

| | |
|----------------------------|------------|
| TOTAL VOTING SHARES | 20,463,275 |
|----------------------------|------------|

CIC Capital Ltd (Transaction Advisor, Insiders and non cash subscribers did not to vote their shares in favour of cash subscribers of the Company.

Suite 1000 – 409 Granville Street Vancouver, BC Canada V6C 1T2

| No. | | Shares |
|-----|---|------------|
| 0 | Shareholders present in meeting & phone | 0 |
| 76 | Proxy Holders | 20,213,275 |
| 0 | Management present in meeting | 0 |
| 5 | Management present by phone | 5 |

Scrutineers Report - Special General Meeting held on May 26, 2023

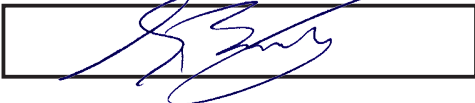
Business of the Meeting

| | Vote |
|---|---|
| 1. To confirm and ratify the Debt Finance Agreement and amendments. | For <input type="text" value="20,463,275"/> Against <input type="text" value="0"/> |
| 2. To confirm and ratify the conversion of debt issued pursuant to the Debt Finance Agreement and the resulting dilution | For <input type="text" value="20,463,275"/> Against <input type="text" value="0"/> |
| 3. To confirm all previous acts and deeds, of the Board of Directors of the Corporation | For <input type="text" value="20,463,275"/> Against <input type="text" value="0"/> |
| 4. To transact such further or other business as may properly come before the Meeting or any or any adjournment or adjournments | For <input type="text" value="20,010,689"/> Against <input type="text" value="452,586"/> |

I, Stuart J. Bromley of CIC Veritas Ltd. acting as Scrutineer of this Share Holders General Meeting affirm the voting as stated above.

Signature

Date



26 / 05 / 2023



Innomed Tech Ltd. Special Shareholders Meeting May 26, 2023

INNOMED TECH LTD.

NOTICE OF SPECIAL GENERAL MEETING
AND
MANAGEMENT PROXY CIRCULAR

April 30, 2023

INNOMED TECH LTD.

NOTICE SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a special general meeting (the "**Meeting**") of the shareholders of InnoMed Tech Ltd. (the "**Corporation**") will be held virtually online **at 4:00 p.m. (Vancouver time) on Friday, May 26, 2023** for the following purposes: -

1. to confirm and ratify the Debt Finance Agreement;
2. to confirm and ratify the Conversion of debt issued pursuant to the Debt Finance Agreement and the resulting dilution;
3. to confirm and ratify all previous acts and deeds of the Directors of the Corporation; and
4. to transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

This notice is accompanied by a form of proxy and a management proxy circular.

Voting is strictly via the accompanying form of proxy. Shareholders who wish to attend the meeting via Zoom Conferencing should use the following link:

Meeting ID: 818 2799 0070

Passcode: 988673

Invite link: <https://us06web.zoom.us/j/81827990070?pwd=T0M5VjV6YzhMT1RmOEV5Y2VSTlFadz09>

Shareholders are requested to complete, date, sign and return the enclosed form of proxy no later than 4:00 p.m. (Vancouver time) on May 24, 2023 so that as large a representation as possible may be had at the Meeting.

DATED April 30, 2023

BY ORDER OF THE BOARD

ROBERT L. RHODES

Chief Executive Officer

INNOMED TECH LTD.
MANAGEMENT PROXY CIRCULAR
SOLICITATION OF PROXIES

THIS MANAGEMENT PROXY CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF INNOMED TECH LTD. (the "Corporation" or "INNOMED TECH") of proxies to be used at the special general meeting of shareholders of the Corporation (the "Meeting") to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting. It is expected that the solicitation will be primarily by mail and electronic mail but proxies may also be solicited personally by regular employees of the Corporation at nominal cost. The cost of solicitation by management will be borne directly by the Corporation. The information contained in this management proxy circular is given as of April 30, 2023 unless indicated otherwise.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are Directors and/or officers of the Corporation. **A shareholder has the right to appoint a person or company, who need not be a shareholder of the Corporation, other than the persons named in the enclosed form of proxy, to represent the shareholder at the Meeting or any adjournment thereof.** Such right may be exercised either by inserting such person's name in the blank space provided in the form of proxy and striking out the names of management's nominees, or by completing another proper form of proxy and, in either case, depositing the completed proxy at 1000-409 Granville Street, Vancouver, British Columbia, Canada V6C 1T2 not later than 48 hours (excluding Saturdays and holidays) before the time of the Meeting, or delivering the completed proxy to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement thereof.

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by the proxy and may do so either: (a) by delivering another properly executed form of proxy bearing a later date and depositing it as aforesaid; or (b) by depositing an instrument in writing revoking the proxy executed by the shareholder: (i) with the above at any time up to and including 4:00 p.m. (Vancouver time) on the second last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; (ii) with the Chairman of the Meeting on the day of the Meeting or any adjournment thereof, prior to the commencement of the Meeting or any adjournment thereof; or (iii) in any other manner permitted by law.

VOTING OF PROXIES

The shares represented by proxies in favour of management nominees will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if a shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the shares represented by the proxy shall be voted accordingly. **Where shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted for the all items as further described in this management proxy circular. The enclosed form of proxy also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting in such manner as such nominee in his judgment may determine.** At the time of printing this management proxy circular, the management of the Corporation knows of no such amendments, variations or other matters to come before the Meeting.

NON-REGISTERED HOLDERS

Only registered holders of common shares of the Corporation (the “**Common Shares**”) or the persons they appoint as their proxies are permitted to vote at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting. For the purpose of this paragraph, “Person” shall include each person: (a) who has been a Director, senior officer or insider of the Corporation at any time since the commencement of the Corporation’s last fiscal year; or (b) who is an associate or affiliate of a person included in subparagraphs (a) or (b).

