to the Proposed Transaction. Accordingly, in accordance with the guidance set out in RG 111 and in the absence of any other relevant information, and for the purposes of Section 611 (Item 7) of the Act, we consider the Proposed Transaction to be **not fair** to Non-Associated Shareholders.

Reasonableness opinion

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of a higher bid before the offer closes.

As such, we have also considered the following factors in relation to the reasonableness aspect of the Proposed Transaction:

- the future prospects of the Company if the Proposed Transaction does not proceed;
- the trading of Adherium's Shares following the announcement of the Proposed Transaction;
- commercial advantages and disadvantages of the Proposed Transaction for the Non-Associated Shareholders, including the specific terms of the Proposed Transaction; and
- the existence of alternative proposals.

Future Prospects of Adherium if the Proposed Transaction does not proceed

In its interim financial statement for the half-year ended 31 December 2025 ("HY26"), Adherium disclosed net losses after tax of \$5.8m and cash and cash equivalents of \$642k as at 31 December 2025.

The interim reviewed financial statements for HY26 included an emphasis of matter in the independent auditor's report issued by RSM Australia Partners which stated that a material uncertainty existed that may cast significant doubt on the Company's ability to continue as a going concern. Whilst the auditor's conclusion was not modified in respect of this matter, it was noted that Adherium's ability to continue as a going concern was dependent on whether Adherium could raise additional capital until the Company is supported by cash flows from operations.

Adherium completed a capital raising in February 2026 of approximately \$6.7m, comprising an institutional placement raising \$1.3m at \$0.0030 per share and the institutional component of the ANREO raising \$5.4m at \$0.0030 per share. A further approximately \$800k was offered to retail shareholders under the ANREO at an issue price of \$0.0030 per share, with the retail offer attracting subscriptions of approximately \$83k.

The funds were primarily allocated to accelerating growth in the company's U.S. remote patient monitoring business, supporting expansion into value-based care contracts with insurers, and advancing key commercial and clinical initiatives.

In its quarterly cash flow report for the 31 March 2026 quarter, Adherium disclosed net cash outflows from operating activities of \$3.5m and cash and cash equivalents of \$3.0m.

In the short to medium term, as the Company continues to expand and commercialise the remote patient monitoring business and seeks to capitalise on the positive test results from the iCARE study announced on 11 March 2026, the Company is expected to continue to generate net cash outflows from operating activities.

Accordingly, Adherium's current operations are dependent on the Company continuing to raise capital to provide funding for the commercialisation of existing devices and the software platform, as well as sales and marketing costs to fund continued expansion in the US market.

Approval of the Proposed Transaction will raise capital of circa \$316k. If the Proposed Transaction is not approved, it is likely that Adherium will need to undertake a further capital raising at an earlier date than if the Proposed Transaction proceeds.

Response of the market to the announcement of the Proposed Transaction

The Proposed Transaction is connected to the Company's issue of Shares for the ANREO which was announced on 16 February 2026.

The Company's VWAP of \$0.0029 post the announcement of the Proposed Transaction was approximately 34.5% and 33.6% lower than the 10-day and 30-day VWAP prior to the announcement of \$0.0045 and \$0.0044, respectively, and approximately 47.3% lower than the 60-day VWAP prior to the announcement of \$0.0056.

However, we note that the both the ANREO and the institutional placement were undertaken at a discounted issuance price of \$0.0030 per share, representing a discount to the VWAP prior to the announcement mentioned above, and we consider it likely that the decrease in the Company's VWAP is related to the discounted pricing of the overall capital raising of which the Proposed Transaction represents a small component.

We are, therefore, not able to conclude on the response of the market solely to the Proposed Transaction.

Advantages and disadvantages of approving the Proposed Transaction

In assessing whether the Non-Associated Shareholders are likely to be better off if the Proposed Transaction is approved, than if they are not, we have also considered various advantages and disadvantages that are likely to accrue to the Non-Associated Shareholders.

The key advantages of the Proposed Transaction are outlined below.

Table 2 Advantages of the Proposed Transaction

Advantage	Details
Provides additional funding from Trudell	The Company will receive additional funding of circa \$316k from Trudell in the event that Trudell is able to subscribe for the Shortfall Shares. Given the Company's current stage of operations and levels of cash burn, Adherium's operations are dependent on the Company continuing to raise capital. In the absence of the funding from Trudell, Adherium will need to source similar funding from elsewhere and there is no guarantee that such funding will be available or can be raised as the same price.
Reaffirms commitment of Trudell as a strategic investor in Adherium	The provision of further funding from Trudell reaffirms Trudell's commitment to its investment in Adherium as a strategic investor. This provides further credibility to Adherium, with Trudell: • able to provide market, technical and business expertise; • having synergistic product offerings with the potential for future strategic alliances; and • potentially able to facilitate introductions to industry leaders and other sector investors.
Pricing of the Proposed Transaction	The pricing of the Proposed Transaction is consistent with the ANREO and the Placement which were both priced at \$0.0030 per Share. In the absence of considering a control premium in our assessment of fairness, the Proposed Transaction would, as a result, be considered fair. Given the Proposed Transaction only results in a 1.5% undiluted or 1.3% fully diluted increase in the interests of Trudell in the issued share capital of the Company (assuming all Trudell options are exercised and no other changes), it may be considered reasonable for Non-Associated Shareholders to not receive a control premium as part of the Proposed Transaction.

Source: RSM analysis

The key disadvantages of the Proposed Transaction are set below.

Table 3 Disadvantages of the Proposed Transaction

Disadvantage	Details
The Proposed Transaction is not fair	As set out above, as the Fair Value of an Adherium Share (on a non-controlling basis) immediately after the Proposed Transaction is less than the Fair Value of an Adherium Share (on a controlling basis) prior to the Proposed Transaction, we consider the Proposed Transaction is not fair to Non-Associated Shareholders.
Trudell will marginally increase its significant interest in the Company	If the Proposed Transaction is approved, Trudell's equity interest will increase from 26.4% (undiluted) / 29.8% (fully diluted, assuming all Trudell options are exercised and no other changes) to 27.9% (undiluted) / 31.1% (fully diluted, assuming all Trudell options are exercised and no other changes) which will marginally increase Trudell's ability to influence the strategic direction of the Company. However, we note that Trudell's existing shareholding is sufficient (at above 25.0%) to block takeover offers and special resolutions.
Marginal Dilution of Non-Associated Shareholders' interest	Non-Associated Shareholders' interests will be diluted immediately following the approval of the Proposed Transaction to 68.9% on a fully diluted basis (assuming all Trudell options are exercised and no other changes) or 72.1% on an undiluted basis. The dilution of Non-Associated Shareholders' interests marginally reduces the ability of existing shareholders to influence the strategic direction of the Company, including acceptance or rejection of takeover or merger proposals.

Source: RSM analysis

Alternative proposals to the Proposed Transactions

We are unaware of any alternative proposals at the date of this Report which may provide greater benefit to Non-Associated Shareholders.

Conclusion on Reasonableness

In our opinion, the position of Non-Associated Shareholders if the Proposed Transaction is approved is more advantageous than the position if it is not approved. Therefore, in the absence of any other relevant information and/or a superior offer, and for the purposes of Section 611 (Item 7) of the Act, we consider that the Proposed Transaction is **reasonable** for Non-Associated Shareholders.

General

This Report represents general financial product advice only and has been prepared without taking into consideration the individual circumstances of Shareholders.

The ultimate decision whether to approve the Proposed Transaction should be based on each of the Non-Associated Shareholders' assessment of their circumstances, including their risk profile, liquidity preference, tax position and expectations of future market conditions.

Non-Associated Shareholders should read and have regard to the contents of the Notice.

Non-Associated Shareholders who are in doubt as to the action they should take with regard to the Proposed Transaction and the matters dealt with in this Report, should seek independent professional advice. This summary should be considered in conjunction with the detail contained in the following sections of this Report.

Yours faithfully,

RSM CORPORATE AUSTRALIA PTY LTD



Andrew Clifford
Partner



Albert Meintjes
Partner

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1. Summary of the Proposed Transaction

1.1 Background

As set out in the Notice, Resolutions 4 and 5 are seeking Shareholders approval for Trudell to increase its “relevant interest”² in the Company’s issued Shares from 29.8% to 31.1% as a result of subscribing for the Shortfall Shares.

As at the date of this Report, Trudell holds a 26.4% undiluted interest in the Company’s total Shares on issue, in addition to 251,395,491 existing Options which may be exercised (as approved by Adherium Shareholders at the Company’s 2025 Annual General Meeting).

On 16 February 2026, the Company announced, simultaneously with the Placement to issue 436,729,824 Shares to sophisticated or professional investors at an issue price of \$0.003 per Share, that it was undertaking an ANREO of 1 new Share for every 1.5 Shares held on 18 February 2026 at an issue price of \$0.003 per new Share. The key terms of the ANREO are as follows.

Table 4 Key terms of the ANREO

Pro-rata ratio	1 new Share for every 1.5 Shares.
Timing of ANREO	All shares held at the record date of 7:00pm (AEDT) on Wednesday, 18 February 2026 had the opportunity to participate in the entitlement offer. The entitlement offer opened on 23 February 2026 and closed at 5:00pm (AEDT) on 5 March 2026.
Issue price	\$0.0030 per new Share.
Volume	Approximately 2,061 million new Shares will be issued under the entitlement offer.

Further details are included in Annexure B of the Notice
Source: Management and Notice

Resolutions 4 and 5 are seeking shareholder approval for the proposed issue of 105,331,536 Shortfall Shares to Trudell in relation to the ANREO shortfall. Trudell currently holds 1,425,798,836 shares and 251,395,491 options and, if the Proposed Transaction is approved, will hold a total of 1,531,040,372 shares and 251,395,491 options.

² Relevant interest is calculated assuming exercise of all Trudell options on issue, and no other changes to share capital or exercise of options by Non-Associated Shareholders.

1.2 Impact of the Proposed Transaction on Adherium's Capital Structure

The table below summarises the capital structure of the Company at the date of this Report, and prior to and immediately following the Proposed Transaction.

Table 5 Capital structure prior to and after the Proposed Transaction

	Number of shares	%	Number of Options and SARs	%	Relevant Interest	%
Capital structure prior to the Proposed Transaction						
Number of ordinary shares and options held by Trudell	1,425,708,836	26.4%	251,395,491	19.7%	1,677,104,327	29.8%
Number of ordinary shares, options and SARs held by Non-Associated Shareholders	3,948,021,752	73.6%	1,024,207,774	80.3%	3,948,021,752	70.2%
Total	5,373,730,588	100.0%	1,275,603,265	100.0%	5,625,126,079	100.0%
Capital structure immediately after the Proposed Transaction						
Number of ordinary shares and options held by Trudell	1,531,040,372	27.9%	251,395,491	19.7%	1,782,435,863	31.1%
Number of ordinary shares, options and SARs held by Non-Associated Shareholders	3,948,021,752	72.1%	1,024,207,774	80.3%	3,948,021,752	68.9%
Total	5,479,062,124	100.0%	1,275,603,265	100.0%	5,730,457,615	100.0%

Source: RSM analysis and securities register as at 17 April 2026

Note 1 - Relevant interest is calculated assuming exercise of all Trudell options on issue, and no other changes to share capital or exercise of options by Non-Associated Shareholders.

As set out in the table above, if the Proposed Transaction is approved, Trudell's equity interest will increase from 26.4% (undiluted) / 29.8% (fully diluted, assuming all Trudell options are exercised and no other changes) to 27.9% (undiluted) / 31.1% (fully diluted, assuming all Trudell options are exercised and no other changes), with a corresponding change in Non-Associated Shareholders' interests from 73.5% (undiluted) / 70.1% (fully diluted, assuming all Trudell options are exercised and no other changes) to 72.1% (undiluted) / 68.8% (fully diluted, assuming all Trudell options are exercised and no other changes).

At the date of this Report, Trudell held 251.4m options. Adherium has unlisted share options and stock appreciation rights ("SARs") on issue on the terms as summarised below.

Table 6 Unlisted options and SARs on issue

Option type	No.	Exercise price (\$)	Expiry date	Vested
SARS1	4,611,204	\$0.2400	20/09/2031	Yes
SARS - FY23 STI	1,968,780	\$0.0000	17/04/2029	Yes
SARs - FY24 STI	7,500,012	\$0.0600	28/07/2029	Yes
SARs - FY25 STI	5,775,439	\$0.0600	28/07/2029	Yes
SARs - FY26 LTI	4,801,086	\$0.0600	28/07/2029	Yes
Other unlisted options - OP6	1,834,635	\$0.3285	29/01/2027	Yes
Other unlisted options - OP7	1,145,105	\$0.6000	14/04/2027	Yes
Other unlisted options - UO8	7,585,800	\$0.0400	1/07/2027	Yes
Other unlisted options - UO9	307,204,041	\$0.0200	28/02/2028	Yes
Other unlisted options - UO10	305,062,185	\$0.0050	31/07/2026	Yes
Other unlisted options - UO11	578,114,978	\$0.0050	15/11/2026	Yes
Other unlisted options - UO15	50,000,000	\$0.0200	5/12/2028	Yes
Total	1,275,603,265			

Source: Securities register as at 17 April 2026

2. Scope of the Report

2.1 Purpose of this Report

Section 606 of the Act prohibits a person from acquiring a relevant interest in the issued voting shares of a public company if the transaction results in that person's voting interest going from below 20.0% to equal to or above 20.0% or increasing from above 20.0% if the increase is not covered by the 'creep' exemption (increase of no more than 3.0% within a rolling six month period).

