



ASX ANNOUNCEMENT -

Notice of 2017 Annual Meeting of Stockholders & Proxy Statement

Minnesota, United States and Melbourne, Australia – 24 April 2017 – Osprey Medical Inc. (ASX: OSP) (“Osprey” or “the Company”) is pleased to present the attached Notice of Annual Meeting of Stockholders & Proxy Statement which will be distributed to investors on or about 24 April 2017. The annual report will be mailed to investors who have requested it.

Osprey’s Annual Meeting of Stockholders will be held at *Johnson Winter & Slattery’s* Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Thursday, 18 May 2017 at 9.00am Australian Eastern Standard Time (Wednesday, 17 May 2017 at 6.00pm U.S. Central Time).

Brendan Case
Australian Secretary

About Osprey

Osprey Medical’s vision is to make heart imaging procedures safer for patients with poor kidney function. The amount of dye (contrast) used during angiographic imaging procedures increases the patient’s risk for dye-related kidney damage known as Contrast Induced Acute Kidney Injury (AKI). The Company’s core technologies originated from research conducted by Dr David Kaye at Melbourne’s Baker Institute. Its proprietary dye reduction and monitoring technologies are designed to help physicians minimize dye usage and monitor the dose of dye real time throughout the procedure. The Company’s DyeVert™ Plus System reduces contrast while maintaining image quality in a self-adjusting easy-to-use design that monitors dye usage. Osprey Medical’s Board and Management are comprised of experienced and successful personnel with established track records covering medical device development, regulatory approvals, sales and marketing, and mergers-acquisitions. Osprey Medical’s advisory board comprises world-recognised experts in heart and kidney diseases.

Foreign Ownership Restriction

Osprey’s CHES Depository Interests (CDIs) are issued in reliance on the exemption from registration contained in Regulation S of the US Securities Act of 1933 (Securities Act) for offers or sales which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. The holders of Osprey’s CDIs are unable to sell the CDIs into the US or to a US person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. Hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.

US OFFICE & HEADQUARTERS: Suite 250, 5600 Rowland Road, | Minnetonka MN 55345 | Tel: +1 952.955.8230 | Fax: +1 952.955.8171 |

AUSTRALIAN OFFICE: Level 13, 41 Exhibition Street | Melbourne VIC 3000 | Tel: +61 410 442 393 | Fax: +61 3 9660 5999 |

Osprey Medical Inc. (ARBN 152 854 923) is a foreign company incorporated in Delaware, USA,
whose stockholders have limited liability.

www.ospreymed.com

Contact details:

Media

Gavin Lower

Buchan Consulting

T: (613) 8866 1215

glower@buchanwe.com.au

Investors

Rebecca Wilson

Buchan Consulting

M: (61) 417 382 391

rwilson@buchanwe.co.au

Company

Doug Schoenberg

VP of Marketing

T: (952) 955 8230

dschoenberg@ospreymed.com

OSPREY MEDICAL INC.

ARBN 152 854 923

Australian Registered Office: Level 13, 41 Exhibition Street, Melbourne, Victoria, 3000, Australia
USA Office and Headquarters: 5600 Rowland Drive, Suite 250, Minnetonka, MN 55343

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

NOTICE IS GIVEN that the Annual Meeting of stockholders of Osprey Medical Inc. (**Company**) will be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Thursday, 18 May 2017 at 9.00am Australian Eastern Standard Time (Wednesday, 17 May 2017 at 6.00pm U.S. Central Time).

Items of Business

1 Re-election of Class I Directors

To consider and, if thought fit, to pass the following resolutions as separate ordinary resolutions:

- (a) "That Mr John Erb, being a director who retires in accordance with Section 2 of the Company's bylaws and being eligible, offers himself for re-election, be elected as a Class I director of the Company."
- (b) "That Mr Neville Mitchell, being a director who retires in accordance with Section 2 of the Company's bylaws and being eligible, offers himself for re-election, be elected as a Class I director of the Company."

2 Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions in the accompanying Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on Item 2 by a person who may participate in the proposed issue, and any of their associates, and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares or CDIs, if the resolution under Item 2 is passed, unless the vote is cast:

- *by a person as proxy for a person who is entitled to vote on Item 2, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 2, in accordance with a direction on the proxy form to vote as the proxy decides.*

3 Grant of Options to Mr John Erb, Chairman of the Company

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

"That approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to subscribe for 110,000 Shares (equivalent to 220,000 CDIs) under the Company's 2016 Stock Incentive Plan (**Plan**) to the Chairman, Mr John Erb, in the 2017 financial year, on the terms set out in the accompanying Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast on Item 3 by a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company) and any of their associates, unless the vote is cast:

- *by a person as a proxy for a person entitled to vote on Item 3, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 3 in accordance with a direction on the proxy form to vote as the proxy decides.*

4 Grant of Options to Mr Neville Mitchell, a Director of the Company

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

“That approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to subscribe for 50,000 Shares (equivalent to 100,000 CDIs) under the Plan to Mr Mitchell, in the 2017 financial year, on the terms set out in the accompanying Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on Item 4 by a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company) and any of their associates, unless the vote is cast:

- *by a person as a proxy for a person entitled to vote on Item 4, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 4 in accordance with a direction on the proxy form to vote as the proxy decides.*

5 Grant of Options to Mr Michael McCormick, President & CEO and a Director of the Company

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

“That approval is given, for the purpose of ASX Listing Rule 10.14 and all other purposes, for the Company to grant options to subscribe for 1,510,000 Shares (equivalent to 3,020,000 CDIs) under the Plan to the President & CEO and a Director of the Company, Mr Michael McCormick, in the 2017 financial year, on the terms set out in the accompanying Explanatory Memorandum.”