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Corporation’s authorized capital consists of an unlimited number of Common Shares, of which, as at April 30, 2023 are 47,712,984 Common Shares issued and outstanding. Each Common Share carries the right to one vote at the Meeting.

The Corporation has prepared a list of all persons who were registered holders of Common Shares on April 30, 2023 (the “**Record Date**”) and the number of Common Shares registered in the name of each such person on that date. Each holder of Common Shares named in the list will be entitled to vote the Common Shares registered in the holder’s name on the list at the Meeting, either in person or by proxy, except to the extent that the holder has transferred any of the holder’s Common Shares after the Record Date and the transferee of such Common Shares produces properly endorsed share certificates or otherwise establishes that the transferee owns the Common Shares and demands, not later than ten days before the day of

the Meeting, that the transferee's name be included in the list, in which case the transferee is entitled to vote the transferee's Common Shares at the Meeting.

To the knowledge of the Directors and senior officers of the Corporation, no person or company beneficially owns, directly or indirectly, or controls or directs, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation, other than as set out below:

| Name | Number of Shares | Approximate% of Total Issued |
|---------------------|------------------|------------------------------|
| Dr Matthew McIntyre | 5,431,166 | 11.38% |

BUSINESS OF THE MEETING

1. CONFIRM AND RATIFY DEBT FINANCE

The Corporation's debt finance amended agreement (the "Debt Finance Agreement") dated September 4, 2022 (replacing prior agreements) and Novation Letter April 11, 2023, between the Corporation and CIC Fund Securitisation Fund S.A. (Luxembourg), pursuant to which CIC Fund Securitisation Fund S.A. agrees to the establishment of the PureFlowCath Compartment to facilitate debt financing of up to Euro €5,000,000. Please refer to Appendix A for a summary of the terms of the Debt Finance Agreement and subsequent debt finance draw downs to fund working capital as of April 30, 2023.

The shareholders will be requested at the Meeting to pass the following ordinary resolution, with CIC Capital Ltd. abstaining:

"IT IS HEREBY RESOLVED AS AN ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS THAT the Debt Finance Agreement is confirmed, ratified and approved."

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the ratification of Debt Finance Agreement as stated above.

2. CONFIRM AND RATIFY DEBT FINANCE CONVERSION TO SHARES

The Corporation can elect to convert (the "Conversion") any debt financing issued under the Debt Finance Agreement to units of the Corporation at a 20% discount to US\$0.29 subject to the Corporation trading on a designated stock exchange or earlier if terms agreed upon. Each unit will consist of one common share and one warrant with each warrant exercisable into one common share at US\$0.29 on or before December 31, 2026. The Conversion, if affected in

part or whole, will cause dilution to the current shareholders of their holdings. The Conversion post admission to trading does not have a top-up provision should the possible future listing price be less than US\$0.29. Please refer to Appendix A Debt Finance terms.

The conversion of loan and interest to equity is important to the current majority shareholders who are US residence or citizens (over 50% of total shareholding) and as such will have a one-year restriction to trading know as Regulation S.

Securities Offerings. Under US SEC rules, unless an effective registration statement is on file with the SEC, equity securities of domestic issuers are automatically deemed upon issuance to be "restricted securities", must be legend and escrowed for one year post admission to trading, and in many cases are subject to other offering restrictions – even if the securities are offered and sold entirely outside of the United States. Therefore, as a practical matter, a domestic issuer is often unable to easily conduct offshore offerings of its securities, even those that are conducted entirely outside of the United States and including Canadian prospectus offerings. To ensure US shareholders shares are not restricted, the majority of its voting securities **must not be owned**, directly or indirectly, by U.S. residents.

The Conversion of loan to equity post admission to trading will result in approx. 48% owned by US holders.

The shareholders will be requested at the Meeting to pass the following ordinary resolution, with CIC Capital Ltd. and Directors who hold voting common shares abstaining:

"IT IS HEREBY RESOLVED AS AN ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS THAT the Conversion is approved, and the shareholders confirm, ratify and approve the potential dilution of their shareholdings if the Conversion occurs."

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the ratification of the Conversion to units to a maximum Euro €5,000,000.

3. **CONFIRM AND RATIFY ALL PREVIOUS ACTS AND DEEDS OF THE DIRECTORS OF THE CORPORATION**

Since the appointment of the "new management" of the Corporation on April 15, 2020, the board of directors has managed and progressed the affairs of the Corporation through regular board meetings, board resolutions and appropriate delegated authority extended to officers of the Corporation. The board has been predominately focussed on (i) creation of the corporate structure and governance of the Corporation in preparation for listing, (ii) protection

of the Corporation's intellectual property (patents), (iii) continued development of the Corporation's intellectual property (design, engineering and prototyping), (iv) financial management, and (v) investor communications. Attached in Appendix B are a summary of the resolutions approved by the board since the last shareholder meeting to date of this circular.[]

The shareholders will be requested at the Meeting to pass the following ordinary resolution, with the directors of the Corporation and CIC Capital Ltd. abstaining:

"IT IS HEREBY RESOLVED AS AN ORDINARY RESOLUTION OF THE DISINTERESTED SHAREHOLDERS THAT the shareholders confirm, ratify and approve all previous acts and deeds of the directors of the Corporation."

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the ratification of all previous acts and deeds of the directors.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than routine indebtedness, no current or former executive officer, director or employee of the Corporation or any of its subsidiaries, or any associate or affiliate of any such executive officer, director, employee or proposed nominee, is or has been indebted to the Corporation or any of its subsidiaries, or to any other entity that was provided a guarantee, support agreement, letter of credit or other similar arrangement or understanding by the Corporation or any of its subsidiaries in connection with the indebtedness, at any time since the beginning of the most recently completed financial year of the Corporation.

MANAGEMENT CONTRACTS

For the year ended December 31, 2022, management functions of the Corporation or any subsidiary of the Corporation were performed by the Corporation and its management.