Completion of the Proposed Transaction will result in Trudell increasing its "relevant interest"³ in the Company from 29.8% to 31.1%.

Under Section 611, Item 7 of the Act, the prohibition contained in Section 606 does not apply if the acquisition has been approved by the Non-Associated Shareholders of the Company. Accordingly, Adherium is seeking approval from the Non-Associated Shareholders for the Proposed Transaction under Section 611, Item 7 of the Act.

Section 611, Item 7 of the Act states that shareholders must be given all information that is material to the decision on how to vote at a general meeting. RG 111 advises the requirement to commission an Independent Expert's Report in such circumstances and provides guidance on the content.

2.2 Regulatory guidance

In assessing whether the Proposed Transaction is "fair" and "reasonable", we have given regard to the views expressed by ASIC in RG 111.

RG 111 provides ASIC's views on how an expert can help security holders make informed decisions about transactions. Specifically, it gives guidance to experts on how to evaluate whether or not a proposed transaction is fair and reasonable.

RG 111 states that the expert's report should focus on:

- the issues facing the security holders for whom the report is being prepared; and
- the substance of the transaction rather than the legal mechanism used to achieve it.

Where an issue of shares by a company otherwise prohibited under section 606 is approved under Item 7 of Section 611 and the effect on the company's shareholding is comparable to a takeover bid, RG 111 states that the transaction should be analysed as if it was a takeover bid.

RG 111 applies the "fair and reasonable" test as two distinct criteria in the circumstance of a takeover offer, stating:

- a takeover offer is considered "fair" if the value of the offer price or consideration is equal to or greater than the value of the securities that are the subject of the offer; and
- a takeover is considered "reasonable" if it is fair, or where the offer is "not fair" it may still be "reasonable" if the expert believes that there are sufficient reasons for security holders to accept the offer.

2.3 Adopted basis of evaluation

Consistent with the guidelines in RG 111 as summarised above, we have considered whether the Proposed Transaction is "fair" to Non-Associated Shareholders by assessing and comparing:

- the Fair Value of an Adherium Share on a controlling basis prior to the Proposed Transaction; with
- the Fair Value of an Adherium Share on a non-controlling basis immediately post completion of the Proposed Transaction.

Our assessment of the Fair Value of an Adherium Share has been prepared on the following basis:

"the value that should be agreed in a hypothetical transaction between a knowledgeable, willing but not anxious buyer and a knowledgeable, willing but not anxious seller, acting at arm's length".

Assessment of Fairness

In assessing whether we consider the Proposed Transaction to be fair to Non-Associated Shareholders, we have valued an Adherium Share prior to the Proposed Transaction on a controlling basis, and on a non-controlling basis immediately after the Proposed Transaction.

³ Relevant interest is calculated assuming exercise of all Trudell options on issue, and no other changes to share capital or exercise of options by Non-Associated Shareholders.

Assessment of Reasonableness

In accordance with RG 111, we have considered whether the Proposed Transaction is "reasonable" to Non-Associated Shareholders by undertaking an analysis of the other factors relating to the Proposed Transaction which are likely to be relevant to Non-Associated Shareholders in their decision as to whether or not to accept the Proposed Transaction.

In particular, we have considered whether the Proposed Transaction is "reasonable" by undertaking an analysis of the following factors:

- the potential advantages and disadvantages of the Proposed Transaction for the Non-Associated Shareholders, including the specific terms of the Proposed Transaction;
- the future prospects of the Company if the Proposed Transaction does not proceed;
- the trading of Adherium's Shares following the announcement of the Proposed Transaction; and
- the existence of alternative proposals;

Our assessment of the Proposed Transaction is based on economic, market and other conditions prevailing at the date of this Report.

3. Profile of Adherium Limited

3.1 Background

Adherium is a digital health technology company that develops solutions to support the management of chronic respiratory conditions such as asthma and chronic obstructive pulmonary disease (“**COPD**”). Its primary offering, the Hailie® Smartinhaler® system, combines sensor technology with mobile and desktop applications to enable remote monitoring of medication usage and adherence. The platform is designed to assist healthcare providers in managing patient treatment and may support reimbursement for eligible patient management programs.

The Hailie® system includes:

- Sensors that attach to inhalers and track medication usage;
- Bluetooth-enabled connectivity for real-time data transmission;
- Mobile and desktop applications for patients and clinicians; and
- Integration tools such as software development kits and application programming interfaces to facilitate data sharing.

The solution provides healthcare professionals with access to medication usage history, supporting the identification of adherence patterns and informing treatment decisions. It is intended to enhance disease management and reduce the burden of respiratory conditions on patients and healthcare systems.

Adherium was established in 2001 and is headquartered in Auckland, New Zealand. The company was listed on the Australian Securities Exchange (ASX) on 26 August 2015.

The Adherium group of companies comprises the Company and the following wholly owned subsidiaries:

- Adherium (NZ) Limited;
- Adherium North America, Inc.;
- Adherium Europe Ltd; and
- Nexus6 Limited (dormant).

3.2 Directors and management

The directors and key management of Adherium are summarised in the table below.

Table 7 Adherium directors and key management

Name	Title	Experience
Mr Lou Panaccio	Independent Non-executive Chair	Mr Panaccio currently sits on the boards of ASX and NASDAQ listed Avita Therapeutics Inc., ASX50 company Sonic Healthcare Limited and ASX-listed Rhythm Biosciences Limited. He is also a non-executive director of Unison Housing Limited and Non-executive Chair of Magellan Stem Cells Pty Ltd. Mr Panaccio was the Chief Executive Officer (“CEO”) and Executive Director of Melbourne Pathology for ten years to 2001, the CEO of Monash IVF until 2009 and the Executive Chairman of Health Networks Australia until 2017. Mr Panaccio holds a Bachelor of Economics from Monash University and is a Member of the Australian Institute of Company Directors.
Ms Dawn Blitz	Chief Executive Officer	Ms Blitz is an experienced executive with nearly 30 years’ experience spanning medical technology, respiratory care and digital health. Ms Blitz has successfully launched multiple medical technologies and led product lines generating revenues between US\$25m and US\$150m. She has overseen regulatory and clinical strategies across Pre-Market Approval (PMA), 510(k), and De Novo pathways, led Merger & Acquisition transactions, and secured substantial funding through federal and state grants alongside equity financing. Based in the US, Ms Blitz is leading the expansion of Adherium’s Hailie® platform in key global markets, with a particular focus on accelerating adoptions across the US.

Mr George Baran	Non-executive Director	Mr Baran has over 35 years of experience in the medical device industry and serves as Executive Chair of the Trudell Medical Limited Board of Directors as well as being a significant shareholder of Adherium. In addition to his role at Trudell, Mr Baran is an active investor in and director of several medical device and e-health/connected care companies including Sensory Technologies, Mozzaz Corporation, and Sky Medical Technology Inc. Mr Baran has been responsible for the marketing of new drug delivery technologies to medical opinion leaders and major pharmaceutical companies. This has included collaboration with business and clinical partners in the design and coordination of clinical studies. He has also been granted several US and international patents for medical devices for drug delivery and minimally invasive surgery. Mr Baran holds an MBA from the Richard Ivey School of Business, Western University, London (ON) where he currently serves on the Advisory Board of the Lawrence National Centre for Policy and Management.
Mr Jeremy Curnock Cook	Independent Non-executive Director	Mr Curnock Cook was previously interim CEO of Adherium Limited in 2019 and is an active investor in the Australian life science sector. He was formerly head of the life science private equity team at Rothschild Asset Management in the UK. At Rothschild, Mr Curnock Cook was responsible for the launch of the first dedicated biotechnology fund for the Australian market. Over his 40-year career, Mr Curnock Cook has specialised in creating value in emerging biotech enterprises, through active participation with management. He has served on over 40 boards in various roles, including chair of private and public biotechnology companies listed on NASDAQ, AMEX, LSE, TSX and ASX. Mr Curnock Cook received his MA in Natural Sciences from Trinity College in Dublin, Ireland. He is currently Managing Director of BioScience Managers Pty Ltd (PAM), and sits on the board of Avita Medical, Rex Bionics Pty Ltd, Humanetix Ltd, Marine Department Ltd, Cambridge Respiratory Innovations Ltd, and Sea Dragon Ltd. As noted, Mr Curnock Cook has an association with significant shareholder PAM through his capacity as Managing Director of BioScience Managers Pty Ltd. The board of directors is of the opinion that this does not compromise the independence of Mr Curnock Cook as, to the best of the Board's knowledge and based on advice received, he is not involved in decision making by the shareholders, and also does not control BioScience Managers Pty Ltd.
Mr Keven Gessner	Non-executive Director	Mr Gessner has more than 25 years' experience in key leadership roles for Pfizer, Teva, AstraZeneca and GlaxoSmithKline (GSK). He brings specialist expertise in leading digital health transformation in global respiratory health markets.
Mr Bruce McHarrie	Non-executive Director	Mr McHarrie is a company director and adviser in the health and life sciences sectors with over 30 years' experience. He was formerly with Telethon Kids Institute in Perth, Western Australia for 15 years, where his roles included Chief Financial Officer, Director of Operations and Director of Strategic Projects. Prior to joining Telethon Kids, Mr McHarrie was a Senior Manager at Deloitte in London before moving to Rothschild Asset Management as Assistant Director of the Bioscience Unit, a life sciences private equity group investing in early-stage biotechnology and healthcare companies. Outside his role at Adherium, he is currently an advisor to BioScience Managers (PAM). Mr McHarrie is a Fellow of the Institute of Chartered Accountants Australia and New Zealand. He holds a Bachelor of Commerce from the University of Western Australia and is a graduate member of the Australian Institute of Company Directors. Mr McHarrie was previously a director at AusCann Group Holdings Ltd and Pharmamark Nutrition Pty Ltd. As noted, as an advisor to BioScience Managers, Mr McHarrie has an association with a significant shareholder of the Company. The board of directors is of the opinion that this does not compromise Mr McHarrie's independence as to the best of the board's knowledge he is not involved in decision making by BioScience Managers and the value of the advisory services provided is not material.

Source: Company

3.3 Financial information

The information in the following section provides a summary of the consolidated financial performance of Adherium for the financial years ended 30 June 2023 ("FY23"), 30 June 2024 ("FY24") and 30 June 2025 ("FY25") as well as HY26 (collectively "the Historical Period"), extracted from the audited financial statements and interim reviewed financial statements, respectively of Adherium.

3.4 Financial performance

The table below sets out a summary of the consolidated financial performance of Adherium over the Historical Period.

Table 8 Consolidated historical financial performance

Consolidated statement of profit or loss and other comprehensive income (\$)	30-Jun-23 Audited	30-Jun-24 Audited	30-Jun-25 Audited	31-Dec-25 Reviewed
Sales	3,195,530	840,982	817,237	801,402
Cost of sales	(669,681)	(573,279)	(705,863)	(239,598)
Gross profit	2,525,849	267,703	111,374	561,804
<i>Gross profit margin (%)</i>	<i>79%</i>	<i>32%</i>	<i>14%</i>	<i>70%</i>
Other income	1,837,636	1,522,085	1,222,436	268,162
Operating expenses				
Manufacturing expenses	(833,152)	(908,538)	(655,379)	(6,826)
Research and development expenses	(4,725,231)	(4,144,960)	(3,441,138)	(664,546)
Sales and marketing expenses	(4,006,309)	(2,138,032)	(4,290,344)	(2,662,910)
Administrative expenses	(4,662,961)	(4,953,392)	(5,382,470)	(3,202,552)
Total operating expenses	(14,227,653)	(12,144,922)	(13,769,331)	(6,536,834)
EBITDA	(9,864,168)	(10,355,134)	(12,435,521)	(5,706,868)
Depreciation and amortisation	(190,872)	(108,091)	(103,330)	-
EBIT	(10,055,040)	(10,463,225)	(12,538,851)	(5,706,868)
Finance income	203,527	241,124	88,188	(155,631)
Finance expenses	(6,073)	(2,072)	(228,686)	-
Loss before income tax	(9,857,586)	(10,224,173)	(12,679,349)	(5,862,499)
Income tax credit /(expense)	-	-	-	-
Loss for the period attributable to equity holders	(9,857,586)	(10,224,173)	(12,679,349)	(5,862,499)
Other comprehensive income				
Items that may be reclassified subsequently to profit or loss when certain conditions are met: Foreign exchange differences on translation of foreign operations	6,096	(93,157)	1,365	(117,571)
Total comprehensive loss for the period	(9,851,490)	(10,317,330)	(12,677,984)	(5,980,070)
Total comprehensive loss attributable to:				
Equity holders of Adherium Limited	(9,851,490)	(10,317,330)	(12,677,984)	(5,980,070)

Source: Adherium Limited's audited financial statements and interim reviewed financial statements

We note the following in relation to Adherium's historical financial performance:

- Adherium disclosed total sales of \$3.2m for FY23, with sales comprising sensor sales and monitoring services, and new product design and engineering services of \$1.9m and \$1.3m, respectively.
- Total sales decreased to \$841k for FY24, primarily due to lower levels of sensor sales and monitoring services, with total sales comprising sensor sales and monitoring services, and new product design and engineering services of \$355k and \$486k, respectively. Total sales for FY25 were reasonably consistent with FY24 levels. FY26 revenue was higher than the prior full financial year primarily due to strong growth in Adherium's remote patient monitoring ("RPM") subscription business and higher clinical/contract revenues.
- Over the Historical Period, the Company has advanced its commercial strategy by concentrating on scalable partnerships and customer relationships, aiming to achieve positive cashflows from operations in the medium to long term by growing its RPM services, particularly in the US. Prior to FY24, the Company's core business market approach involved engaging with medical groups and remote monitoring companies, generating revenue through device sales and recurring data fees. Since July 2023, the Company has undergone a strategic shift towards offering remote patient monitoring services directly through Adherium's platform, with the Company continuing to focus on expanding its customer base through strategic partnerships with group purchasing organisations and value-based care programs.