Voting Exclusion

The Company will disregard any votes cast on Item 5 by a director of the Company (except one who is ineligible to participate in any employee incentive scheme operated by the Company) and any of their associates, unless the vote is cast:

- *by a person as a proxy for a person entitled to vote on Item 5, in accordance with the directions on the proxy form; or*
- *by a person chairing the meeting as proxy for a person who is entitled to vote on Item 5 in accordance with a direction on the proxy form to vote as the proxy decides.*

Record Date

You may vote at the meeting if you were a stockholder of record or a beneficial owner of shares held in street name on 7 April 2017 at 7.00pm Australian Eastern Standard Time (4.00am U.S. Central Daylight Time) (the **Record Date**).

Voting by Proxy:

Whether or not you plan to attend the Annual Meeting, you are entitled to vote only if you were an Osprey Medical Inc. stockholder on the Record Date. This means that owners of common stock as of that date are entitled to vote at the Annual Meeting and any adjournments or postponements of the meeting. Record holders of CDIs as of close of business on the Record Date, are entitled to receive notice of and to attend the meeting or any adjournment or postponement of the meeting and may instruct our CDI Depository, CHESS Depository Nominees Pty Ltd, (**CDN**), to vote the shares underlying their CDIs by following the instructions on the enclosed CDI Voting Instruction Form or by voting online at www.linkmarketservices.com.au. Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

This Notice of Annual Meeting of Stockholders and the 2016 annual report are available at www.ospreymed.com.

Dated this 24 April 2017.

By Order of the Board

Brendan Case
Australian Secretary

PROXY STATEMENT

2017 ANNUAL MEETING OF STOCKHOLDERS TO BE HELD ON 18 MAY 2017

The board of directors of Osprey Medical, Inc. (**Company**) is soliciting proxies for use at the Annual Meeting of stockholders to be held at Johnson Winter & Slattery's Melbourne office, Level 34, 55 Collins Street, Melbourne, Victoria, Australia on Thursday, 18 May 2017 at 9.00am Australian Eastern Standard Time (Wednesday, 17 May 2017 at 6.00pm U.S. Central Time) (**Annual Meeting**) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement and accompanying Notice of Annual Meeting of Stockholders (**Notice of Annual Meeting** or **Notice**) to our stockholders on or about 24 April 2017.

QUESTIONS AND ANSWERS ABOUT THE ANNUAL MEETING AND VOTING

What is the purpose of the meeting?

At the Annual Meeting, stockholders are invited to act upon the matters outlined in the Notice of Annual Meeting. At the meeting, management will also report on matters of current interest to our stockholders and respond to any questions from our stockholders. The matters outlined in the Notice of Annual Meeting include:

- the re-election of two Class I directors (**Item 1**);
- approval of 10% placement facility (**Item 2**);
- grant of options to Mr John Erb, Chairman of the Company (**Item 3**);
- grant of options to Mr Neville Mitchell, a Director of the Company (**Item 4**); and
- grant of options to Mr Michael McCormick, President & CEO and a Director of the Company (**Item 5**).

Who is entitled to vote at the meeting?

Only those stockholders of record or beneficial owners of shares held in street name on 7 April, 2017 at 7.00pm Australian Eastern Standard Time, (4.00am U.S. Central Time) (**Record Date**), will be entitled to receive notice of and to vote at the meeting and any adjournment or postponement thereof. CHES Depository Interest (**CDI**) holders as of the Record Date are entitled to receive notice of and attend the meeting and may instruct CHES Depository Nominees Pty Ltd (**CDN**) to vote at the meeting by following the instructions on the CDI Voting Instruction Form or by voting online at www.linkmarketservices.com.au.

As of the Record Date, we had 128,929,627 shares of common stock (**Shares**) outstanding (equivalent to 257,859,254 CDIs), all of which were entitled to vote with respect to the proposals to be acted upon at the meeting, subject to the voting exclusions noted in the Items of Business. Each CDI represents one half of a share of common stock.

Votes for and against and abstentions each will be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any investors be excluded from voting on any of the proposals at the meeting?

Yes. A voting exclusion applies with regard to Item 2, however there are no known stockholders or other security holders who would be excluded from voting on this Item as at the date of this Notice. For further details see the explanation under the title: "Voting Exclusion for Item 2" on page 13.

In addition, voting exclusions apply with regard to Items 3 to 5. Please refer to the Items 3 to 5 in the Items of Business for details in relation to the exclusions that apply to each of these resolutions.

What are my voting rights?

Holders of our common stock are entitled to one vote for each share of common stock held as at the Record Date. Holders of our CDIs are entitled to direct CDN to vote one vote for every two CDIs held by such holder as at the Record Date. Therefore, as of the Record Date, a total of 128,929,627 votes are entitled to be cast at the meeting.

How many shares must be present to hold the meeting?