CORPORATE GOVERNANCE PRACTICES

The Canadian securities regulatory authorities have issued corporate governance guidelines (the "**CSA Guidelines**") for all reporting issuers in Canada (other than investment funds), together with certain related disclosure requirements. The CSA Guidelines are recommended as "best practices" for issuers to follow. The Corporation recognizes that good corporate governance plays an important role in the Corporation's overall success and in enhancing shareholder value and, accordingly, has adopted corporate governance practices which are reflective of the CSA Guidelines. A summary of certain aspects of the Corporation's approach to corporate governance and its practices is set out in Schedule "C".

AUDIT COMMITTEE INFORMATION

The Audit Committee's Charter

The charter of the Audit Committee of the Corporation's board of directors, which has been reviewed and approved by the Corporation's Audit Committee, is attached as Schedule "D" to this management proxy circular.

Composition of the Audit Committee

The following are the members of the Audit Committee:

| | | |
|----------------|----------------|----------------------|
| Terry Larkan | CFO / Director | Financially Literate |
| David Toyoda | Independent | Financially Literate |
| Billy Williams | Independent | Financially Literate |

Relevant Education and Experience

Terrence A. Larkan is a Certified Practicing Accountant – Australia (FCPA – Aust.) and has extensive experience working as an officer or director of Canadian and UK public companies. Terrence A. Larkan was VP responsible for Corporate Governance functions for TSX main board listed company Barrick Gold.

David Toyoda graduated from the University of British Columbia with a Bachelor of Commerce degree with Honours and a Bachelor of Law degree. David Toyoda is a director and member of the audit committee of three reporting issuers.

Billy Williams CFP ChFC is a Certified Practicing Investment Advisor with over 20 years of experience in the financial services industry and is a member of the US Financial Planning Association.

The Audit Committee's Charter

The Corporation has adopted a Charter of the Audit Committee of the Board of Directors, which is attached as Schedule "D" to this Information Circular.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, the Corporation's Board of Directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Corporation has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. Section 2.4 provides an exemption from the

requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided.

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter set out in Schedule "D" to this Information Circular.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Corporation;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Corporation or who exercises control or direction over voting securities of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Corporation if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as disclosed elsewhere herein, no informed person, no proposed director of the Corporation and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Corporation's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Corporation or any of its subsidiaries.

APPROVAL

The contents of this management proxy circular and the sending thereof have been approved by the Corporation's board of directors.

Dated the 30th day of April 2023.

ROBERT L RHODES
Chief Executive Officer

APPENDIX A

Securitisation Debt Finance Agreement with CIC Fund Securitisation S.A.

CIC Fund Securitisation S.A. (a public limited liability company (*société anonyme*) is incorporated under the laws of the Grand Duchy of Luxembourg, acting as an unregulated securitisation company (*société de titrisation*) within the meaning of, and governed by, the Securitisation Law, having its registered office at 3 Boulevard Royal L-2449 Grand Duchy of Luxembourg,

The debt offering notes at Euro €125,000 per note restricted to professional investors under Securitisation Law. The Corporation entered into an amended agreement in September 4, 2022 and a Novation letter dated April 11, 2023, pursuant to which CIC Fund Securitisation Fund S.A. has made available up to Euro €5,000,000 at an interest rate of 8.2% with principal and interest payable on the fifth anniversary. The lender is Compartment PureFlowCath with the intellectual property of the Corporation being held in the Compartment PurFlowCath as security for the debt note holders. CIC Fund Securitisation S.A. has waived 5% capital raising commissions normally payable.

The Corporation has the option to convert debt notes and interest into units of the Corporation at the discretion of the Corporation. The conversion of the debt finance does not include the down-round provisions. The Corporation will draw down on the Securitisation Debt Facility as required through the development of PureFlowCath to meet working capital needs in tranches that minimize interest and lending fees.

The Securitisation debt finance agreement is as follows: -

| | |
|---|----------------------------|
| Loan Amount | Euro € 5,000,000 |
| Securitisation Costs | Euro € |
| Establishment of PureFlowCath | |
| Compartment | 8,700 |
| Establishment of Securitisation Parties | 93,000 |
| Loan Draw Down History | Loan € |
| September 2022 | 500,000 |
| December 2022 | 1,100,000 |
| December 2022 (settlement of fees) | 250,000 |
| May 2023 | <u>3,000,000</u> |
| | 4,850,000 |

| | | |
|---|---------------|-----------------|
| Debt Note Finance Costs on Draw | Loan € | 4.2% fee |
| Down | | |
| 4.2% administration fee over 5 years of loan | 1,850,000 | 98,700 |

The legal, regulatory compliance and annual maintenance expense of Compartment PureFlowCath is not included and invoiced separately on a direct cost basis.

Debt Note Precedent

Innomed Tech Ltd. can elect to convert the Debt Note to units at 20% less than US\$0.29 per share subject to the Corporation trading on a designated stock exchange. Each unit consists of one common share and one warrant with each warrant exercisable into one common shares at US\$0.29 on or before December 31, 2026.

The debt finance lender is the Compartment PureFlowCath with the debt note holders finance secured against the intellectual property transferred from Innomed Tech Ltd. The IP intangible assets in any default by Innomed Tech will be owned by the debt note holders and not by CIC Fund Securitisation S.A. governed by the Securitisation Law Grand Duchy of Luxembourg.