- Amongst other partnerships and collaborations, the Company currently collaborates with SENTA Partners, a large specialty allergy and asthma group in the US, and Allergy Partners, a large allergy and asthma practice in the US,, integrating their patient populations into Adherium's remote monitoring system. Significant digital campaigns have been undertaken to prioritise conversion opportunities from a pipeline of identified RPM candidates.
- Other income of \$1.8m, \$1.5m, \$1.2m and \$268k for FY23, FY24, FY25 and HY26, respectively, comprised government grant income and research and development ("**R&D**") tax credits.
- Operating expenses comprise manufacturing, R&D costs, sales and marketing and administrative expenses.
- Operating expenses totalled \$14.2m, \$12.1m, \$13.8m and \$6.5m for FY23, FY24, FY25 and HY26, respectively. R&D activities for HY26 totalled \$665k, a decrease compared to \$4.7m, \$4.1m and \$3.4m for FY23, FY24 and FY25, respectively, with the decreased expenditure reflecting the shift from clinical trials and product development to commercialisation of existing devices and software platform. R&D costs are budgeted to increase to \$4.9m for FY26.
- Sales and marketing costs increased from \$2.1m for FY24 to \$4.3m for FY25, primarily due to the expansion in the US market resulting in increased staff and facilities expenses.
- The increase in administrative expenses from \$5.0m in FY24 to \$5.4m in FY25 was primarily due to consulting fees incurred from executive recruitment and team management programs.
- The Company disclosed net losses before income tax of \$9.9m, \$10.2m, \$12.7m and \$5.9m for FY23, FY24, FY25 and HY26, respectively.



3.5 Financial position

The table below sets out a summary of the consolidated financial position of Adherium as at 30 June 2023, 30 June 2024, 30 June 2025 and 31 December 2025.

Table 9 Consolidated historical financial position

Adherium Limited	30-Jun-23	30-Jun-24	30-Jun-25	31-Dec-25
Consolidated statement of financial position (\$)	Audited	Audited	Audited	Reviewed
Current assets				
Cash and cash equivalents	9,077,258	6,197,538	43,255	642,276
Trade and other receivables	1,968,416	1,797,416	1,078,776	1,407,669
Prepayments	228,256	151,221	439,921	401,089
Inventories	1,238,401	1,582,298	1,838,371	1,607,944
Total current assets	12,512,331	9,728,473	3,400,324	4,058,978
Non-current assets				
Property, plant and equipment	126,676	65,092	69,781	79,111
Intangibles	459	264	36	36
Right-of-use assets	41,771	93,325	45,293	19,137
Total non-current assets	168,906	158,681	115,110	98,284
Total assets	12,681,237	9,887,154	3,515,434	4,157,262
Current liabilities				
Trade and other payables	1,799,298	1,963,857	3,087,265	2,255,695
Employee provisions	959,684	772,018	1,220,243	834,978
Deferred revenue	655,284	566,788	824,170	505,399
Convertible notes	-	-	1,958,589	688,633
Borrowings	-	-	1,115,108	619,403
Lease liabilities	44,149	46,933	46,953	20,069
Total current liabilities	3,458,415	3,349,595	8,252,329	4,924,177
Non-current liabilities				
Employee provisions	8,912	10,891	26,356	20,323
Lease liabilities	-	46,272	-	-
Total non-current liabilities	8,912	57,163	26,356	20,323
Total liabilities	3,467,327	3,406,758	8,278,685	4,944,500
Net assets	9,213,910	6,480,396	(4,763,251)	(787,238)
Equity				
Issued capital	123,617,236	131,003,209	132,134,776	141,823,576
Reserves	(93,286,684)	(103,510,857)	(116,190,205)	(122,052,704)
Accumulated losses	(21,116,642)	(21,011,956)	(20,707,822)	(20,558,110)
Total equity	9,213,910	6,480,396	(4,763,251)	(787,238)

Source: Adherium Limited's audited financial statements and interim reviewed financial statements

We note the following in relation to Adherium's financial position:

- Adherium disclosed net assets of \$9.2m and \$6.5m as at 30 June 2023 and 30 June 2024, respectively, and net liabilities of \$4.8m and \$787k at 30 June 2025 and 31 December 2025, respectively. The decline in net assets was primarily due to annual net losses disclosed over the Historical Period which partially offset by capital raisings undertaken.
- In February 2026, Adherium raised approximately \$6.7m through the Placement and ANREO.

- The Company disclosed total assets of \$4.2m at 31 December 2025, primarily comprising cash (\$642k), trade and other receivables (\$1.4m), inventories (\$1.6m) and prepayments (\$401k).
- Property, plant and equipment primarily comprised manufacturing equipment, computer equipment, fixture and fittings and office equipment.
- Intangible assets comprised acquired software and intellectual property. Adherium has not capitalised material development expenditure in relation to the development of the Hailie® platform.
- At 31 December 2025, total liabilities of \$4.9m primarily comprised trade and other payables (\$2.3m), employee provisions (\$835k), deferred revenue (\$505k), convertible notes (\$689k) and current borrowings (\$619k).
- During FY25, the Company issued the 2025 Convertible Notes (approved by shareholders on 29 April 2025) to raise \$2.6m (before costs, with Trudell and PAM subscribing for \$1.2m each), with an interest rate of 10.0% per annum, and a maturity date being 9 months from the issue date.
- On 20 June 2025, PAM converted \$266,000 2025 Convertible Notes to Shares, and on 27 June 2025, Trudell converted 215,350 2025 Convertible Notes to Shares.
- Borrowings were approved by Shareholders to be converted into convertible notes in December 2025. 450k of convertible notes issued to Trudell were converted and 450k of convertible notes issued to PAM remained outstanding as at 31 December 2025. PAM has subsequently converted its convertible notes in March 2026.
- Current borrowings of \$1.1m comprised of \$900k of loans from Trudell and PAM plus accrued interest, as well as short-term related party borrowings of \$200k.

3.6 Capital structure

At the date of this Report, Adherium has c. 5.4b ordinary shares on issue, of which 86.3% were held by the top 20 shareholders as summarised in the table below.

Table 10 Adherium shareholder summary

Shareholder	Number	%
Trudell Medical Ltd	1,425,708,836	26.5%
Phillip Asset Management Limited	743,454,736	13.8%
J P Morgan Nominees Australia Pty Limited	494,410,173	9.2%
Citicorp Nominees Pty Limited	485,086,033	9.0%
HSBC Custody Nominees (Australia) Limited	319,082,640	5.9%
Neweconomy Com Au Nominees Pty Limited <900 Account>	185,169,207	3.4%
K One W One Limited	138,910,010	2.6%
Alianda Oaks Pty Ltd	133,069,034	2.5%
K One W One Ltd	105,817,070	2.0%
Mr Andrew Rhys Jackson	105,105,339	2.0%
Gee Nominees Pty Ltd <Eshuys Investment A/C>	87,838,794	1.6%
Ginga Pty Ltd <T G Klinger Super Fund A/C>	83,333,333	1.6%
UBS Nominees Pty Ltd	65,686,596	1.2%
GMC Investments (Aust) Pty Ltd <Gmc Investment A/C>	50,000,000	0.9%
Merrill Lynch (Australia) Nominees Pty Limited	49,720,207	0.9%
Vilmos Pty Ltd <Panaccio Investment A/C>	38,333,340	0.7%
Vanhop Pty Ltd <Vanhop Super Fund A/C>	34,560,000	0.6%
Berne No 132 Nominees Pty Ltd <791994 A/C>	33,333,333	0.6%
Netwealth Investments Limited <Wrap Services A/C>	32,333,334	0.6%
G&A Eshuys Superannuation Pty Ltd <G&A Eshuys S/F A/C>	28,333,333	0.5%
	4,639,285,348	86.3%
Other Shareholders	734,445,240	13.7%
Total	5,373,730,588	100.0%

Source: Securities register as at 17 April 2026

As at the date of this Report, Adherium has c. 1.3b unlisted options and SARs on issue with the terms summarised below.

Table 11 Summary of options and SARs

Option type	No.	Exercise price (\$)	Expiry date	Vested
SARS1	4,611,204	\$0.2400	20/09/2031	Yes
SARS - FY23 STI	1,968,780	\$0.0000	17/04/2029	Yes
SARs - FY24 STI	7,500,012	\$0.0600	28/07/2029	Yes
SARs - FY25 STI	5,775,439	\$0.0600	28/07/2029	Yes
SARs - FY26 LTI	4,801,086	\$0.0600	28/07/2029	Yes
Other unlisted options - OP6	1,834,635	\$0.3285	29/01/2027	Yes
Other unlisted options - OP7	1,145,105	\$0.6000	14/04/2027	Yes
Other unlisted options - UO8	7,585,800	\$0.0400	1/07/2027	Yes
Other unlisted options - UO9	307,204,041	\$0.0200	28/02/2028	Yes
Other unlisted options - UO10	305,062,185	\$0.0050	31/07/2026	Yes
Other unlisted options - UO11	578,114,978	\$0.0050	15/11/2026	Yes
Other unlisted options - UO15	50,000,000	\$0.0200	5/12/2028	Yes
Total	1,275,603,265			

Source: Securities register as at 17 April 2026 and ASX

At the date of this Report, Trudell held 251,395,491 unlisted options.

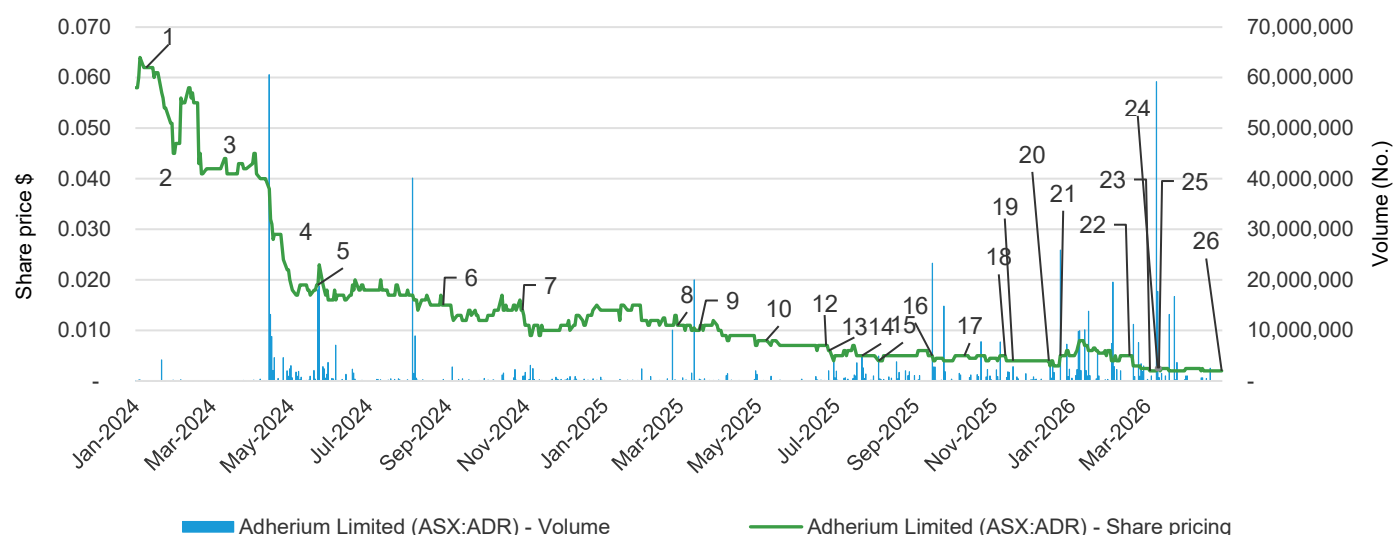
We have considered the potential dilutionary impact of all unlisted options and SARs on issue at the date of this Report, in our assessment of an Adherium Share prior to and post the Proposed Transaction in Section 6 of this Report.

Further details on the assumptions and inputs we have used to value the potential dilutionary impact of the options and SARs are set out in Appendix D.

3.7 Share Price Performance

A summary of ADR's share price movement for the period from 1 January 2024 to 29 April 2026 is set out in the figure below.