In accordance with our bylaws, shares equal to a majority of the voting power of the outstanding shares of common stock entitled to vote at a stockholder meeting as of the Record Date must be present at the Annual Meeting in order to hold the meeting and conduct business. This is called a quorum. Shares are counted as present at the meeting if:

- you are stockholder of record and you are present and vote in person at the meeting;
- you have properly and timely submitted your proxy as described below under "How do I vote my shares of Osprey Medical common stock?"; or

- you have properly and timely submitted your CDI voting instruction form as described below under “How do I vote if I hold CDIs?”

What is a proxy?

It is your designation of another person to vote stock you own. That other person is called a proxy. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy card. When you designate a proxy, you also may direct the proxy how to vote your shares. We refer to this as your “proxy vote.”

What is the difference between a stockholder of record and a “street name” holder?

If you own shares registered directly in your name with our U.S. share registrar, Gray Plant Mooty, you are considered the stockholder of record with respect to those shares. As a stockholder of record, you have the right to grant your voting proxy directly to the company or to vote in person at the Annual Meeting.

If your shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the stockholder of record with respect to those shares, while you are considered the beneficial owner of those shares. In that case, your shares are said to be held in “street name” and the notice was forwarded to you by that organization. Street name holders generally cannot vote their shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their shares using the method described below under “How do I vote my shares of Osprey Medical common stock?” Since a street name holder is not the stockholder of record, you may not vote your shares in person at the Annual Meeting unless you obtain a “legal proxy” from the broker, bank, trustee, or nominee that holds your shares giving you the right to vote the shares at the meeting.

CDN is the stockholder of record for all shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of and to attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described below under “How do I vote if I hold CDIs?”

How do I vote my shares of Osprey Medical common stock?

If you are a stockholder of record, you can submit a proxy to be voted at the meeting in any of the following ways:

- over the Internet by following instructions below; or
- signing, dating and mailing the enclosed proxy card; or
- in person at the Annual Meeting.

Valid proxies must be received by Link Market Services Limited no later than 9.00am on Tuesday, 16 May 2017, Australian Eastern Standard Time, (Monday, 15 May 2017 at 6.00pm U.S. Central Time).

To vote by the Internet, you will need to use a control number that was provided to you in the materials with this Notice of Annual Meeting and follow the additional steps when prompted. The steps have been designed to authenticate your identity, allow you to give voting instructions, and confirm that those instructions have been recorded properly.

If you hold your shares in street name, you must vote your shares in the manner prescribed by your broker, bank, trust or other nominee, which is similar to the voting procedures for stockholders of record. You will receive a voting instruction form (not a proxy card) to use in directing the broker, bank, trust or other nominee how to vote your shares.

Please refer to “Will any investors be excluded from voting on any of the proposals at the meeting?” for a summary of voting exclusions applicable to each proposal to be voted on at the Annual Meeting.

How do I vote if I hold CDIs?

Each CDI holder as at the Record Date is entitled to direct CDN to vote one vote for every two CDIs held by such holder. Such CDI holders are entitled to receive notice of and to attend the Annual Meeting and any adjournment or postponement of the Annual Meeting and may instruct our CDI Depository, CDN, to vote the shares underlying their CDIs by following the instructions and returning the enclosed CDI Voting Instruction Form or by voting online at www.linkmarketservices.com.au. Valid voting instructions must be received by Link Market Services Limited no later than 9.00am on Monday, 15 May 2017, Australian Eastern Standard Time, (Sunday, 14 May 2017 at 6.00pm U.S. Central Time). Doing so permits CDI holders to instruct CDN to vote on behalf of the CDI holders at the meeting in accordance with their written instructions.

Alternatively, CDI holders may vote at the Annual Meeting by informing the Company that they wish to nominate themselves or another person to be appointed as CDN’s proxy for the purpose of attending and voting at the meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold shares or CDIs registered in more than one account. To ensure that all of your shares are voted, please submit proxies or voting instructions for all of your shares.

How can I attend the meeting?

All of our stockholders and CDI holders are invited to attend the Annual Meeting. You may be asked to present valid photo identification, such as a driver's license or passport, before being admitted to the meeting. If you hold your shares in street name or are a CDI holder, you also may be asked to present proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from your broker, bank, trust or other nominee are examples of proof of ownership.

Can I vote my shares in person at the meeting?

If you are a stockholder of record, you may vote your shares in person at the meeting by completing a ballot at the meeting. Even if you currently plan to attend the meeting, we recommend that you submit your proxy as described above so your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Annual Meeting, the vote you submit at the meeting will override your proxy vote.

If you are a street name holder, you may vote your shares in person at the meeting only if you obtain and bring to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the shares at the meeting.

Please refer to "How do I vote if I hold CDIs?" if you are a CDI holder.

How can I raise questions relevant to the Company's audit to the external auditor?

The Company's auditor, Baker Tilly Virchow Krause, LLP, is based in Minneapolis, Minnesota, USA and will not attend the Company's Annual Meeting of Stockholders.

Stockholders may submit questions relevant to the Company's audit to the Company's registered office at level 13, 41 Exhibition Street, Melbourne, Victoria. The Australian Secretary will ensure that the questions are provided to the Company's auditor and co-ordinate responses.