APPENDIX B
DIRECTOR MINUTES

| 30/4/23 21:36 | | InnoMedTech Board Resolution Record 2020 | | Approval Status | | | | | | | | Consolidated PDF |
|---------------|-----------|---|--|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|------------------|
| Ref # | Date | Resolution Title | Link | Rob Rhodes | Terry Larkin | Mike Billig | Kirby Plessala | Joelle Evans | Mary Edmonds | Marshall Walker | David Toyoda | Yes/No |
| 1.20 | 28-Mar-20 | Appoint AST as share registrar | 1.20 InnoMedTech AST Board Resolution 28 March 2020.pdf | Approved email | Approved email | Approved email | Approved email | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 2.20 | 28-Mar-20 | Resignation of Incorporator | 2.20 Incorporator Resignation (InnoMedTech Inc).pdf | Approved email | Approved email | Approved email | Approved email | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 3.20 | 28-Mar-20 | Appoint Rob Rhodes as CEO | 3.20 Appt of Rhodes as CEO (InnoMedTech Inc).pdf | Abstain | Approved email | Approved email | Approved email | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 4.20 | 17-Apr-20 | Transfer share register to AST | 4.20 Board Resolution - Transfer of Share Register to AST.pdf | Approved email | Approved email | Abstain | Approved email | Approved email | Approved email | Abstain | Not Yet Director | Yes |
| 5.20 | 18-Apr-20 | Appoint Shirley Shannon as Treasurer | 5.20 Board Resolution Appoint Company Treasurer.pdf | Approved email | Approved email | Abstain | Approved email | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 6.20 | 21-Apr-20 | Appoint Compensation Committee | 6.20 Board Resolution - Appoint Compensation Committee.pdf | Abstain | Abstain | Approved email | Abstain | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 7.20 | 21-Apr-20 | Appoint Disclosure Committee | 7.20 Board Resolution - Appoint Disclosure Committee.pdf | Abstain | Abstain | Abstain | Approved email | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 8.20 | 21-Apr-20 | Appoint Nomination Committee | 8.20 Board Resolution - Appoint Nomination Committee.pdf | Approved email | Abstain | Approved email | Abstain | Abstain | Approved email | Approved email | Not Yet Director | Yes |
| 9.20 | 22-Apr-20 | Appoint Audit Committee | 9.20 Board Resolution - Appoint Audit Committee.pdf | Approved email | Abstain | Abstain | Approved email | Approved email | Approved email | Approved email | Not Yet Director | Yes |
| 10.20 | 1-May-20 | Principal Investor Liaison | 10.20 Board Resolution - Principal Investor Liaison.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 11.20 | 1-May-20 | Appoint CSC Global as Registerde Agent | 11.20 Board Resolution - Appoint CSC Global as Registered Agent.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 12.20 | 1-May-20 | Operate Interim Trust Account | 12.20 Board Resolution - Interim Trust Account.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 13.20 | 1-May-20 | Class 2 Conversions | 13.20 Board Resolution - Conversion of Class 2 Member Units.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 14.20 | 1-May-20 | Discharge Creditors Prior to Listing | 14.20 Board Resolution - Discharge of Creditors.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 15.20 | 8-May-20 | Subscribers Funds | 15.20 Board Resolution - Subscriber Funds.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 16.20 | 14-May-20 | Class 2 Conversion Methodology | 16.20 Board Resolution - Class 2 Conversions.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Abstain Absent | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 17.20 | 14-May-20 | Share Register Diversity | 17.20 Board Resolution - Share Register Diversity.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Abstain Absent | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 18.20 | 18-May-20 | Continuance into Canada | 18.20 Board Resolution - Continuance into Canada.pdf | Approved email | Approved email | Approved email | Approved email | Resigned | Approved email | Approved email | Not Yet Director | Yes |
| 19.20 | 18-May-20 | Board Structure | 19.20 Board Resolution - Board Structure.pdf | Approved email | Approved email | Approved email | Approved email | Resigned | Approved email | Approved email | Not Yet Director | Yes |
| 20.20 | 14-May-20 | Luxembourg Securitization | 20.20 Board Resolution - Luxembourg Securitization.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Abstain Absent | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 21.20 | 27-May-20 | Nomination Committee Appointment | 21.20 Board Resolution - Nomination Committee Appointment.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 22.20 | 27-May-20 | Board Restructure & Appointment of David Toyoda | 22.20 Board Resolution - Board Restructure & Appointment of David Toyoda.pdf | Approved Meeting | Approved Meeting | Against Meeting | Approved Meeting | Resigned | Against Meeting | Approved Meeting | Not Yet Director | Yes |
| 23.20 | 27-May-20 | Prepare for AGM | 23.20 Board Resolution - Prepare for AGM.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Approved Meeting | Approved Meeting | Not Yet Director | Yes |