Figure 2 Adherium historical share price and traded volumes



Source: S&P Capital IQ and ASX

Over the period between 1 January 2024 and 29 April 2026, Adherium shares traded at a low of \$0.0020 to a high of \$0.0640.

Significant announcements made over the period 1 January 2024 to the date of this Report are summarised in the table below.

Table 12 ADR selected announcements

Ref	Date	Comment
1	16-Jan-2024	ADR announced the resignation of Rick Legleiter as Chief Executive Officer.
2	1-Feb-2024	The Company announced the appointment of new CEO, Dr Paul Mastoridis. As part of his appointment, Dr Mastoridis would contribute his expertise to bolster the Company's commercialisation and market penetration strategy for its lead product, the Hailie® Smartinhaler® system, with an immediate focus on the US market.
3	29-Feb-2024	The Company released its half-yearly report and financial statements for the half-year ended 31 December 2023, reporting a net loss from ordinary activities of \$4.7m for the period.
4	26-Apr-2024	ADR announced the Company had received binding commitments to raise up to \$1.57m before costs via a placement. The placement would be undertaken in two tranches with the second tranche including the CEO and director participation. On the same day, ADR also announced that the Company proposed to undertake a fully underwritten non-renounceable entitlement offer of new shares and new options to eligible shareholders to raise up to approximately \$6.8m before costs. Funds raised under the placement and non-renounceable entitlement offer of \$8.37m (before costs) would be used to advance US commercialisation of Adherium's Hailie® Smartinhaler® technology noting that 12 US Food and Drug Administration ("FDA") (510k) cleared inhalation sensors on market.
5	23-May-2024	ADR announced that the non-renounceable entitlement offers to raise approximately \$6.8m (before costs) at \$0.02 per new share had closed. Under the terms of the non-renounceable entitlement offer, approximately 340m new shares would be issued, together with 1 new attaching unlisted option for every new share subscribed under the offer, exercisable at \$0.03 per option and expiring 30 June 2025.
6	29-Aug-2024	ADR released its annual report, disclosing net losses after tax of \$10.2m for the year ended 30 June 2024.
7	30-Oct-2024	ADR announced the termination of Dr Paul Mastoridis as the Company's Chief Executive Officer, effective on 7 January 2025.

8	28-Feb-2025	ADR released its half-yearly report and accounts, reporting a net loss from ordinary activities of \$5.8m for the half-year ended 31 December 2024.
9	18-Mar-2025	ADR announced firm commitments received for a \$2.6m capital raising by means of the issue of the 2025 Convertible Notes. Cornerstone investors included international healthcare investment firm, Bioscience Managers (PAM), and global respiratory device manufacturer, Trudell, each contributing \$1.2m to the capital raise.
10	8-May-2025	ADR announced key leadership appointments to support strategic marketing and sales efforts for its product in the US. Mr Keven Gessner has been appointed in a key advisory role as Non-Executive Director. Mr Jason Hochman was appointed Head of US Commercial/GTM, and Mr David Haddad was appointed Head of Product.
11	19-May-2025	ADR announced that the Company had raised \$900k through the issue of the Trudell Convertible Notes and the PAM Convertible Notes via a subscription agreement (subject to shareholder approval) and had advanced the subscription amount by way of the Trudell Loan and the PAM Loan.
12	24-Jun-2025	ADR announced that the Company proposed to undertake the partially underwritten accelerated non-renounceable entitlement offer of new shares and new options to eligible shareholders to raise up to \$4m (capped) before costs (ANREO). Funds raised would be used to engage employees and contractors in the US to onboard more customers and data scientists to conduct impact evidence, recruit a CEO, and general working capital.
13	26-Jun-2025	ADR announced that it had successfully closed the institutional component of the ANREO. In response to strong institutional demand, the Board had elected to accept full subscriptions and upscale the offer to \$4.492m. The successful completion of the retail component of the ANREO was announced on 17 July 2025.
14	22-Jul-2025	The Company announced the appointment of Dawn Blitz as CEO, effective immediately.
15	4-Aug-2025	ADR announced firm commitments received for a \$0.35m institutional placement (before costs) at \$0.005 per share and (and on the same terms as the ANREO). The proceeds, together with existing cash reserves and proceeds from the ANREO would be used to advance the Company's growth plan and strengthen the balance sheet.
16	15-Sep-25	The Company announced preliminary results from its iCARE study, conducted in partnership with Intermountain Health, a nonprofit US health provider, and CareCentra, an AI-driven prevention as-a-service remote monitoring platform, showing positive clinical outcomes, including significant adherence rates and consistent patient engagement for patients with COPD and asthma. The Company considered that the preliminary results were material under Listing Rule 3.1 as these results demonstrated the scalability of the Hailie® platform in the US health system.
17	10-Oct-25	Adherium Limited announced an Early Exercise Incentive Offer for eligible option holders who participated in its recent placement and ANREO. Option holders who exercise their existing options by 15 November 2025 will receive one bonus option for each option exercised (on the same terms as the Bonus Options announced on 26 June 2025). Each Bonus Option will have an exercise price of \$0.005 and expire on 15 November 2026. The company encourages early exercise before 16 October 2025 to assist with processing and cash-flow management. All resulting shares and bonus options will be issued simultaneously to ensure compliance with the 19.9% voting power limit under the Act.
18	11-Nov-25	As a result of the exercise of 494,501,041 options, the Company issued and allotted fully paid ordinary shares at an issue price of \$0.005 to raise \$2,472,505, effective immediately.
19	17-Nov-25	The Company entered into an engagement agreement with Stralis Capital Partners Pty Ltd to act as the Company's strategic advisor and capital markets adviser in connection with the Company's capital management initiatives, including the early exercise of options and any future equity capital raising activities.
20	15-Dec-2025	The Company released its quarter-to-date sales update reporting continued growth into Q2 FY26.
21	24-Dec-2025	The Company announced that it had exceeded its CY2025 device shipment milestones, which was considered the Company's most operationally significant growth objective. Additionally, the Company signalled strong, repeatable device uptake forecast for the New Year and beyond.
22	16-Feb-2026	ADR announced it was undertaking a placement and a 1-for-1.5 pro-rata ANREO to raise up to \$7.52m to fund commercial initiatives focused on the growth of RPM channel and support progress toward value-based care contracts with U.S. insurers.

23	27-Feb-2026	ADR released its half-year results for the period ended 31 December 2025, outlining financial performance and operational progress across its RPM rollout, including revenue growth and continued investment in U.S. commercialisation.
23	4-Mar-2026	ADR announced that the board appointed Ms Victoria Durrans as an alternate director to Mr Jeremy Curcock Cook, effective immediately.
24	10-Mar-2026	The Company provided an update showing continued momentum in its RPM business, including strong growth in subscriptions, device shipments, and activations, highlighting accelerating adoption in its U.S. patient monitoring channel.
25	11-Mar-2026	ADR released clinical findings from its iCARE respiratory program showing a 67.0% reduction in hospitalisations and material cost-of-care savings, reinforcing the clinical and economic value of its platform in chronic respiratory disease management.
26	29-Apr-2026	The Company reported its quarterly update, outlining operational progress and cash flow, including ongoing commercialisation of its respiratory monitoring technology and current funding position. The report primarily focused on financial performance for the quarter and the company's cash balance.

Source: S&P Capital IQ and ASX announcements



4. Valuation approach

4.1 Valuation methodologies

RG 111 proposes that it is generally appropriate for an expert to consider using the following valuation methodologies:

- the discounted cash flow (“**DCF**”) method and the estimated realisable value of any surplus and non-operating assets and liabilities;
- the application of earnings multiples to the estimated future maintainable earnings added to the estimated realisable value of any surplus assets and non-operating assets and liabilities;
- the amount which would be available for distribution on an orderly realisation of assets;
- the quoted price for listed securities; and
- any recent genuine offers received.

We consider that the valuation methodologies proposed by RG 111 can be split into three valuation methodology categories, as follows.

Market based methods

Market based methods estimate the fair value by considering the market value of a company’s securities or the market value of comparable companies. Market based methods include;

- the quoted price for listed securities; and
- industry specific methods.

The recent quoted price for listed securities method provides evidence of the fair value of a company’s securities where they are publicly traded in an informed and liquid market.

Industry specific methods usually involve the use of industry rules of thumb to estimate the fair value of a company and its securities. Generally, rules of thumb provide less persuasive evidence of the fair value of a company than other market-based valuation methods because they may not account for company specific risks and factors.

Income based methods

Income based methods estimate value by calculating the present value of a company’s estimated future stream of earnings or cash flows. Income based methods include:

- discounted cash flow;
- capitalisation of future maintainable earnings (“**CFME**”).

The DCF technique has a strong theoretical basis, valuing a business on the net present value of its future cash flows. It requires an analysis of future cash flows, the capital structure and costs of capital and an assessment of the residual value or the terminal value of the company’s cash flows at the end of the forecast period. This method of valuation is appropriate when valuing companies where future cash flow projections can be made with a reasonable degree of confidence.

CFME is generally considered a short form DCF, where an estimation of the Future Maintainable Earnings (“**FME**”) of the business, rather than a stream of cash flows is capitalised based on an appropriate capitalisation multiple. Multiples are derived from the analysis of transactions involving comparable target companies and the trading multiples of comparable listed companies. This methodology is commonly applied where earnings are stable and a FME stream can be established with a degree of confidence. Capitalisation multiples can be applied to either estimates of future maintainable operating cash flows, EBITDA, EBIT or net profit after tax (“**NPAT**”). The earnings from any surplus and non-operating assets and liabilities are excluded from the estimate of FME and the value of such assets and liabilities is separately added/subtracted to the value of the business in order to derive the total value of the company. The appropriate multiple to be applied is usually derived from an analysis of stock market trading multiples of comparable listed companies (which do not include a control premium) and the implied multiples paid in comparable transactions (which include a control premium).

Asset based methods

Asset based methodologies estimate the fair value of a company’s securities based on the realisable value of its identifiable net assets. Asset based methods include:

- orderly realisation of assets method;
- liquidation of assets method; and
- net assets on a going concern basis.

The value achievable in an orderly realisation of assets is estimated by determining the net realisable value of the assets of a company which would be distributed to security holders after payment of all liabilities, including realisation costs and taxation charges that arise, assuming the company is wound up in an orderly manner. This technique is particularly appropriate for businesses with relatively high asset values compared to earnings and cash flows.

The liquidation of assets method is similar to the orderly realisation of assets method except the liquidation method assumes that the assets are sold in a shorter time frame. The liquidation of assets method will result in a value that is lower than the orderly realisation of assets method and is appropriate for companies in financial distress or where a company is not valued on a going concern basis.

The net assets on a going concern method estimates the market values of the net assets of a company but unlike the orderly realisation of assets method it does not take into account realisation costs. Asset based methods are appropriate when companies are not profitable, a significant proportion of the company's assets are liquid, or for asset holding companies.

4.2 Selection of valuation methodologies

Valuation of an Adherium Share prior to the Proposed Transaction

In assessing the Fair Value of an Adherium Share prior to the Proposed Transactions, we have selected the following valuation methodologies:

- Quoted market price of listed securities ("**QMP**") (primary methodology); and
- Net assets on a going concern methodology ("**net assets**") (secondary methodology).

Primary methodology – quoted market price of listed securities

Income based methods are appropriate where earnings of a business are maintainable and sufficient to justify a value exceeding the value of the underlying assets. Adherium is at the early stages of commercialisation of its Hailie® Smartinhaler® system, the Company is loss making and has actively sought funding over the last three years to fund existing research, marketing and its growth strategy.

Regulatory Guide 170 – Prospective financial information ("**RG 170**") gives detailed guidance on what is considered a reasonable basis for stating prospective financial information. While RG 170 is expressed to apply to fundraising documents under Chapters 6 and 7 of the Act, it provides useful guidance for inclusion of and use of prospective financial information in expert reports.

RG 170 states that indicative factors that may amount to reasonable grounds for stating prospective financial information include when:

- the information relates to options on forward-sales contracts or leases that lock in future expenses and revenue;
- the information is underpinned by independent industry experts' reports and/or independent accountants' reports; and
- the information includes reasonable short-term estimates (not exceeding two years).

Having regard to RG 170 and that the Company does not have forward-sales contracts at the date of this Report, we do not consider that there are sufficiently reasonable grounds to rely on financial forecasts under the requirements of RG 111, and therefore, we have not utilised an income-based methodology in our assessment of a Fair Value for an Adherium Share.

Notwithstanding the low liquidity of the Company's shares (discussed in further detail in Section 5), we have utilised the QMP methodology as our primary methodology in valuing an Adherium Share, noting that the Company has undertaken a number of placements over the last four years.

Secondary methodology – net assets on a going concern

The Company disclosed net liabilities of \$787k as at 31 December 2025 and Adherium does not capitalise material development expenditure in relation to the development of the Hailie® platform. Nonetheless, we have utilised the net assets basis as our secondary valuation methodology. In utilising this methodology, we have relied upon the net book value of assets and liabilities as set out in Adherium's interim audited half-year financial statements as at 31 December 2025, adjusted for material movements post 31 December 2025.