What is the voting requirement to approve each of the proposals included in the notice of meeting?

Item 1 — Re-election of Class 1 Directors

You may vote "FOR" or "ABSTAIN" on the election of the directors nominated for election. Abstentions are considered shares present and entitled to vote for purposes of determining a quorum, but will not be treated as either a vote "FOR" or "AGAINST" the resolutions.

Directors are elected by a plurality of the votes of the Shares present in person, by remote communication or represented by proxy and entitled to vote at the Annual Meeting. Accordingly, the director nominee receiving the highest number of "FOR" votes in respect of each resolution will be elected.

If you do not submit your proxy or voting instructions to your broker, a "broker non-vote" occurs and your shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your shares.

Under Listing Rule 14.2.1, a proxy form must allow stockholders to vote for a resolution, against a resolution or to abstain from voting on a resolution. However, ASX granted the Company a waiver from Listing Rule 14.2.1 to the extent necessary to permit the Company not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director. The terms of the waiver are that: (i) the Company complies with the relevant US laws as to the content of proxy forms applicable to resolutions for the election of directors; (ii) any notice given by the Company to CDI holders under ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for such resolutions or abstain from voting, and the reasons why this is the case; (iii) the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs; and (iv) the waiver from listing rule 14.2.1 only applies for so long as the relevant US laws and the Company's bylaws permit the election of directors by way of a plurality of the votes cast on such resolutions.

Item 2 — Approval of 10% Placement Facility

You may vote "FOR," "AGAINST" or "ABSTAIN" on the proposal to approve, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, the issue of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 (**10% Placement Facility**).

The proposal to approve the 10% Placement Facility requires the affirmative vote of 75% of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote on this proposal. Abstentions are considered shares present and entitled to vote and thus will have the effect of a vote "AGAINST" this proposal.

If you do not submit your proxy or voting instructions to your broker, a "broker non-vote" occurs and your shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of this proposal. The same result will occur if you do not instruct CDN how to vote your shares.

Items 3 – 5 — Approval of Grant of Options to three Directors of the Company

You may vote "FOR," "AGAINST" or "ABSTAIN" on the proposal to approve the grant of options to:

- Mr John Erb, Chairman and Independent Non-Executive Director (Item 3);
- Mr Neville Mitchell, Independent Non-Executive Director (Item 4); and
- Mr Mike McCormick, President, CEO and Director (Item 5).

The proposal to approve the grant of options to subscribe for:

- 110,000 Shares to Mr Erb;
- 50,000 Shares to Mr Mitchell; and
- 1,510,000 Shares to Mr McCormick,

requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the Annual Meeting and voting on such proposals at the Annual Meeting. Abstentions are considered shares present and entitled to vote and thus will have the effect of a vote "AGAINST" these proposals.

If you do not submit your proxy or voting instructions to your broker, a "broker non-vote" occurs and your shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of these proposals. The same result will occur if you do not instruct CDN how to vote your shares.

Can I change my vote after submitting my proxy?

Yes. If you are a stockholder of record, you may change your vote at any time before your proxy is voted at the Annual Meeting, in any of the following ways:

- by submitting a later-dated proxy by telephone or the Internet before 9.00am Australian Eastern Standard Time on Tuesday, 16 May 2017, (Monday, 15 May 2017 at 6.00pm U.S. Central Time);
- by submitting a later-dated proxy to the Australian Secretary of the Company, which must be received by the Company before the time of the Annual Meeting;
- by sending a written notice of revocation of proxy to the Australian Secretary of the Company, which must be received by the Company before the time of the Annual Meeting; or
- by voting in person at the Annual Meeting.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those instructions by delivering to Link Market Services Limited, no later than 9.00am Australian Eastern Standard Time on Monday, 15 May 2017, (Sunday, 14 May 2017 at 6.00pm U.S. Central Time); a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

We pay for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to street name holders and CDI holders. We are soliciting proxies by mail. In addition, our directors, officers and regular employees may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

EXPLANATORY MEMORANDUM

Business

ITEM 1 – RE-ELECTION OF CLASS I DIRECTORS

The Company's Amended and Restated Bylaws provide that the Board shall be divided into three classes, each class being as equal in number as reasonably possible; designated: Class I, Class II and Class III. At the 2014 Annual Meeting, an election was held for the Class I directors by stockholders. At the 2015 Annual Meeting, an election was held for the Class II directors by stockholders and at the 2016 Annual Meeting, an election was held for the Class III director.

In accordance with the Company's Amended and Restated Bylaws, the Class I directors are required to be re-elected by stockholders this year.

Class I directors:

- Mr John Erb
- Mr Neville Mitchell

The terms of the Class I directors will next expire at the Annual Meeting of stockholders to be held in 2020.

(a) Election of Mr John Erb to the Board

Mr John Erb joined the board of the Company as an independent director and non-executive Chairman in June 2007. Mr Erb has over 40 years of experience in the medical device industry.

Mr Erb is currently Chairman of the board and Chief Executive Officer of Sunshine Heart, Inc., a NASDAQ listed company which manufactures a medical device for the heart failure market. Mr Erb previously served for 15 years on the Board of Directors of Vascular Solutions, Inc., including 6 years as Chairman of the board of directors. Vascular Solutions manufactures medical devices for the cardiology and interventional radiology markets. Vascular Solutions was listed on NASDAQ until it was acquired by Teleflex, Inc., in February 2017 for US\$1 billion.