| | | | | | | | | | | | | |
|-------|-----------|--|---|------------------|------------------|------------------|------------------|----------|------------------|---------------------|------------------|-----|
| 24.20 | 27-May-20 | Update Engagement Letters | 24.20 Board Resolution - Update Engagement Letters.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 25.20 | 27-May-20 | Appoint Qualified Person | 25.20 Board Resolution - Appoint Qualified Person.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 26.20 | 27-May-20 | Revised CIC Engagement Agreement | 26.20 Board Resolution - Revised CIC Engagement Agreement.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 27.20 | 27-May-20 | Appoint Luxembourg IP Valuation Firm | 27.20 Board Resolution - Appoint Luxembourg IP Valuation Firm.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Approved Meeting | Approved Meeting | Not Yet Director | Yes |
| 28.20 | 11-Jun-20 | Appoint Mike Billig to Nomination Committee | 28.20 Board Resolution - Appoint Mike Billig to Nomination Committee.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Resigned | Approved Meeting | Not Yet Director | Yes |
| 29.20 | 11-Jun-20 | Nominations for Remuneration Committee | 29.20 Board Resolution - Nominations for Remuneration Committee.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Resigned | Approved Meeting | Not Yet Director | Yes |
| 30.20 | 12-Jun-20 | Appoint CIC Nominated Director | 30.20 Board Resolution - Appoint CIC Nominated Director.pdf | Approved Meeting | Approved Meeting | Abstain | Abstain | Resigned | Resigned | Approved In Writing | Not Yet Director | Yes |
| 31.20 | 11-Jun-20 | Appointment of David Toyoda to Board | 31.20 Board Resolution - Appointment of David Toyoda to Board.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Resigned | Approved Meeting | Not Yet Director | Yes |
| 32.20 | 11-Jun-20 | Funding Status Going Concern Declaration | 32.20 Board Resolution - Funding Status Going Concern Declaration.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Resigned | Resigned | Approved Meeting | Not Yet Director | Yes |
| 33.20 | 1-Jul-20 | Appointment of Harry Satterwhite as Agent of InnoMed two LLC | 33.20 Board Resolution - Appointment of Harry Satterwhite as Agent of InnoMed Two LLC.pdf | Approved email | Approved email | Abstain | Resigned | Resigned | Resigned | Approved email | Approved email | Yes |
| 34.20 | 1-Jul-20 | Authorise Name Change of InnoMed Two LLC | 34.20 Board Resolution - Authorise Name Change to PureFlow LLC.pdf | Approved email | Approved email | Abstain | Resigned | Resigned | Resigned | Approved email | Approved email | Yes |
| 35.20 | 28-Oct-20 | Holding of IMP Shares as Security | 35.20 Board Resolution - Holding of IMP Shares as Security.pdf | Approved email | Approved email | Resigned | Resigned | Resigned | Resigned | Approved email | Approved email | Yes |
| 36.20 | 28-Oct-20 | Payment of CIC Capital Ltd for Shareholder List | 36.20 Board Resolution - Payment of CIC Capital Ltd for Shareholder List.pdf | Approved email | Approved email | Resigned | Resigned | Resigned | Resigned | Approved email | Approved email | Yes |
| 37.20 | 23-Dec-20 | Appoint Dr McIntyre as Director of PureFlowCath LLC | 37.20 Board Resolution - Appoint Dr McIntyre as Director of PureFlowCath LLC.pdf | Approved email | Approved email | Resigned | Resigned | Resigned | Resigned | Approved email | Approved email | Yes |
| 38.20 | 23-Dec-20 | Appoint CIC to Prepare 2020 Financials | 38.20 Board Resolution - Appoint CIC to Prepare 2020 Financials.pdf | Approved email | Approved email | Resigned | Resigned | Resigned | Resigned | Approved email | Approved email | Yes |

| 30/4/23 21:18 | | InnoMedTech Board Resolution Record 2021 | | | Approval Status | | | | | Consolidated PDF | Minuted | |
|---------------|-----------|--|--|------------------|------------------|------------------|------------------|------------------|--------|------------------|---------|--|
| Ref # | Date | Resolution Title | Link | Rob Rhodes | Terry Larkin | Marshall Walker | David Toyoda | Billy Williams | Yes/No | Yes/No | Date | |
| 1.21 | 29-Jan-21 | Appoint Terry Larkin as CFO & Executive Chairman | 1.21 Executive Board Resolution - Appointment of Terry Larkin as CFO & Exec Chairman.pdf | Approved email | Abstain | Approved email | Approved email | NA | Yes | | | |
| 2.21 | 29-Jan-21 | Authorise Satterwhite Law to petition the Circuit Court of Mobile County | 2.21 Executive Board Resolution - Authorise Satterwhite Law to petition the Circuit Court of Mobile County.pdf | Approved email | Approved email | Approved email | Approved email | NA | Yes | | | |
| 3.21 | 26-Feb-21 | Change Registered & Records address for InnoMed Tech Ltd | 3.21 Board Resolution - Change Registered & Record Office.pdf | Approved email | Approved email | Approved email | Approved email | NA | Yes | | | |
| 4.21 | 1-Mar-21 | Appoint Billy Williams as Non-Executive Director of InnoMed Tech Ltd | 4.21 Board Resolution - Appoint Billy Williams as Non-Executive Director of InnoMed Tech Ltd.pdf | Approved email | Approved email | Approved email | Approved email | NA | Yes | | | |
| 5.21 | 1-Mar-21 | Appoint Billy Williams as member of Audit Committee of InnoMed Tech Ltd | 5.21 Board Resolution - Appoint Billy Williams to the Audit Committee of InnoMed Tech Ltd.pdf | Approved email | Approved email | Approved email | Approved email | NA | Yes | | | |
| 6.21 | 29-Jun-21 | CIC Capital Ltd Monthly retainer | 6.21 Board Resolution - CIC Capital Ltd monthly retainer.pdf | Approved email | Approved email | Approved email | Approved email | Approved email | Yes | | | |
| 7.21 | 14-Jul-21 | Appoint Computershare as Transfer Agent | 7.21 Appointment of Computershare.pdf | Approved email | Approved email | Approved email | Approved email | Approved email | Yes | | | |
| 8.21 | 21-Jul-21 | Approve Computershare Agreement & Form of Share Certificate | 8.21 Board Resolution - Approve Computershare Agreement & form of share certificate | Approved email | Approved email | Approved email | Approved email | Approved email | Yes | | | |
| 9.21 | 19-Oct-21 | Issue of Founder Warrants | 9.21 Executive Board Resolution - Founder Warrant Issue.pdf | Abstain | Abstain | Approved email | Abstain | Approved email | Yes | | | |
| 10.21 | 22-Oct-21 | Adopt New Articles of Incorporation | 10.21 Executive Board Resolution - New Articles of Incorporation.pdf | Approved email | Approved email | Approved email | Approved email | Approved email | Yes | | | |
| 11.21 | 12-Nov-21 | CIC share register 1 for 5 share issue agreement | 11.21 Executive Board Resolution - CIC share register 1 for 5 share issue agreement - signed.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes | | | |

| 30/4/23 21:20 | | InnoMedTech Board Resolution Record 2022 | | | Approval Status | | | | | Consolidated PDF |
|---------------|-----------|--|--|------------------|------------------|------------------|------------------|------------------|--------|------------------|
| Ref # | Date | Resolution Title | Link | Rob Rhodes | Terry Larkin | Marshall Walker | David Toyoda | Billy Williams | Yes/No | |
| 1.22 | 2-Mar-22 | Approve Q3 2021 Financials | 1.22 Approve Q3 2021 Financials.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes | |
| 2.22 | 27-Dec-22 | Transfer IP Management from Freylinger to Laidebeur & Partners | 2.22 Board Resolution - Transfer IP Management from Freylinger to Laidebeur & Partners.pdf | Approved email | Approved email | Approved email | Approved email | Approved email | Yes | |
| 3.22 | 27-Dec-22 | Engage Pacific Star Law to Review BCSC Responses | 3.22 Board Resolution - Engage Pacific Star Law to review BCSC responses.pdf | Approved email | Approved email | Approved email | Abstain | Approved email | Yes | |

| 30/4/23 21:30 | | InnoMedTech Board Resolution Record 2023 | | Approval Status | | | | | Consolidated PDF |
|---------------|-----------|--|--|------------------|------------------|------------------|------------------|------------------|------------------|
| Ref # | Date | Resolution Title | Link | Rob Rhodes | Terry Larkin | Marshall Walker | David Toyoda | Billy Williams | Yes/No |
| 1.23 | 17-Mar-23 | Reduce Founder Warrants to 450,000 | 1.23 Board Resolution - Reduce Founder Director Warrants to 450,000.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |
| 2.23 | 28-Apr-23 | Drawdown Securitisation Loan Funds in May 2023 | 2.23 Board Resolution - Drawdown Securitisation Loan Funds in May 2023.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |
| 3.23 | 28-Apr-23 | Amendment of Securitisation Agreement by Novation Letter | 3.23 Board Resolution - Amendment of Securitisation Agreement by Novation Letter.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |
| 4.23 | 28-Apr-23 | Special Shareholders Meeting May 2023 | 4.23 Board Resolution - Special Shareholders Meeting May 2023.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |
| 5.23 | 28-Apr-23 | Conversion of Securitisation Debt & Interest to Equity | 5.23 Board Resolution - Conversion of Securitisation Debt & Interest to Equity.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |
| 6.23 | 28-Apr-23 | Authorise CEO to Sign Securitisation Novation Letter | 6.23 Board Resolution - Authorise CEO to Sign Securitisation Novation Letter.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |
| 7.23 | 28-Apr-23 | Cancellation of Shares | 7.23 Board Resolution - Cancellation of Shares.pdf | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Approved Meeting | Yes |

APPENDIX C

STATEMENT OF CORPORATE GOVERNANCE DISCLOSURE (VENTURE ISSUERS)

The following description of the governance practices of the Corporation is provided in accordance with the guidelines of Multilateral Instrument 58-101, as set out in Form 58-101F2 (the "Form 58-101F2 Guidelines"). The Form 58-101F2 Guidelines address matters relating to constitution and independence of directors, the functions to be performed by the directors of a company and their committees and effectiveness and evaluation of proposed corporate governance guidelines and best practices specified by the Canadian securities regulators. The directors of the Corporation will continue to monitor the developments and the various changes to the proposed corporate governance guidelines and best practices and where applicable will amend its corporate governance guidelines accordingly.

| Form 58-101F2 Guidelines | The Governance Disclosure of the Corporation |
|--|--|
| <p>1. Board of Directors Disclose how the Board of Directors (the "Board") facilitates its exercise of independent supervision over management, including</p> <p>B. the identity of directors that are independent, and</p> <p>C. the identity of directors who are not independent, and the basis for that determination.</p> | <p>The Board currently consists of 5 directors, of whom three (3) are independent. None of the three unrelated directors have any direct or indirect material relationship with the Corporation (other than shareholdings) which could, in the view of the Corporation's Board, reasonably interfere with the exercise of directors independent judgment. Marshall Walker, David Toyoda and Billy Williams are independent directors. Robert Rhodes is the Chief Executive Officer and Terry Larkan is the Chief Financial Officer of the Corporation and are not independent.</p> |
| <p>2. Directorships If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p> | <p>None of the current directors are presently directors of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, other than David Toyoda who is a director of three reporting issuers.</p> |
| <p>3. Orientation and Continuing Education Describe what steps, if any, the board takes to orient new board members, and describe any</p> | <p>Orientation and education of new members of the Board is conducted informally by management and members of the Board. The orientation provides background information</p> |

| Form 58-101F2 Guidelines | The Governance Disclosure of the Corporation |
|--|--|
| measures the board takes to provide continuing education for directors. | on the Corporation's history, performance and strategic plans. |
| <p>4. Ethical Business Conduct Describe what steps, if any, the board takes to encourage and promote a culture of ethical business conduct.</p> | The Board has not adopted a formal written code of ethics. The Board is of the view that the requirements of the audit committee charter and Board members' ability to reference outside professional advisors, facilitate the Corporation meeting ethical business standards. |
| <p>5. Nomination of Directors Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates, and (ii) the process of identifying new candidates.</p> | The Corporation's Nomination Committee makes formal Director and Officer recommendations of appointment to the Board for consideration. Terry Larkan and David Toyoda make up the Nomination Committee. |
| <p>6. Compensation Disclose what steps, if any, are taken to determine compensation for the directors and CEO, including: (i) who determines compensation, and (ii) the process of determining compensation.</p> | The Compensation Committee is responsible for determining all elements of the compensation of the Executive Directors, Officers and the Chairman of the Board. Terry Larkan, Billy Williams and David Toyoda make up the Corporation's Compensation Committee. |
| <p>7. Other Board Committees If the board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p> | The Corporation has a Disclosure Committee that is tasked with reviewing all proposed disclosures prior to their release. The Disclosure Committee is made up of Terry Larkan, David Toyoda and Robert Rhodes. |
| <p>8. Assessments Disclose what steps, if any, that the board takes to satisfy itself that the board, its committees, and its individual directors are performing effectively.</p> | The Board is satisfied that, in view of the size and composition of the Board, no formal procedures are required to assess the performance of the Board, its committees or individual directors. |

APPENDIX D

CHARTER OF THE AUDIT COMMITTEE

SCHEDULE 4

Audit Committee Charter

I. Audit Committee Purpose

The Audit Committee (the "**Committee**") is a committee selected from the board of directors (the "**Board**") of InnoMed Tech Ltd. (the "**Corporation**") whose primary function is to manage and maintain the effectiveness of the financial aspects of the governance structure of the Corporation.