Valuation of an Adherium Share immediately after the Proposed Transaction

We have utilised our assessed Fair Value of an Adherium Share using the QMP methodology in our assessment of the Fair Value of an Adherium Share immediately following completion of the Proposed Transaction, adjusted for the terms of the Proposed Transaction.

Our assessment of the Fair Value of an Adherium Share post the Proposed Transaction has been undertaken by considering the Fair Value of an Adherium Share if the Proposed Transactions is approved.

If the Proposed Transaction is approved, Trudell's relevant interest⁴ in the Company would increase from 29.8% to 31.1%, with a corresponding dilution in Non-Associated Shareholders' interests from 70.2% to 68.9% (on a fully diluted basis assuming no other options or SARs are exercised by Non-Associated Shareholders).

In accordance with RG 111, we have ascribed a discount for lack of control ("**DLOC**") to the value of an Adherium Share immediately after the Proposed Transaction.

⁴ Relevant interest is calculated assuming exercise of all Trudell options on issue, and no other changes to share capital or exercise of options by Non-Associated Shareholders.

5. Valuation of an Adherium Share prior to the Proposed Transaction

5.1 Quoted price of listed securities methodology

As set out in Section 4, we have assessed the Fair Value of an Adherium Share prior to the Proposed Transaction using the QMP methodology as our primary valuation methodology.

Accordingly, we have considered the recent quoted market price for Adherium Shares on the ASX prior to the announcement of the Proposed Transaction.

RG 111.69 indicates that for the quoted market share price methodology to represent a reliable indicator of Fair Value, there needs to be an active and liquid market for the securities.

The following characteristics may be considered to be representative of a liquid and active market:

- regular trading in the company's securities;
- approximately 1.0% of a company's securities traded on a weekly basis;
- the bid/ask spread of a company's shares must not be so great that a single majority trade can significantly affect the market capitalisation of the company; and
- there are no significant but unexplained movements in share price.

The Proposed Transaction was announced on 16 February 2026. To provide further analysis of the quoted market prices for Adherium's Shares, we have considered the Volume Weighted Average Price ("VWAP") for the 5, 10, 30, 60, 90, 120 and 180 calendar days prior to the announcement date, as summarised in the table below.

Table 13 VWAP of Adherium Shares

Calendar days	Share price Low \$	Share price High \$	No. of days traded	Volume traded	Value traded \$	VWAP \$	Percentage of issued capital %
5 days	0.005	0.005	1	63	0	0.005	0.00%
10 days	0.004	0.005	3	4,251,491	19,002	0.004	0.14%
30 days	0.004	0.007	16	41,949,411	184,982	0.004	1.36%
60 days	0.003	0.008	33	137,013,498	761,872	0.006	4.63%
90 days	0.003	0.008	47	145,448,039	792,747	0.005	5.19%
120 days	0.003	0.008	64	177,857,949	941,945	0.005	6.82%
180 days	0.003	0.008	97	238,308,705	1,221,518	0.005	10.10%

Source: S&P Capital IQ Pro and RSM analysis

As set out in the table above, the Company's shares traded between \$0.0030 to \$0.0080 over the 180-day period prior to 16 February 2026, and the VWAP ranged from \$0.0040 to \$0.0060 over the same period.

We note the following:

- during the 180 days leading up to 16 February 2026, 10.1% of the issued capital was traded, and in the 90 days leading up to 16 February 2026, 5.2% of the issued capital was traded;
- shares were traded on 97 days in the 180-day period leading up to 16 February 2026;
- the bid/ask spread is often used to measure efficiency. For the 180-day period, the closing bid/ask spread of Adherium averaged 22.6% of the midpoint price. On the basis, over a comparable period, all stocks trading on the ASX had an effective average bid/ask spread of 0.2%⁵. We therefore consider the bid/ask spread of the Company to be large; and
- notwithstanding the level of liquidity, Adherium complies with the full disclosure regime required by the ASX. As a result, the market is fully informed about the performance of the Company.

Based on the recent trading in the Company's shares and having particular regard to the 10- to 30-day VWAP, we have assessed the value of a Share on a minority interest (non-controlling interest) basis to be \$0.0040.

⁵ Equity market data for the quarter ended 31 December 2025 - ASIC

Control premium

Obtaining control of an entity usually provides the acquirer with a number of advantages including the following:

- access to potential synergies
- control over decision making and strategic direction;
- access to underlying cash flows; and
- control over dividend policies.

In the case of publicly traded securities, given the advantages control of an entity provides an acquirer, they are usually expected to pay a premium to the quoted market price to achieve control, which is often referred to as a control premium. Earnings multiples for listed companies do not reflect the market value of a controlling interest in the company as they are derived from market prices which usually represent the buying and selling of non-controlling portfolio holdings (small parcels of shares).

As the Proposed Transaction represents a control transaction, in assessing the value of a Share, we have applied a premium for control.

RSM has conducted a study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020 (“**RSM Control Premium Study**”). In determining the control premium, RSM compared the offer price to the closing trading price of the target company 20, 5 and 2 trading days pre the date of the announcement of the offer. Where the consideration included shares in the acquiring company, RSM used the closing share price of the acquiring company on the day prior to the date of the offer.

The table below sets out a summary of average control premiums of the RSM Control Premium Study (which are all disclosed AT the equity value level).

Table 14 RSM Control Premium Study

	Number of transactions	20 days pre	5 days pre	2 days pre
Average control premium (all industries)	605	34.7%	29.2%	27.1%

Source: RSM Control Premium Study

Based on the above, we consider that a control premium in the range of 25.0% to 35.0% is appropriate in assessing the Fair Value of an Adherium Share on a controlling interest basis.

Conclusion

The table below sets out our assessment of the Fair Value of an Adherium Share on a controlling basis utilising the QMP methodology.

Table 15 Assessed Fair Value of an Adherium Share – QMP methodology

	Low	High	Mid
Quoted market price (non-controlling basis)	\$0.0040	\$0.0040	\$0.0040
Control premium	25.0%	35.0%	30.0%
Assessed Value of an Adherium Share (controlling basis)	\$0.0050	\$0.0054	\$0.0052

Source: RSM analysis

As set out above, we have assessed the Fair Value of an Adherium Share on a controlling interest basis using the QMP methodology to be in the range of \$0.0050 to \$0.0054, with a preferred value of \$0.0052.

5.2 Net assets on a going concern basis

We have assessed the Fair Value of an Adherium Share using the net assets methodology as our secondary valuation methodology and relied upon the net book value of assets and liabilities as set out in the Company's consolidated interim audited statement of financial position as at 31 December 2025, adjusted for material transactions subsequent to 31 December 2025 to the date of this Report.

We have also had regard to R&D expenses incurred by the Company over the Historical Period in our assessment of the Fair Value of an Adherium Share. We consider the R&D expenses incurred from FY23 to HY26 to be reasonably reflective of expenses necessarily incurred to facilitate the development and commercialisation of the Hailie® ecosystem, including obtaining US FDA clearances for over the counter sales of various Hailie® sensors in the US and other countries globally. Whilst we have had regard to R&D expenses incurred prior to FY22 in our adjustment, we consider that costs incurred prior to FY22 would likely be considered obsolete due to the passage of time.

Our assessment of the Fair Value of an Adherium Share prior to the Proposed Transaction is set out below.

Table 16 Assessed Fair Value of Adherium prior to the Proposed Transaction (controlling interest basis)

Adherium Limited Net asset valuation	As at 31-Dec-25 Reviewed	Notes	Adjustments	Assessed Value prior to the Proposed Transaction
Current assets				
Cash and cash equivalents	\$642,276	1, 2	\$2,436,000	\$3,078,276
Trade and other receivables	\$1,407,669		-	\$1,407,669
Prepayments	\$401,089		-	\$401,089
Inventories	\$1,607,944		-	\$1,607,944
Total current assets	\$4,058,978		\$2,436,000	6,494,978
Non-current assets				
Property, plant and equipment	\$79,111		-	\$79,111
Intangible assets	\$36	3	\$12,975,000	\$12,975,036
Right-of-use assets	\$19,137	4	(\$19,137)	-
Total non-current assets	\$98,284		\$12,955,863	13,054,147
Total assets	\$4,157,262		\$15,391,863	\$19,549,125
Current liabilities				
Trade and other payables	\$2,255,695		-	\$2,255,695
Employee provisions	\$834,978		-	\$834,978
Deferred revenue	\$505,399		-	\$505,399
Convertible notes	\$688,633	5	(688,633)	-
Borrowings	\$619,403		-	\$619,403
Lease liabilities	\$20,069	4	(\$20,069)	-
Potential dilutionary impact of Options	-	6	\$268,883	\$268,883
Total current liabilities	\$4,924,177		-\$439,819	\$4,484,358
Non-current liabilities				
Employee provisions	\$20,323		-	\$20,323
Total non-current liabilities	\$20,323		-	\$20,323
Total liabilities	\$4,944,500		-\$439,819	\$4,504,681
Net assets	(\$787,238)		\$15,831,682	\$15,044,444
Number of Shares on issue (no.)	5,373,730,588	7		5,373,730,588
Assessed Fair Value per Share (controlling basis)	(\$0.0001)			\$0.0028

Source: RSM analysis

Adjustments

1. We have adjusted cash and cash equivalents as at 31 December 2025 having regard to the Company's actual operational cash flows to 31 March 2026 and forecast operational cash flows for April 2026. We have made a negative adjustment of \$4.0m based on the movement in actual and forecast operational cash flows from 1 January 2026 to 30 April 2026 (exclusive of the capital raises discussed in note 2 below).
2. We have adjusted cash and cash equivalents as at 31 December 2025 for post 31 December 2025 capital raised of \$6.4m, as disclosed in the Company's quarterly cash flow report for the quarter ending 31 March 2026, comprising:
 - \$6.8m from the issuance of equity;
 - \$127k from the exercise of options; less
 - \$479k of costs related to the institutional placement and ANREO.
3. We have adjusted intangible assets by \$13.0m based on the following:
 - Adherium has not capitalised development expenditure in relation to the Hailie® solution but has consistently incurred R&D expenditure to develop the Hailie® ecosystem which comprises both sensors (hardware and related firmware) and software (mobile applications, software development, desktop connection and the cloud platform); and
 - we have extracted the Company's historical R&D expenditure incurred for FY23, FY24, FY25 and HY26 from the interim reviewed financial statements. Management considers that the \$13.0m in expenditure has been attributed to overall development of the current Hailie® ecosystem. Accordingly, we have adjusted intangible assets for an additional \$13.0m in our assessment of a more accurate reflection of the Company's underlying intellectual property and value.
4. We have excluded right-of-use assets and corresponding lease liabilities as we consider that, absent of any impairment of the right-of-use assets, or leases being at non-market rates, a market participant would value the right-of-use assets and corresponding lease liabilities at the same value.
5. We have adjusted convertible notes to reflect convertible notes and accrued interest having been converted to equity post 31 December 2025.
6. We have included the potential dilutionary impact of unlisted options on issue at the date of this Report in our assessment of the Fair Value of an Adherium Share prior to the Proposed Transaction using the net assets on a going concern basis. Further details on the assumptions and inputs we have used to value the potential dilutionary impact of the unlisted options is set out in Appendix D.

We have not made any adjustments for the potential dilutionary impact of unlisted options in our valuation using the QMP methodology prior to the Proposed Transaction as the market is fully informed about the existing options on issue, and accordingly, we consider the share price would have factored in the potential dilutionary impact.
7. We have adopted the total number of ordinary shares on issue as per the securities register dated 17 April 2026 of 5,361,215,589.

Conclusion

Based on the above, our assessed Fair Value of an Adherium Share prior to the Proposed Transaction using the net assets methodology (on a control basis) is \$0.0028. As the methodology assumes 100.0% ownership, no further premium is considered necessary.

5.3 Valuation summary of an Adherium Share prior to the Proposed Transaction

A summary of our assessed values of an Adherium Share prior to the Proposed Transaction is set out in the table below.

Table 17 Valuation of an Adherium Share prior to the Proposed Transaction

	Low	High	Preferred
Quoted price of listed securities - primary methodology	\$0.0050	\$0.0054	\$0.0052
Net assets on a going concern - secondary methodology	\$0.0028	\$0.0028	\$0.0028

Source: RSM analysis

In our opinion, the QMP methodology provides a better indicator of the Fair Value of an Adherium Share, having regard to the most recent capital raisings under both the ANREO and the Placement at \$0.0030 per share, noting that these both represent issuances of minority share interests, with the difference reflecting the market's valuation of Adherium's intellectual property at a higher valuation than our replacement cost estimate.

Accordingly, we consider the Fair Value of an Adherium Share prior to the Proposed Transaction to be in the range of \$0.0050 to \$0.0054, with a preferred value of \$0.0052.



6. Valuation of an Adherium Share immediately after the Proposed Transaction

Our assessment of the Fair Value of an Adherium Share immediately after the Proposed Transaction (on a non-controlling basis) and derived under the QMP methodology is set out in the table below.