Mr Erb has also served on the boards of directors of CryoCath Technologies, Inc., acquired by Medtronic for US\$350 million in 2008, and SenoRx, Inc., acquired by C.R. Bard for US\$250 million in 2010.

From 2001 to 2006, Mr Erb was President and Chief Executive Officer of CHF Solutions, Inc., a private medical device company involved in the treatment of congestive heart failure, and in 2007 he served as its Executive Chairman of the Board. CHF Solutions was acquired by Gambro in 2010. From 1997 to 2001, Mr Erb was President and Chief Executive Officer of IntraTherapeutics, Inc., a medical device company involved in development, manufacturing, and distribution of peripheral vascular stents. IntraTherapeutics was acquired by Sulzer Medica for US\$150 million in 2001.

Previously, Mr Erb was Vice President of Operations for Schneider Worldwide, a division of Pfizer. Mr Erb also spent 10 years with Johnson & Johnson's Iolab Division and started his career with American Hospital Supply Corporation.

Mr Erb has a bachelor's degree in business administration from California State University, Fullerton.

Mr Erb is considered by the Board to be an independent director.

Board Recommendation and Chairman's voting intention for Item 1(a):

The directors (other than Mr Erb) recommend that stockholders vote in favour of this Item.

The Chairman intends to vote undirected proxies **in favour** of this resolution.

(b) Election of Mr Neville Mitchell to the Board

Mr Neville Mitchell joined the board of the Company as an independent non-executive director in July 2012 and is the Chairman of the Audit and Risk Committee.

In February 2017, Mr Mitchell became a member of the Board of Directors of Sirtex Limited and the South Eastern Sydney Local Health District. Mr Mitchell is also a member of the Board of Taxation (since 2015) and a panel member of the NSW Medical Device Fund.

Mr Mitchell is the former Chief Financial Officer and Company Secretary of Cochlear Limited (1995 – 2017), Former President of Group 100 (2014-2016) and a former Director of HEARing Cooperative Research Centre (CRC) 2005 – 2017.

Mr Mitchell has a Bachelor of Commerce Degree. He is a professional member of the Australian and South African Institutes of Chartered Accountants.

Mr Mitchell is considered by the Board to be an independent director.

Board Recommendation and Chairman's voting intention for Item 1(b):

The directors (other than Mr Mitchell) unanimously recommends that stockholders vote in favour of this Item.

The Chairman of the meeting intends to vote undirected proxies **in favour** of this resolution.

ITEM 2 APPROVAL OF 10% PLACEMENT FACILITY

Background

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of A\$300 million or less. The Company is an eligible entity.

The Company is now seeking stockholder approval by way of a special resolution to have the ability to issue "equity securities" under the 10% Placement Facility. "Equity securities" includes (a) a share, (b) a unit, (c) a right to a share or unit or option, (d) an option over an issued or unissued security and (e) a convertible security (an **Equity Security**).

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below).

The Company proposes to use the funds raised from the issue of Equity Securities under the 10% Placement Facility for working capital requirements and ongoing business development activities and/or for acquisition of new assets or investments (including expenses associated with such acquisition).

Description of Listing Rule 7.1A

(a) Stockholder approval

The ability to issue Equity Securities (such as CDIs) under the 10% Placement Facility is subject to stockholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

(c) Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained stockholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement to issue:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 or 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without stockholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of stockholders under Listing Rule 7.1 or 7.4.

(d) ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

If passed, Item 2 will allow the board of directors to issue up to an additional 10% of the Company's issued capital during the 12 month period following the date of the Annual Meeting without requiring further stockholder approval. This is in addition to the Company's 15% annual placement capacity provided for in ASX Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section (c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Stockholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the Annual Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the Annual Meeting at which the approval is obtained; or
- (ii) the date of the approval by stockholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by the ASX (**10% Placement Period**).

ASX Listing Rule 7.1A

The effect of Item 2 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

Item 2 is a special resolution and therefore requires approval of 75% of the votes cast by stockholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate stockholder, by a corporate representative).

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Item 2 is approved by stockholders and the Company issues Equity Securities under the 10% Placement Facility, the existing stockholders' voting power in the Company will be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual Meeting; and

- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing stockholders and holders of CDIs on the basis of the current market price of CDIs and the current number of CDIs for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice of Annual Meeting.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of CDIs the Company has on issue. The number of CDIs on issue may increase as a result of issues of ordinary securities that do not require stockholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future stockholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.2125 50% decrease in Issue Price	\$0.4250 Issue Price (market price of CDIs at 15 March 2017)	\$0.8500 100% increase in Issue Price
Current Variable A 257,859,254	10% Voting dilution	25,785,925	25,785,925	25,785,925
	Funds Raised	\$5,479,509	\$10,959,018	\$21,918,037
50% increase in current Variable A 386,788,881	10% Voting dilution	38,678,888	38,678,888	38,678,888
	Funds Raised	\$8,219,264	\$16,438,527	\$32,877,055
100% increase in current Variable A 515,718,508	10% Voting dilution	51,571,851	51,571,851	51,571,851
	Funds Raised	\$10,959,018	\$21,918,037	\$43,836,073

The table has been prepared on the following assumptions:

- (i) The Company issues (as CDIs) the maximum number of Equity Securities available under the 10% Placement Facility.
- (ii) No options are exercised into Shares before the date of the issue of the Equity Securities under ASX Listing Rule 7.1A.
- (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (iv) The table does not show an example of dilution that may be caused to a particular stockholder by reason of placements under the 10% Placement Facility, based on that stockholder's holding at the date of the Annual Meeting.