The Objectives of the Committee include:

- 1.1 To increase shareholder confidence and to ensure the credibility and objectivity of published financial information.
- 1.2 To assist the Board in meeting its financial reporting responsibilities.
- 1.3 To assist the Board in ensuring the effectiveness of the Company's internal accounting and financial controls.
- 1.4 To strengthen the independent position of the Company's external auditors by providing channels of communication between them and the non-executive directors.
- 1.5 To review the performance of the Company's internal and external auditing functions.

II. Committee Composition, Appointment and Procedures

1. Structure and Composition of Committee

The Committee is a sub-committee of the Board and as such exercises such powers of the Board as have been delegated to it, is answerable to the Board.

The Committee shall be comprised of not less than three directors, at least two of whom must be independent non-executive directors in accordance with applicable regulatory and stock exchange requirements. In the event securities of the Company are traded on the Toronto Stock Exchange, a majority of the members of the audit committee must be independent within the meaning of "National Instrument 52-110 – Audit Committees".

The membership of this Committee is to be set out in the annual report and accounts of the Company.

2. Financial Literacy

All members of the Committee shall have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the financial statements of the Corporation.

3. Appointment of Committee Members

Members of the Committee shall be appointed from time to time and shall hold office at the pleasure of the Board, upon the recommendation of the Corporate Governance and Nominating Committee.

4. Vacancies

- (a) Where a vacancy occurs at any time in the membership of the Committee, it may be filled by the Board.
- (b) The Board shall fill any vacancy if the membership of the Committee is less than three Directors.

5. Committee Chairman

The Board shall appoint a Chairman for the Committee. The Chairman of the Committee shall be available at the Annual General Meeting to answer questions.

6. Absence of Committee Chairman

If the Chairman of the Committee is not present at any meeting of the Committee, one of the other members of the Committee who is present at the meeting shall be chosen by the Committee to preside at the meeting.

7. Secretary of Committee

The Secretary of the Corporation shall serve as the secretary of the Committee.

8. Meetings

(a) The Chairman of the Committee or the Chairman of the Board, or any two members of the Committee may call a meeting of the Committee.

(b) The Audit Committee shall meet not less than four times a year and at such other times as circumstances require. The external auditors may request a meeting if they consider it necessary.

(c) The Committee will ordinarily meet in camera at the end of each of its formal meetings and may meet in camera at any other time as required.

(d) There shall be three senior management personnel available for meetings of the Committee at the invitation of the Chairman of the Committee. These three persons will be those holding the positions of Chief Executive Officer, Chief Financial Officer and Corporate Secretary.

(e) Representatives of the external auditors shall be available for Committee meetings at the invitation of the Chairman of the Committee.

9. Quorum

A Majority of the members of the Committee shall constitute a quorum.

10. Notice of Meetings

(a) Notice of the time and place of every meeting shall be given in writing (including by way of written facsimile communication) to each member of the Committee at least 72 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting.

(b) Attendance of a member at a meeting constitutes a waiver of notice of the meeting except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

11. Review

The Committee shall review its performance and this Charter annually or otherwise as it deems appropriate and propose recommended changes to the Board.

III. Responsibilities of the Committee

12. The Committee shall:

(a) Review all quarterly un-audited and annual audited financial statements and accompanying reports to the shareholders, MD&A, related annual and interim earnings press releases, earnings guidance disclosure or any other disclosure based on the Corporation's financial statements prior to the release of those statements.

(b) Make recommendations to the Board for approval with respect to the annual audited financial statements and, in each case, review:

(i) The appropriateness of the Corporation's significant accounting principles and practices, including acceptable alternatives, and the appropriateness of any significant changes in accounting principles and practices.

(ii) The existence and substance of significant accruals, estimates, or accounting judgments, and the level of conservatism.

- (iii) Unusual or extraordinary items, transaction with related parties and adequacy of disclosures.
- (iv) Asset and liability carrying values.
- (v) Income tax status and related reserves.
- (vi) Qualifications contained in letters of representation.
- (vii) Assurances of compliance with covenants in trust deeds or loan agreements.
- (viii) Business risks, uncertainties, commitment, and contingent liabilities.
- (ix) The adequacy of explanations for significant financial variances between years.

(c) Review the Corporation's Annual Information Form and management proxy circular and make a recommendation for approval thereof to the Board.

(d) to assist in the preparation of Form 52-110F2 (or, if the Company ceases to be a "Venture Issuer" for Canadian securities law purposes, Form 52-110F1) which requires the Company to disclose certain matters in respect of the audit committee.

(e) Oversee the external audit process, including:

- (i) The selection and appointment of an auditing firm to conduct the annual audit of the Corporation's annual financial statements and review of the Corporation's quarterly financial statements (and related notes and management's discussion and analysis in each case).
- (ii) Assessing the independence of appointed auditing firm.
- (iii) Reviewing of the external audit plan comprising a fee estimate, objectives scope, materiality, timing, locations to be visited, areas of audit risk, and co-ordination with Internal Audit.
- (iv) Reviewing of audit reports and reviews and findings, including corresponding management responses.
- (v) Approving the audit fee.
- (vi) Establishing, from time to time, pre-approval arrangements for specific categories of permitted audit related services.
- (vii) Private discussions regarding the quality of financial personnel, the level of co-operation received unresolved material differences of opinion or disputes, and the effectiveness of the work of Internal Audit.
- (viii) Co-ordinate the audit where more than one firm is involved.
- (ix) Monitoring and review any problems or reservations arising from the audit and to discuss any matters which the external auditor wishes to discuss, without executive Board members present.
- (x) Considering communications from the external auditors on audit planning and findings and on material weaknesses in accounting and internal control systems that have come to the auditors' attention.
- (xi) To review and discuss with management and auditors the preliminary results, interim information and annual financial statements before submission to the Board, focusing particularly on:
 - (a) the quality and acceptability of the accounting policies and practices and financial reporting disclosures and changes thereto;
 - (b) areas involving significant judgement, estimation or uncertainty;
 - (c) material misstatements detected by the auditors that individually or in aggregate have not been corrected and management's explanations as to why they have not been adjusted;