Table 18 Assessed Fair Value of an Adherium Share immediately after the Proposed Transaction (non-controlling basis)

\$	Note	Low	High	Mid
Fair Value per Share prior to the Proposed Transaction (controlling basis)		\$0.0050	\$0.0054	\$0.0052
Number of Shares on issue (a)		5,373,730,588	5,373,730,588	5,373,730,588
Fair Value of Adherium prior to the Proposed Transaction (controlling)		\$26,868,653	\$29,018,145	\$27,943,399
Cash raised from the Shortfall Shares	2	\$315,995	\$315,995	\$315,995
Fair Value of Adherium post to the Proposed Transaction (controlling)		\$27,184,648	\$29,334,140	\$28,259,394
Number of Shares on issue prior to the Proposed Transaction (a)		5,373,730,588	5,373,730,588	5,373,730,588
Number of Shares issued in the Proposed Transaction (no.) (b)	1	105,331,536	105,331,536	105,331,536
Number of Shares on issue if the Proposed Transaction is approved (no.) (a) + (b)		5,479,062,124	5,479,062,124	5,479,062,124
Fair Value per Share (controlling basis)		\$0.0050	\$0.0054	\$0.0052
Discount for minority interest	3	(25.9%)	(20.0%)	(23.1%)
Fair Value per Share (non-controlling interest)		\$0.0037	\$0.0043	\$0.0040

Source: RSM analysis

The assessment of the Fair Value of an Adherium Share immediately after the Proposed Transaction is based on our assessed Fair Value of an Adherium Share prior to the Proposed Transaction utilising the QMP methodology and the following pro forma adjustments.

Adjustments

1. We have increased the number of shares on issue if the Proposed Transaction is approved, with the adjustment comprising the 105,331,536 Shortfall Shares.
2. An adjustment has been made for the cash raised from the ANREO shortfall if the Proposed Transaction is approved, which amounts to approximately \$316k.
3. If the Proposed Transaction is approved, Trudell's relevant interest⁶ in the Company would increase from 29.8% to 31.1%, with a corresponding dilution in Non-Associated Shareholders' interests. In accordance with RG 111, we have ascribed a DLOC to the value of an Adherium Share immediately after the Proposed Transaction.

A discount for a minority interest (non-controlling interest) is the inverse of a premium for control. We have therefore applied a discount of 20.0% to 25.9% (rounded), being the inverse of the control premium (25.0% to 35.0%) utilised in our assessment of the Fair Value of an Adherium Share using the QMP methodology on a controlling basis.

Conclusion

Based on the above, our assessed Fair Value of an Adherium Share immediately after the Proposed Transaction is \$0.0037 to \$0.0043, with a mid-point of \$0.0040.

⁶ Relevant interest is calculated assuming exercise of all Trudell options on issue, and no other changes to share capital or exercise of options by Non-Associated Shareholders.

7. Is the Proposed Transaction Fair to Non-Associated Shareholders?

In assessing whether we consider the Proposed Transaction to be fair and reasonable to Non-Associated Shareholders, we have compared the Fair Value of an Adherium Share on a controlling basis prior to the Proposed Transaction with the Fair Value of an Adherium Share on a non-controlling basis immediately post completion of the Proposed Transaction.

Our assessed values are summarised in the table below.

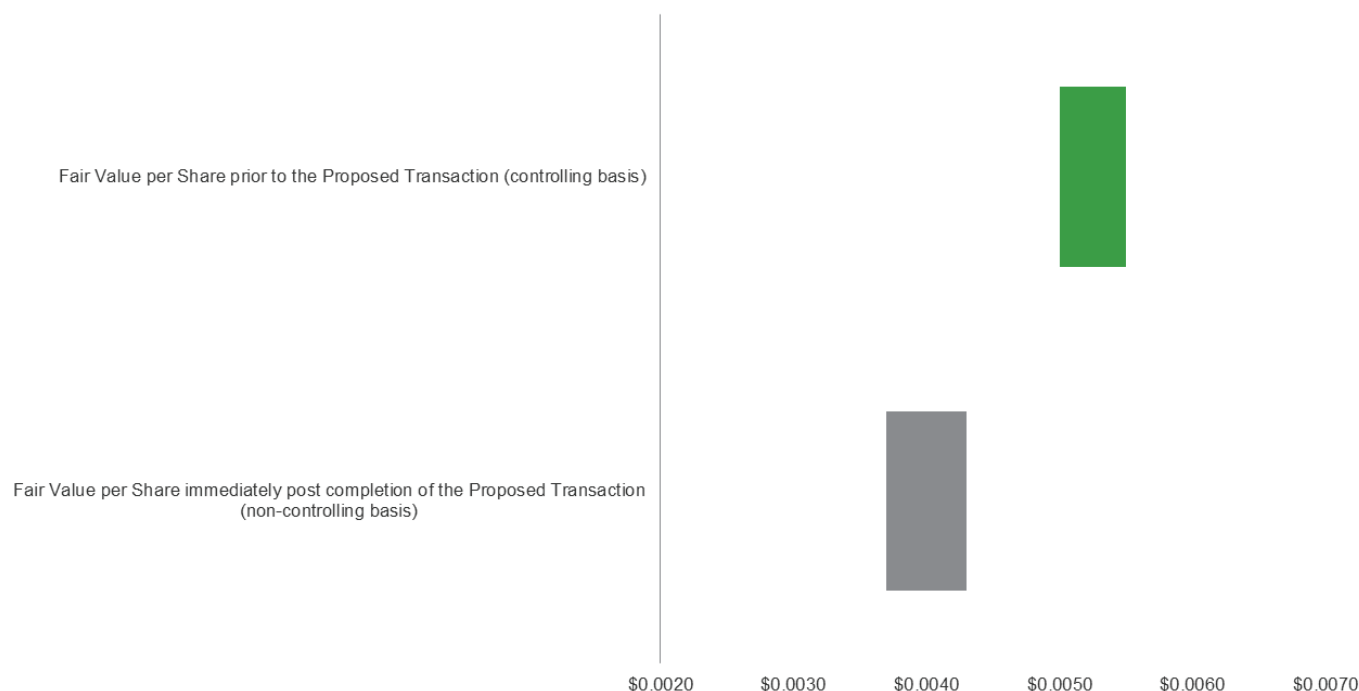
Table 19 Valuation summary

	Low	High	Preferred
Fair Value per Share prior to the Proposed Transaction (controlling basis)	\$0.0050	\$0.0054	\$0.0052
Fair Value per Share immediately post completion of the Proposed Transaction (non-controlling basis)	\$0.0037	\$0.0043	\$0.0040

Source: RSM analysis

The above comparison is presented graphically below.

Figure 3 Valuation summary



Source: RSM analysis

The Fair Value of an Adherium Share (on a non-controlling interest basis) immediately post completion of the Proposed Transaction is less than the Fair Value of an Adherium Share (on a controlling interest basis) prior to the Proposed Transaction. Accordingly, in accordance with the guidance set out in RG 111 and in the absence of any other relevant information, and for the purposes of Section 611 (Item 7) of the Act, we consider the Proposed Transaction to be **not fair** to Non-Associated Shareholders.

8. Is the Proposed Transaction Reasonable to Non-Associated Shareholders?

RG 111 establishes that an offer is reasonable if it is fair. It might also be reasonable if, despite not being fair, there are sufficient reasons for security holders to accept the offer in the absence of a higher bid before the offer closes. As such, we have also considered the following factors in relation to the reasonableness aspect of the Proposed Transaction:

- the future prospects of the Company if the Proposed Transaction does not proceed;
- the trading of Adherium's Shares following the announcement of the Proposed Transaction;
- commercial advantages and disadvantages of the Proposed Transaction for the Non-Associated Shareholders, including the specific terms of the Proposed Transaction; and
- the existence of alternative proposals.

8.1 Future Prospects of Adherium if the Proposed Transaction does not proceed

In its interim financial statement for HY26, Adherium disclosed net losses after tax of \$5.8m and cash and cash equivalents of \$642k as at 31 December 2025.

The interim reviewed financial statements for HY26 included an emphasis of matter in the independent auditor's report issued by RSM Australia Partners which stated that a material uncertainty existed that may cast significant doubt on the Company's ability to continue as a going concern. Whilst the auditor's conclusion was not modified in respect of this matter, it was noted that Adherium's ability to continue as a going concern was dependent on whether Adherium could raise additional capital until the Company is supported by cash flows from operations.

Adherium completed a capital raising in February 2026 of approximately \$6.7m, comprising an institutional placement raising \$1.3m at \$0.0030 per share and the institutional component of the ANREO raising \$5.4m at \$0.0030 per share. A further approximately \$800k was offered to retail shareholders under the ANREO at an issue price of \$0.0030 per share, with the retail offer attracting subscriptions of approximately \$83k.

The funds were primarily allocated to accelerating growth in the company's U.S. remote patient monitoring business, supporting expansion into value-based care contracts with insurers, and advancing key commercial and clinical initiatives.

In its quarterly cash flow report for the 31 March 2026 quarter, Adherium disclosed net cash outflows from operating activities of \$3.5m and cash and cash equivalents of \$3.0m.

In the short to medium term, as the Company continues to expand and commercialise the remote patient monitoring business and seeks to capitalise on the positive test results from the iCARE study announced on 11 March 2026, the Company is expected to continue to generate net cash outflows from operating activities.

Accordingly, Adherium's current operations are dependent on the Company continuing to raise capital to provide funding for the commercialisation of existing devices and the software platform, as well as sales and marketing costs to fund continued expansion in the US market.

Approval of the Proposed Transaction will raise capital of circa \$316k. If the Proposed Transaction is not approved, it is likely that Adherium will need to undertake a further capital raising at an earlier date than if the Proposed Transaction proceeds.

8.2 Response of the market to the announcement of the Proposed Transaction

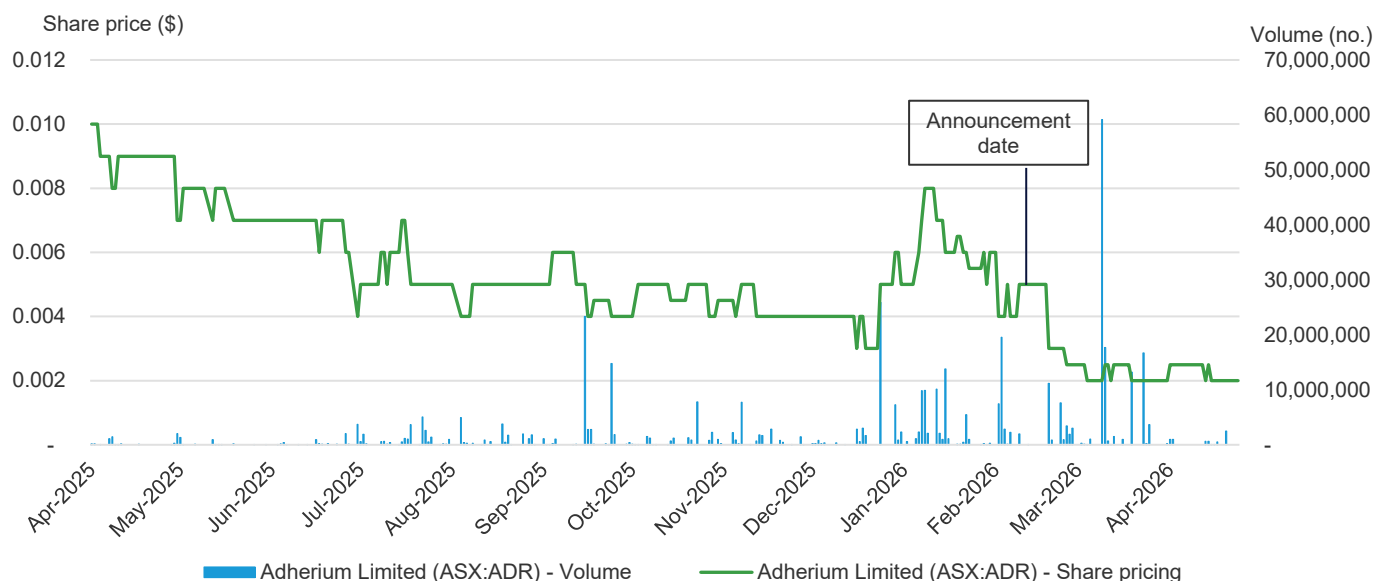
The Proposed Transaction is connected to the Company's issue of Shares for the ANREO which was announced on 16 February 2026.

The Company's VWAP of \$0.0029 post the announcement of the Proposed Transaction was approximately 34.5% and 33.6% lower than the 10-day and 30-day VWAP prior to the announcement of \$0.0045 and \$0.0044, respectively, and approximately 47.3% lower than the 60-day VWAP prior to the announcement of \$0.0056.

However, we note that the ANREO was undertaken at the same time as an institutional placement raising \$1.3m at \$0.0030 per share, representing a discount to the VWAP prior to the announcement mentioned above, and we consider it likely that the decrease in the Company's VWAP is related to the discounted institutional placement.

We are, therefore, not able to conclude on the response of the market solely to the Proposed Transaction.

Figure 4 Adherium share price and volumes traded pre and post announcement of the Proposed Transaction



Source: S&P Capital IQ

The share price closed at \$0.0050 on 16 February 2026 and in the period since, has traded in the range of \$0.0025 to \$0.0050.

The table below sets out the VWAP of Adherium from 16 February 2026 to 24 April 2026 (being the last practical date shares were traded to the date of this Report).