- (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of CDIs.
 - (vii) The issue price is A\$0.425, being the closing price of the CDIs on ASX on 15 March 2017.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Item 2 for the issue of the Equity Securities will cease to be valid in the event that stockholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards working capital requirements and ongoing business development activities and/or for acquisition of new assets or investments (including expenses associated with such acquisition).

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing stockholders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Annual Meeting but may include existing substantial stockholders and/or new stockholders who are not related parties or associates of a related party of the Company.

Further, if the Company is acquires new assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company obtained stockholder approval under Listing Rule 7.1A at the Annual General Meeting held on 12 May 2016.

The Company issued, during the 12 months preceding the date of this Annual Meeting, 103,691,428 CDIs (equivalent to 51,845,714 Shares) representing 67.26% of the total number of CDIs on issue at the commencement of that period. In addition, the Company issued, during the 12 months preceding the date of this Annual Meeting, 2,010,000 Options (equivalent to 4,020,000 CDIs) representing 2.61% of the CDIs on issue at the commencement of that period.

The Options were granted for nil consideration on the terms set out below, under the Company's 2016 Stock Incentive Plan (**Plan**). Each Option provides an entitlement to one Share, being two CDIs. The basis for the issue of the Options was to support the achievement of the Company's business strategy by linking employee rewards to improvements in the financial performance of the Company and the interests of stockholders.

- (f) The Company issued, during the 12 months preceding the date of this Annual Meeting, the Equity Securities set out in the table below:

Date of issue	Allottee/s	Equity Security	Price (and discount to market if any)	Key terms
25 May 2016	Employees under the terms of the Plan	15,000 Options (to subscribe for 15,000 Shares; equivalent to	Nil consideration	7,500 Options (unquoted) issued at an exercise price of AU\$0.56 per Share with an expiry date of 21

Date of issue	Allottee/s	Equity Security	Price (and discount to market if any)	Key terms
		30,000 CDIs)		January 2026. 7,500 Options (unquoted) issued at an exercise price of AU\$0.52 per Share with an expiry date of 10 May 2026.
11 August 2016	Sophisticated and institutional investors who participated in Tranche 1 of a private placement of 100 Million CDIs	38,540,000 CDIs (quoted) (equivalent to 19,270,000 Shares (unquoted))	A\$0.28 per CDI	The CDIs rank equally with the existing class of quoted securities
6 September 2016	Sophisticated and institutional investors who participated in a partial allocation of Tranche 2 of a private placement	25,745,714 CDIs (quoted) (equivalent of 12,872,857 Shares (unquoted))	A\$0.28 per CDI	The CDIs rank equally with the existing class of quoted securities
9 September 2016	Sophisticated and institutional investors who participated in a partial allocation of CDIs to complete a private placement	35,714,286 CDIs (quoted) (equivalent of 17,857,143 Shares (unquoted))	A\$0.28 per CDI	The CDIs rank equally with the existing class of quoted securities
12 September 2016	Existing CDI holders who participated in the Osprey Security Purchase Plan announced to the ASX on 4 August 2016	3,571,428 CDIs (quoted) (equivalent to 1,785,714 Shares (unquoted))	A\$0.28 per CDI	The CDIs rank equally with the existing class of quoted securities
31 August 2016 – 16 September 2016	Employees under the terms of the Plan	1,930,000 Options (to subscribe for 1,930,000 Shares; equivalent to 3,860,000 CDIs)	Nil consideration	1,930,000 Options (unquoted) issued at an exercise price of AU\$0.70 per Share with an expiry date of 26 August 2026.
9 December 2016 - 31 December 2016	Employees under the terms of the Plan	27,500 Options (to subscribe for 27,500 Shares; equivalent to 55,000 CDIs)	Nil consideration	27,500 Options (unquoted) issued at an exercise price of AU\$0.94 per Share with an expiry date of 9 December 2026.
6 - 17 February 2017	Contractor under the terms of the Plan	120,000 CDIs (quoted) (representing 60,000 Shares	50,000 Options were exercised at	CDIs were issued following the exercise of 60,000 options over Shares and the

Date of issue	Allottee/s	Equity Security	Price (and discount to market if any)	Key terms
		(unquoted) issued	US\$0.25 per Share. 10,000 Options were exercised at US\$0.10 per Share. Total consideration US\$13,500.	transmutation of the 60,000 Shares into CDIs. The CDIs rank equally with the existing class of quoted securities
26 February – 31 March 2017	Employees under the terms of the Plan	37,500 Options (to subscribe for 37,500 Shares; equivalent to 75,000 CDIs)	Nil consideration	15,000 Options (unquoted) issued at an exercise price of AU\$0.94 per Share with an expiry date of 9 January 2027. 22,500 Options (unquoted) issued at an exercise price of AU\$0.84 per Share with an expiry date of 23 February 2027.