- (d) the basis for the going concern assumption;
- (e) compliance with financial reporting standards and relevant financial and governance reporting requirements;

(f) Oversee the external non-audit process, including:

- (i) Approving the nature of any non-audit services provided and any material mandates by the auditing firm to the Corporation or its subsidiary entities, the fees charged by the firm for such services and the impact on the independence of the auditor provided that the auditing firm is prohibited from providing appraisal or valuation services, fairness opinions, actuarial services, internal audit outsourcing services, management functions or human resources, bookkeeping or other services relating to the accounting records or financial statements of the Corporation or financial information systems designed in implementation.
- (ii) Information as to the non-audit services provided by the auditing firm, the fees charged by the firm for such services and the impact on the independence of the auditor.

(g) Oversee the internal audit function including:

- (i) Reviewing the annual audit plan including risk assessment, the location and activities selected to ensure appropriate involvement in the control systems and financial reporting, time and cost budgets, resources (both personnel and technological), and organizational reporting structure.
- (ii) Reviewing audit progress, findings, recommendations, responses and follow up actions.
- (iii) Private discussions as to internal audit independence, cooperation received from management, interaction with external audit, and any unresolved material disagreements with management.
- (iv) Annual approval of audit mandate.
- (v) Monitoring of compliance with the Corporation's financial code of conduct.
- (vi) Considering the appointment, resignation or dismissal of the head of internal audit.
- (vii) Reviewing and discuss with the head of internal audit the scope of work of the internal audit function, its plans, the issues identified as a result of its work and how management is addressing these issues;
- (viii) Ensuring that the function is adequately resourced, and has appropriate authority and standing within the Company; and
- (ix) Reviewing co-ordination between the internal and external auditors.

(h) Review the effectiveness of control and control systems utilized by the Corporation in connection with financial reporting and other identified business risks.

(i) Review with senior management and the external auditors the audits of subsidiaries performed by different external auditors, including significant issues and recommendations.

(j) Review incidents of fraud, illegal acts and conflicts of interest. Ensure that arrangements are in place for investigation of possible impropriety in financial reporting or other matters.

(k) Review documents filed with securities commissions, including the Corporation's annual information form and annual report.

(l) Review material valuation issues.

(m) Review the quality and accuracy of computerized accounting systems, the adequacy of the protection against damage and disruption, and security of confidential information through information systems reporting.

(n) Review with senior management, the external auditors and legal counsel any litigation claim or other contingency that could have a material effect upon the financial position or operating results of the company with a view to appropriate disclosure.

(o) Review the expenses and perquisites, including the use of company assets, by senior officers

(p) Review material matters that come before audit committees of subsidiaries.

(q) Review cases where management has sought accounting advice on a specific issue from an accounting firm other than the one appointed as Auditor.

(r) Review policies and practices concerning officers' expenses and perquisites and, where appropriate, refer any issue to the Compensation Committee or to the Board of Directors.

(s) Establish financial procedures for:

(i) The receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.

(ii) The confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

(t) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Corporation.

13. The Committee may, at the request of the Board, investigate such other matters as the Board considers appropriate in the circumstances.

IV. Resources Meetings and Reports

14. The Committee shall have adequate resources to discharge its responsibilities. The Committee may, for and on behalf of the Corporation and at the Corporation's sole expense, engage such consultants as it considers in its sole discretion necessary to assist it in fulfilling its duties and responsibilities.

16. The meetings of the Committee shall ordinarily include the auditors and the Chairman of the Board shall be an ex officio member of the Committee if not otherwise appointed as a member of the Committee. The Committee may request the attendance of other officers at its meetings from time to time.

17. The Board shall be kept informed of the Committee's activities by a report presented at the Board meeting following each Committee meeting.

18. The Committee shall keep minutes of its meetings in which shall be recorded all actions taken by the Committee which minutes shall be made available to the Board.

19. The members of the Committee shall have the right, for the purposes of discharging the powers and responsibilities of the Committee, to inspect any relevant records of the Corporation and its subsidiaries.

Form of Proxy

Please insert your full name (left) and insert your total voting shares (right).

| | |
|--|--|
| | |
|--|--|

I/We hereby appoint Terrence Larkan the Chairman of the Meeting OR the person indicated in the box above as my/our proxy to attend, speak and vote in respect of my/our full voting entitlement* on my/our behalf at the Annual General & Special Meeting of Innomed Tech Ltd. to be held Canada on **May 26, 2023** at **4:00 pm (Vancouver Canada time)** by **Proxy Voting**, and at any adjourned meeting.

Form of Proxy - Special Meeting to be held on May 26, 2023

Special Business

| | For | Against |
|--|--------------------------|--------------------------|
| 1. To confirm and ratify the Debt Finance Agreement and amendments. | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To confirm and ratify the conversion of debt issued pursuant to the Debt Finance Agreement and the resulting dilution | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To confirm all previous acts and deeds, of the Board of Directors of the Corporation | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments | <input type="checkbox"/> | <input type="checkbox"/> |

I/We instruct my/our proxy as indicated on this form. Unless otherwise instructed the proxy may vote as he or she sees fit or abstain in relation to any business of the meeting.

Signature

Date

| | |
|--|--|
| | |
|--|--|

In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer duly authorised, stating their capacity (e.g. director, secretary).

Please email Proxy form to: Bromley@CICCapital.com

Please email on or before May 24, 2023