Table 20 VWAP pre and post announcement of the Proposed Transaction

	Share price Low \$	Share price High \$	No. of days traded	Volume traded	Value traded \$	VWAP \$	Percentage of issued capital %
<i>Calendar days prior to 16 February 2026</i>							
10 days	0.0040	0.0050	3	4,251,491	19,002	0.0045	0.14%
30 days	0.0040	0.0065	16	41,949,411	184,982	0.0044	1.36%
60 days	0.0030	0.0080	33	137,013,498	761,872	0.0056	4.63%
90 days	0.0030	0.0080	47	145,448,039	792,747	0.0055	5.19%
<i>Calendar days from 16 February 2026</i>							
10 days	0.0025	0.0050	5	24,069,406	70,497	0.0029	0.68%

Source: S&P Capital IQ and RSM analysis

The Company's VWAP of \$0.0029 post the announcement of the Proposed Transaction was c. 34.5% and 33.6% lower than the 10- and 30-day VWAP prior to the announcement of \$0.0045 and \$0.0044, respectively, and c. 47.6% lower than the 60-day VWAP prior to the announcement of \$0.0056.

However, we note that the both the ANREO and the institutional placement were undertaken at a discounted issuance price of \$0.0030 per share, representing a discount to the VWAP prior to the announcement mentioned above, and we consider it likely that the decrease in the Company's VWAP is related to the discounted pricing of the overall capital raising of which the Proposed Transaction represents a small component.

We are, therefore, not able to conclude on the response of the market solely to the Proposed Transaction.

8.3 Advantages and disadvantages

In assessing whether the Non-Associated Shareholders are likely to be better off if the Proposed Transaction is approved, than if they are not, we have also considered various advantages and disadvantages that are likely to accrue to Non-Associated Shareholders.

The key advantages and disadvantages of the Proposed Transaction are outlined below.

Advantages

The key advantages of the Proposed Transaction are:

Table 21 Advantages of the Proposed Transaction

Advantage	Details
Provides additional funding from Trudell	The Company will receive additional funding of circa \$316k from Trudell in the event that Trudell is able to subscribe for the Shortfall Shares. Given the Company's current stage of operations and levels of cash burn, Adherium's operations are dependent on the Company continuing to raise capital. In the absence of the funding from Trudell, Adherium will need to source similar funding from elsewhere and there is no guarantee that such funding will be available or can be raised as the same price.
Reaffirms commitment of Trudell as a strategic investor in Adherium	The provision of further funding from Trudell reaffirms Trudell's commitment to its investment in Adherium as a strategic investor. This provides further credibility to Adherium, with Trudell: • able to provide market, technical and business expertise; • having synergistic product offerings with the potential for future strategic alliances; and • potentially able to facilitate introductions to industry leaders and other sector investors.
Pricing of the Proposed Transaction	The pricing of the Proposed Transaction is consistent with the ANREO and the Placement which were both priced at \$0.0030 per Share. In the absence of considering a control premium in our assessment of fairness, the Proposed Transaction would, as a result, be considered fair. Given the Proposed Transaction only results in a 1.5% undiluted or 1.3% fully diluted increase in the interests of Trudell in the issued share capital of the Company (assuming all Trudell options are exercised and no other changes), it may be considered reasonable for Non-Associated Shareholders to not receive a control premium as part of the Proposed Transaction.

Source: RSM analysis

Disadvantages

The key disadvantages of the Proposed Transaction are:

Table 22 Disadvantages of the Proposed Transaction

Disadvantage	Details
The Proposed Transaction is not fair	As set out above, as the Fair Value of an Adherium Share (on a non-controlling basis) immediately after the Proposed Transaction is less than the Fair Value of an Adherium Share (on a controlling basis) prior to the Proposed Transaction, we consider the Proposed Transaction is not fair to Non-Associated Shareholders.
Trudell will marginally increase its significant interest in the Company	If the Proposed Transaction is approved, Trudell's equity interest will increase from 26.4% (undiluted) / 29.8% (fully diluted, assuming all Trudell options are exercised and no other changes) to 27.9% (undiluted) / 31.1% (fully diluted, assuming all Trudell options are exercised and no other changes) which will marginally increase Trudell's ability to influence the strategic direction of the Company. However, we note that Trudell's existing shareholding is sufficient (at above 25.0%) to block takeover offers and special resolutions.
Marginal Dilution of Non-Associated Shareholders' interest	Non-Associated Shareholders' interests will be diluted immediately following the approval of the Proposed Transaction to 68.9% on a fully diluted basis (assuming all Trudell options are exercised and no other changes) or 72.1% on an undiluted basis. The dilution of Non-Associated Shareholders' interests marginally reduces the ability of existing shareholders to influence the strategic direction of the Company, including acceptance or rejection of takeover or merger proposals.

Source: RSM analysis

8.4 Alternative proposals to the Proposed Transaction

We are unaware of any alternative proposals at the date of this Report which may provide greater benefit to Non-Associated Shareholders.

8.5 Conclusion on Reasonableness

In our opinion, the position of the Non-Associated Shareholders if the Proposed Transaction is approved is more advantageous than the position if it is not accepted. Therefore, in the absence of any other relevant information and/or a superior offer, and for the purposes of Section 611 (Item 7) of the Act, we consider that the Proposed Transaction is **reasonable** for Non-Associated Shareholders.

An individual Shareholder's opinion in relation to the Proposed Transaction may be influenced by their individual circumstances. If in doubt, Shareholders should consult an independent advisor.

Appendices

Appendix A - Declarations and disclaimers

Declarations and Disclosures

RSM Corporate Australia Pty Ltd holds Australian Financial Services Licence 255847 issued by ASIC pursuant to which they are licensed to prepare reports for the purpose of advising clients in relation to proposed or actual mergers, acquisitions, takeovers, corporate reconstructions or share issues.

Qualifications

Our report has been prepared in accordance with professional standard APES 225 "Valuation Services" issued by the Accounting Professional & Ethical Standards Board.

RSM Corporate Australia Pty Ltd is beneficially owned by the partners of RSM Australia Pty Ltd (RSM), a large national firm of chartered accountants and business advisors.

Andrew Clifford and Albert Meintjes are directors of RSM Corporate Australia Pty Ltd. Both Andrew Clifford and Albert Meintjes are Chartered Accountants with extensive experience in the field of corporate valuations and the provision of independent expert's reports for transactions involving publicly listed and unlisted companies in Australia.

Reliance on this Report

This report has been prepared solely for the purpose of assisting Shareholders of Adherium in considering the Proposed Transaction. We do not assume any responsibility or liability to any party as a result of reliance on the Report for any other purpose.

Reliance on Information

The statements and opinions contained in the Report are given in good faith. In the preparation of this report, we have relied upon information provided by the directors and management of the Company, and we have no reason to believe that this information was inaccurate, misleading or incomplete. RSM Corporate Australia Pty Ltd does not imply, nor should it be construed that it has carried out any form of audit or verification on the information and records supplied to us.

The opinion of RSM Corporate Australia Pty Ltd is based on economic, market and other conditions prevailing at the date of the Report. Such conditions can change significantly over relatively short periods of time.

In addition, we have considered publicly available information which we believe to be reliable. We have not, however, sought to independently verify any of the publicly available information which we have utilised for the purposes of the Report.

We assume no responsibility or liability for any loss suffered by any party as a result of our reliance on information supplied to us.

Disclosure of Interest

RSM Australia Partners is the independent auditor for Adherium Limited. The Audit partner is not a director of RSM Corporate Pty Ltd and none of the Audit engagement team has had involvement in the preparation of this Report.

At the date of the Report, none of RSM Corporate Australia Pty Ltd, RSM, Andrew Clifford, Albert Meintjes, nor any other member, director, partner or employee of RSM Corporate Australia Pty Ltd and RSM has any interest in the outcome of the Proposed Transactions, except that RSM Corporate Australia Pty Ltd are expected to receive a fee of \$17,500 (excluding goods and services tax ("GST")) based on time occupied at normal professional rates for the preparation of the Report. The fees are payable regardless of whether the Company receives Shareholder approval for the Proposed Transaction, or otherwise.

Consents

RSM Corporate Australia Pty Ltd consents to the inclusion of the Report in the form and context in which it is included with the Proposed Transaction Booklet to be issued to Shareholders. Other than the Report, neither of RSM Corporate Australia Pty Ltd or RSM Australia Pty Ltd has been involved in the preparation of the Notice of Annual General Meeting and Explanatory Memorandum. Accordingly, we take no responsibility for the content of the Notice of Annual General Meeting and Explanatory Memorandum.

Appendix B - Sources of information

In preparing the Report, we have relied upon the following principal sources of information:

- Draft and Final Notice of Meeting;
- Audited financial statements for Adherium for the financial years ended 30 June 2022, 30 June 2023, 30 June 2024 and 30 June 2025 and
- Interim audited financial statements for the half-year ended 31 December 2025;
- Cash flow forecasts;
- Securities register of the Company as at 17 April 2026;
- ASX announcements of Adherium;
- S&P Capital IQ Pro database;
- IBISWorld; and
- Information provided to us throughout correspondence with the Directors and Management of Adherium.

Appendix C - Glossary of terms and abbreviations

Term or Abbreviation	Definition
\$ or AUD	Australian dollar
Act, the or Corporations Act	Corporations Act 2001 (Cth)
Adherium, ADR or Company	Adherium Limited
Adherium Shares or Shares	Ordinary shares in Adherium
AFCA	Australian Financial Complaints Authority
AFSL	Australian Financial Services Licence
ANREO	Accelerated Non-Renounceable Rights Entitlement Offer. On 16 February 2026, the Company announced that it was undertaking an accelerated non-renounceable rights entitlement offer of 1 new Share for every 1.5 Shares held on 18 February 2026 at an issue price of \$0.003 per new Share.
APES	Accounting Professional & Ethical Standards
ASIC	Australian Securities and Investments Commission
ASX	Australian Securities Exchange
ASX Listing Rules	The listing rules of the Australian Stock Exchange amended from time to time
c.	circa
CAGR	Compound annual growth rate
CFME	Capitalisation of future maintainable earnings
CGT	Capital gains tax
Control or controlling basis	An assessment of the Fair Value of an equity interest, which assumes the holder or holders have control of the entity in which the equity is held.
Control premium	An amount or percentage by which the pro rata value of a controlling interest exceeds the pro rata value of a non-controlling interest in a business enterprise, to reflect the power of control
COPD	Chronic obstructive pulmonary disease
DCF	Discounted Cash Flow
DLOC	Discount for lack of control
EBIT	Earnings before interest and tax
EBITDA	Earnings before interest, tax, depreciation and amortisation
Enterprise Value or EV	The market value of a business on a cash free and debt free basis
Fair Value or Market Value	The amount at which an asset could be exchanged between a knowledgeable and willing but not anxious seller and a knowledgeable and willing but not anxious buyer, both acting at arm's length
FDA	Food and Drug Administration
FME	Future Maintainable Earnings
FSG	Financial Services Guide
FYXX	Financial year ended 30 June 20XX
Going concern	An ongoing operating business enterprise
GST	Goods and services tax
Historical Period, the	FY23, FY24, FY25 and HY26

Term or Abbreviation	Definition
HY26	The half year financial period from 1 July to 31 December 2025
k	Thousands
m	Millions
Management	The management of Adherium
Minority or Non-Controlling Interest	A non-controlling ownership interest, generally less than 50.0% of a company's voting shares
Non-Associated Shareholders or Shareholders	Shareholders who are not a party, or associated to a party, of the Proposed Transaction
Notice	Notice of Annual General Meeting and Explanatory Memorandum accompanying this IER
Options	Unlisted options on issue in the Company
PAM	Phillip Asset Management Limited
Placement, the	A placement to issue 436,729,824 ordinary shares in Adherium to sophisticated or professional investors at an issue price of \$0.0030 per share
Proposed Transaction, the	Collectively, Resolution 4 and Resolution 5 as set out in the Notice accompanying this Report
QMP	Quoted market price of listed securities
Report or IER	This Independent Expert's Report prepared by RSM Corporate Australia Pty Ltd
R&D	Research and development
RG 111	ASIC Regulatory Guide 111 Content of expert reports
RG 112	ASIC Regulatory Guide 112 Independence of experts
RPM	Remote Patient Monitoring
RSM Control Premium Study	RSM study on 605 takeovers and schemes of arrangement involving companies listed on ASX over the 15.5 years ended 31 December 2020
RSM, we, us or our	RSM Corporate Australia Pty Ltd
SARs	Stock appreciation rights
Shares	Ordinary shares in Adherium
Shortfall Shares, the	The issue of 105,331,536 additional shares in Adherium Limited to Trudell Medical Limited in any shortfall under the institutional component of the accelerated non-renounceable entitlement offer
S&P Capital IQ or Capital IQ	An entity of Standard and Poor's which is a third-party provider of company and other financial information
Trudell	Trudell Medical Limited
VWAP	Volume weighted average share price



Appendix D - Assessment of impact on Fair Value of the potential dilutive impact of Options

Existing unlisted options

The Company has c. 1b unlisted options and SARs currently on issue.

As the unlisted options and SARs are American Options (may be exercised at any time before the expiration date), we have utilised the binomial options valuation model to enable expected early exercise of the options to be factored into the valuation.