Board recommendation and Chairman's voting intention for Item 2

The directors unanimously recommend that stockholders vote in favour of this Item.

The Chairman of the meeting intends to vote undirected proxies **in favour** of this resolution.

Voting Exclusion for Item 2

A voting exclusion applies to this Item as set out in the Items of Business.

At the date of the Notice, the Company has not approached any particular existing stockholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing stockholder's votes will therefore be excluded under the voting exclusion.

ITEMS 3 TO 5 – OPTIONS GRANTS TO THREE DIRECTORS

Introduction

The Company is proposing to issue to three directors of the Company, Mr Erb, Mr Mitchell and Mr McCormick, options to purchase Shares (**Options**) under the 2016 Stock Incentive Plan (**Plan**).

ASX Listing Rule 10.14 provides that a company must not permit a director to acquire securities under an employee incentive scheme without the prior approval of stockholders. Accordingly, the resolutions under Items 3, 4 and 5 seek stockholder approval under ASX Listing Rule 10.14 and for all other purposes, for each of the following grants of Options:

- to Mr John Erb, Chairman and Independent Non-Executive Director - options to subscribe for 110,000 Shares (equivalent to 220,000 CDIs) (Item 3);
- to Mr Neville Mitchell, Independent Non-Executive Director - options to subscribe for 50,000 Shares (equivalent to 100,000 CDIs) (Item 4); and
- to Mr Mike McCormick, President, CEO and Director – options to subscribe for 1,510,000 Shares (equivalent to 3,020,000 CDIs) (Item 5).

The maximum number of Options that may be acquired by the directors if stockholder approval is given for each of Items 3, 4 and 5 is 1,670,000. Subject to stockholder approval, the Options will be granted to Mr Erb, Mr Mitchell and Mr McCormick on or shortly following the date of the Annual Meeting (18 May 2017) (and in any event, within 12 months after it).

The Board considers that the proposed grant of Options to Mr Erb, Mr Mitchell and Mr McCormick is aligned to the Company's longer-term performance objectives, and aligns the directors' interests with the interests of Stockholders. The proposed issue of Options to the directors do not have performance hurdles or performance rights attached to them.

Subject to stockholder approval and the vesting terms described below, Mr Erb, Mr Mitchell and Mr McCormick will receive one Share for each option granted.

Principal terms of the Options

If Items 3 - 5 are approved by stockholders, the Options to be issued to the directors will be issued on the following terms and conditions:

Exercise Price

The exercise price of the Options will be equal to the closing price of the Company's CDIs on ASX (multiplied by two for the per Share exercise price) on the date of the grant of the Options. Upon exercise, each option will entitle the optionee to one Share.

The Options will be granted for nil consideration under the Plan.

Vesting of Options

The Options have exercise and vesting terms established by the Nomination and Remuneration Committee of the Company's Board of Directors and the Board. 25% of the Options will vest on 26 August 2017 and the remainder of the Options will vest in equal monthly installments over the subsequent 36 month period. Continued vesting of the Options is contingent on the directors remaining as directors of the Company. In no event are the Options exercisable more than ten years after the date of grant.

Change in Control

In the event of a change in control (as defined in the award agreement consistent with the Plan), all outstanding Options issued to Mr Erb, Mr Mitchell and Mr McCormick shall be subject to one of the following:

- all unvested Shares subject to Options shall fully vest and all outstanding Options will be capable of exercise; or
- all outstanding Options will be cancelled and the optionee will receive a payment equal to the excess of the fair market value (as defined in the award agreement consistent with the Plan) of the Shares subject to the Options (regardless of whether or not such Options are then exercisable or the Shares are then vested) over their aggregate exercise price.

Source of shares

On 30 August 2016, stockholders granted approval for the 2016 Stock Incentive Plan. 4,000,000 Shares were reserved for issuance under the Plan. In January 2017, the Board increased the number of Shares authorized for issuance under the Plan to 4,160,000 Shares, effective 1 January 2017, in accordance with the adjustment provisions contained in the Plan.

At the discretion of the Board, the Shares required in connection with the Options may be provided either by issuing new Shares or by acquiring existing Shares.

Other information required by ASX Listing Rule 10.15

In accordance with ASX Listing Rule 10.15.4:

- Mr Erb received 60,000 options for nil consideration, at an exercise price of AU\$1.16 per Share, on 26 May 2015 in accordance with approval granted at the 2015 Annual Meeting;
- Mr Mitchell received 30,000 options for nil consideration, at an exercise price of AU\$1.16 per Share, on 26 May 2015 in accordance with approval granted at the 2015 Annual Meeting; and
- Mr McCormick received 250,000 options for nil consideration, at an issue exercise price of AU\$1.16 per Share, on 26 May 2015 in accordance with approval granted at the 2015 Annual Meeting.

No other securities have been issued to any of the other Directors since the 2015 Annual Meeting.

Mr Erb, Mr Mitchell and Mr McCormick have not received and will not receive any loan from the Company in connection with the grant of Options.

All directors of the Company as at the date of this Notice, being Mr Neville Mitchell, Mr Andrew Jane, Dr Christopher Nave and Mr Michael McCormick, are eligible to participate in the Plan.