The binomial model uses either a binomial or a trinomial distribution process to derive value by separating the total maturity period of the option into discrete periods. When progressing from one time period, or node, to another, the underlying common stock price is assumed to have an equal probability of increasing and/or decreasing by upward and downward price movements.

The inputs and assumptions we have used in the binomial model to value the potential dilutionary impact of the options are set out in the table below.

Table 23 Key valuation inputs and assumptions in the valuation of Options and SARs

Input	SARs	SARs - FY23 STI	SARs - FY24 LTI	SARs - FY25 LTI	SARs - FY26 LTI	Unlisted Options - O6	Unlisted Options - O7	Unlisted Options - UO8	Unlisted Options - UO9	Unlisted Options - UO10	Unlisted Options - UO11	Unlisted Options - UO15
Number of options	4,611,204	1,968,780	7,500,012	5,775,439	4,801,806	1,834,635	1,145,105	7,585,800	307,204,041	305,062,185	578,114,978	50,000,000
Valuation date	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26	28-Apr-26
Expiry date	20-Sep-31	17-Apr-29	28-Jul-29	28-Jul-29	28-Jul-29	29-Jan-27	14-Apr-27	1-Jul-27	28-Feb-28	31-Jul-26	15-Nov-26	5-Dec-28
Exercise price	\$0.2400	\$0.0000	\$0.0600	\$0.0600	\$0.0600	\$0.3285	\$0.6000	\$0.0400	\$0.0200	\$0.0050	\$0.0050	\$0.0200
Share price	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022	\$0.0022
Maximum option life in years	5.42	3.00	3.33	3.33	3.33	0.83	1.00	1.25	1.92	0.33	0.58	2.67
Assessed volatility	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%	105.00%
Risk free rate	4.693%	4.616%	4.616%	4.616%	4.616%	4.619%	4.610%	4.610%	4.636%	4.440%	4.440%	4.619%
Dividend yield	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%	0%
Vesting condition	Vested	Vested	Vested	Vested	Vested	Vested	Vested	Vested	Vested	Vested	Vested	Vested
Early exercise factor	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50	2.50

Source: Company and RSM analysis

Valuation date and option life – we have valued the options as at the 28 April 2026 and accordingly, have calculated remaining option life in years based on the date of this Report to the expiry date under the terms of each of the options on issue.

Exercise price – subject to the terms of the various options on issue as set out above.

Initial share price – When assessing the value of the potential dilutionary impact of options to be included in our valuation of an Adherium share using the net assets on a going concern methodology, we have adopted a share price of \$0.0022, being our assessment of the fair value of an Adherium share prior to the Proposed Transactions on a non-controlling basis at the midpoint of our range using the net assets methodology. We assessed the value of an Adherium share on a controlling basis to be \$0.0028. Consistent with our assessment of a discount for minority interest in our valuation of an Adherium share post the Proposed Transactions, we applied a discount of 20.0% to 25.9%, resulting in an assessed value per share at the mid-point of \$0.0022.

Volatility – the volatility of the share price is a measure of the uncertainty about the returns provided by Adherium shares. Generally, it is possible to predict future volatility of a stock by reference to its historical volatility. A share with a greater volatility has a greater time component of the total value.

Our assumption is predicated on the fact that historical volatility is representative of expected future volatility.

Based on the above, and, having regard to the liquidity and historical volatility of Adherium's shares, we have included a volatility of 105.0% for the Company in our assessment, based on the average weekly share price volatility of Adherium for the last 5 years.

Risk free rate – we have determined this based on the yield of Commonwealth bond rates at 24 April 2026 that cover the period that best match the life of the options as at the respective valuation dates as set out above.

Dividend yield – we have utilised a dividend yield of 0.0% on the basis that Adherium has no current plans to issue dividends.

Vesting condition – we have assumed all options and SARs have vested based on the terms of the options and SARs on issue.

Early exercise factor – Expected early exercise is factored into the valuation by our application of the binomial model. The model incorporates an exercise factor, which determines the conditions under which an option holder is expected to exercise their options. It is defined as a multiple of the exercise price (e.g. 2.5 would mean that on average employees tend to exercise their options when the stock price reaches 2.5 times the exercise price).

This is considered more reliable than trying to guess the average time to exercise. For example, trying to estimate an average time after which employees exercise is likely to be inaccurate as during periods when the market is high employees are more likely to

exercise early as opposed to times when the market is low. Using an exercise multiple, which is based on a robust theory of stock price behaviour/distribution overcomes these problems.

We have assumed that the exercise factor for these options is 2.5. There have been a number of historical studies to indicate that option holders early exercise options generally at between 2.0 to 3.0 times the exercise price, with the higher multiples generally attributable to more senior employees within the company.

Based on the inputs and assumptions above, our assessed value of the potential dilutionary impact of the unlisted options prior to the Proposed Transaction (utilising the valuation of a share on a net assets on a going concern basis) is set out in the table below.

Table 24 Valuation summary - potential dilutive impact of Options and SARs prior to the Proposed Transaction

Options valuation - utilising valuation of an Adherium Share using the net assets on a going concern methodology				
Option type	Number of options	Exercise price (\$)	Value of one option (\$)	Total dilutionary impact (\$)
SARs 1	4,611,204	\$0.240	\$0.00037	\$1,706
SARs - FY23 STI	1,968,780	\$0.000	\$0.00220	\$4,331
SARs - FY24 STI	7,500,012	\$0.060	\$0.00031	\$2,325
SARs - FY25 STI	5,775,439	\$0.060	\$0.00031	\$1,790
SARs - FY26 LTI	4,801,806	\$0.060	\$0.00031	\$1,489
Other unlisted options - OP6	1,834,635	\$0.329	\$0.00000	-
Other unlisted options - OP7	1,145,105	\$0.600	\$0.00000	-
Other unlisted options - UO8	7,585,800	\$0.040	\$0.00003	\$228
Other unlisted options - UO9	307,204,041	\$0.020	\$0.00026	\$79,873
Other unlisted options - UO10	305,062,185	\$0.005	\$0.00009	\$27,456
Other unlisted options - UO11	578,114,978	\$0.005	\$0.00022	\$127,185
Other unlisted options - UO15	50,000,000	\$0.020	\$0.00045	\$22,500
Total dilutionary impact prior to the Proposed Transaction	1,275,603,985			\$268,883

Source: Securities register as at 17 April 2026 and RSM analysis

As set out in the table above, the dilutionary impact of the 1,275,603,985 options prior to the Proposed Transaction is \$268,883.

Appendix E - Industry overview

The Company's operations are aligned to the growth in the US digital health market (and globally), as well as the smart inhalers market and the respiratory device market, with its target market primarily comprising the US and Europe.

Digital Health Market⁷

Digital health (also called eHealth) is an umbrella term for all healthcare-related applications, technologies and delivery systems that have been utilised to support improvements in patients' wellbeing and healthcare. Grand View Research estimated the global digital health market size to reach US\$946.0 billion by 2030, growing at a compound annual growth rate ("CAGR") of 22.2% from 2025 to 2030. The market is driven by several factors, such as the strong domestic digital health market for tele-healthcare platform developers, mHealth app providers, wearable device manufacturers, and e-prescription systems. In the US, key players in the market industry are involved in developing advanced healthcare products, such as innovative and secure data storing and sharing platforms of EHR, building network infrastructure, and promoting the adoption of various remote health and telemedicine services.

Precedence Research estimated the global digital health market would reach circa US\$1,171 billion by 2035, citing ongoing technological advancements in the form of artificial intelligence, emergence of Internet of Things, robotics in the healthcare sector along with remote monitoring devices as major drivers⁸. Towards Healthcare expects the global digital health market to reach circa US\$1,299 billion by 2035 as a result of increasing demand for mobile health apps and growing penetration of AI, IoT, and big data⁹.

North America Smart Inhalers Market to 2032¹⁰

Smart inhaler devices are connected digitally, enabling patients to get advice from their healthcare providers remotely. The North America Smart Inhalers Market is expected to have 67.5% CAGR from 2024 to 2032 and be worth US\$3,733.9 million by 2032 from US\$60.2 million in 2024.

The growing prevalence of respiratory disorders in North America primarily fuels the growth of the smart inhaler market in North America. Approximately 5.6% of adults in the United States were afflicted by COPD in 2020. Factors such as heightened smoking rates, exposure to smoke from various sources, genetic predisposition to asthma, and vulnerable lung conditions contribute to COPD incidence. To address these concerns, healthcare providers recommend the utilisation of smart inhalers to manage respiratory challenges effectively.

The growing geriatric demographic and increasing awareness of smart inhalers promotes the growth of North American market. Asthma remains prevalent among adults aged 64 and above, affecting approximately 8.0% of the older US population. Continuous advancements in the manufacturing of smart inhalers and increasing R&D activities by the key market participants propels the smart inhalers market growth in North America. Manufacturers are dedicated to enhancing smart inhalers by integrating cutting-edge technologies like sensors and cloud computing, resulting in improved iterations for widespread adoption.

Major primary and secondary sources for smart inhalers include Vectura Group plc, Teva Pharmaceutical Industries Ltd, GlaxoSmithKline plc, Boehringer Ingelheim GmbH, AstraZeneca plc, Adherium Limited, Cohero Health LLC, Propeller Health, and OPKO Health, Inc.

North America Respiratory Devices Market 2023 - 2033¹¹

The North America respiratory devices market is expected to reach US\$16.2 billion by 2033 from US\$7.9 billion in 2025, growing at a CAGR of 9.4% during the forecast period. The market is experiencing substantial growth due to the increase in respiratory diseases, such as COPD and asthma. This surge in cases has prompted increased demand for respiratory devices, including ventilators, inhalers, CPAP machines, and oxygen therapy equipment. Healthcare providers and manufacturers are investing in advanced respiratory technologies to meet this demand. These technological advancements are reshaping the landscape by introducing more efficient, user-friendly, and patient-centric respiratory devices.

The cost factor poses a substantial restraint in the North America Respiratory Devices Market. The advanced technologies and innovations that have brought about significant improvements in respiratory devices often come with a high price tag. This cost can act as a barrier for both healthcare institutions and patients. Healthcare providers, like hospitals and clinics, often clash with budget constraints, and the significant initial investment required for acquiring advanced respiratory equipment can strain their financial resources. This decreases their capacity to offer respiratory care to the patients.

⁷ Grand View Research – Digital Health Market Size and Share, Industry Report, February 2025

⁸ Precedence Research – Digital Health Market Size, Share and Trends, Industry Report, January 2026

⁹ Towards Healthcare – Digital Health Market Size, Shares and Top Leading Companies, Industry Report, April 2026

¹⁰ Market Data Forecast – North America Smart Inhalers Market Research Report, Industry Report, January 2025

¹¹ Grand View Research – Digital Health Market Size and Share, Industry Report, February 2025

The US is dominating the North America Respiratory Devices Market share due to its advanced healthcare infrastructure, a large population requiring respiratory care, and a steadfast dedication to research and innovation. COPD and asthma are prevalent respiratory diseases in the US, driving substantial demand for respiratory devices to enhance patient well-being. Consequently, the market features prominent industry leaders and a continuous drive for technological advancement. With its robust healthcare system and focus on respiratory health, the US is at the forefront of shaping the future of respiratory care in North America.

Additionally, the market is characterised by the presence of several players that are providing respiratory devices. Some of the key players of the market include ResMed Inc., Philips Respironics Inc., Fisher & Paykel Healthcare Corporation Ltd, Medtronic Plc, and Vyaire Medical Inc.

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RSM Corporate Australia Pty Ltd ABN 82 050 508 024 Australian Financial Services Licence No. 255847



Adherium Limited
ABN 24 605 352 510

Need assistance?



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1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:
www.investorcentre.com/contact

ADR

MR SAM SAMPLE
FLAT 123
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SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Adherium Limited Extraordinary General Meeting

The Adherium Limited Extraordinary General Meeting will be held on Friday, 19 June 2026 at 9:00am (Melbourne time). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 9:00am (Melbourne time) Wednesday, 17 June 2026.



ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit:
<https://meetnow.global/MJKTUQJ>

For instructions refer to the online user guide www.computershare.com.au/virtualmeetingguide

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



Adherium Limited
ABN 24 605 352 510

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Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (Melbourne time) on Wednesday, 17 June 2026.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999
SRN/HIN: I9999999999
PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
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By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



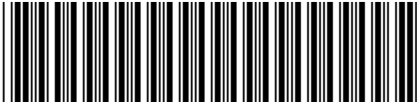
PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Adherium Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 Extraordinary General Meeting of Adherium Limited to be held virtually on Friday, 19 June 2026 at 9:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, 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.

		For	Against	Abstain
Resolution 1	Ratification of issue of Shares under Placement	☐	☐	☐
Resolution 2	Approval of Lead Manager Options	☐	☐	☐
Resolution 3	Approval of Director participation in Placement – Lou Panaccio	☐	☐	☐
Resolution 4	Approval of related party participation in ANREO Shortfall	☐	☐	☐
Resolution 5	Corporations Act Chapter 6 approval re Trudell Medical Limited	☐	☐	☐
Resolution 6	Approval of Share Consolidation	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/

/

Date

Update your communication details

(Optional)

Mobile Number

Email Address

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