Board Recommendations and Chairman's voting intentions for Items 3 - 5:

The directors (excluding Mr Erb, Mr Mitchell and Mr McCormick in respect of their own proposed grant) unanimously recommend stockholders vote in favour of Items 3 to 5.

The Chairman of the meeting intends to vote undirected proxies **in favour** of each of these resolutions.

Voting Exclusions for Items 3 - 5

A voting exclusion applies to Items 3 to 5 as set out in the Items of Business.

OTHER BUSINESS

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) requirements to lay before the meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the meeting the Company's financial statements and the reports for the year ended December 31, 2016.

The Corporations Act does not require a vote of stockholders on the reports or statements. However, the stockholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the company's website:

<http://www.ospreymed.com>

If a hard copy is preferred by the stockholder, please contact the Company's share registry.

STATUS OF CDIS

The CDIs were issued and are traded on ASX in reliance on the safe harbour provisions of Regulation S under the US Securities Act of 1933, as amended, and in accordance with the procedures established pursuant to the provisions of the no-action letter dated 7 January 2000 given to ASX by the staff of the US Securities and Exchange Commission- for offers or sales which are made outside the US. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the US. The holders of the CDIs are unable to sell the CDIs into the US or to a US person unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. Hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act. The relief was given subject to certain procedures and conditions described in the no-action letter. One of the conditions is that the issuer provides notification of the Regulation S status of its securities in shareholder communications such as this Notice of Annual Meeting.


LOCATION OF OSPREY MEDICAL, INC. ANNUAL MEETING OF STOCKHOLDERS

Johnson Winter & Slattery
Level 34, 55 Collins Street, Melbourne, Victoria, Australia
on Thursday, 18 May 2017
at 9.00am Australian Eastern Standard Time
(Wednesday, 17 May 2017 at 6.00pm U.S. Central Time).

Beneficial owners of common stock held in the form of CDIs or in street name by a broker, bank, trust or other nominee may need proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from the broker, bank, trust or other nominee are examples of proof of ownership.


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Osprey Medical Inc.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1300 554 474 Overseas: +61 1300 554 474

CDI VOTING INSTRUCTION FORM

STEP 1

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESSE Depository Interests (**CDIs**) of Osprey Medical Inc. (**Company**) hereby direct CHESSE Depository Nominees Pty Ltd (**CDN**) to vote the shares underlying my/our CDI holding at the Annual Meeting of stockholders of the Company to be held at **9:00am (AEST) on Thursday, 18 May 2017 at Johnson Winter & Slattery, Melbourne Office, Level 34, 55 Collins Street, Melbourne, Victoria**, (the **Meeting**) and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

PROXY APPOINTMENT – this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting

If you wish to attend the Meeting in person or appoint another person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert their name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

STEP 3

VOTING INSTRUCTIONS

Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Abstain*		For	Against	Abstain*
1a Re-election of Mr John Erb, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	4 Approval of Grant of Options to Mr Neville Mitchell, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b Re-election of Mr Neville Mitchell, as a Director	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Grant of Options to Mr Michael McCormick, President & CEO and a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Grant of Options to Mr John Erb, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you do not mark the "For", "Against" or "Abstain" box as applicable, your vote will not be counted.

STEP 4

SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)	Joint CDI Holder 2 (Individual)	Joint CDI Holder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.



HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

YOUR NAME AND ADDRESS

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

DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESSE Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual Meeting* including any cut off time for receipt of valid proxies.

SIGNING INSTRUCTIONS

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

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

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

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

Companies: with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AEST) on Monday, 15 May 2017**, being not later than 72 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

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



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

Osprey Medical Inc.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* in business hours (Monday to Friday, 9:00am–5:00pm)

LODGE YOUR VOTE	
	ONLINE www.linkmarketservices.com.au
	BY MAIL Osprey Medical Inc. C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
	BY FAX +61 2 9287 0309
	BY HAND Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138; or Level 12, 680 George Street, Sydney NSW 2000
	ALL ENQUIRIES TO Telephone: 1300 554 474 Overseas: +61 1300 554 474

PROXY FORM
I/We being a member(s) of Osprey Medical Inc. and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual Meeting of the Company to be held at **9:00am (AEST) on Thursday, 18 May 2017 at Johnson Winter & Slattery, Melbourne Office, Level 34, 55 Collins Street, Melbourne, Victoria** (the Meeting) and at any postponement or adjournment of the Meeting.


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

STEP 2

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions	For	Abstain*	For	Against	Abstain*
1a Re-election of Mr John Erb, as a Director	<input type="checkbox"/>	<input type="checkbox"/>			
1b Re-election of Mr Neville Mitchell, as a Director	<input type="checkbox"/>	<input type="checkbox"/>			
2 Approval of 10% placement facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Grant of Options to Mr John Erb, Chairman of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
			For	Against	Abstain*
4 Approval of Grant of Options to Mr Neville Mitchell, a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Grant of Options to Mr Michael McCormick, President & CEO and a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)	Joint Securityholder 2 (Individual)	Joint Securityholder 3 (Individual)
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the signing instructions overleaf.



HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

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

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please provide full name and title under signature.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am (AEST) on Tuesday, 16 May 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your securityholding.

QR Code



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



BY MAIL

Osprey Medical Inc.
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**