

ASX ANNOUNCEMENT:

Amended and Restated Certificate of Incorporation

3 April 2020 – Melbourne, Australia and Minnesota, United States – Osprey Medical (ASX:OSP) today advises that it has amended and restated its Certificate of Incorporation to increase the Company's authorised share capital in conjunction with the renounceable pro rata entitlement offer to eligible holders to raise up to approximately \$15.5M (before costs) as announced to the ASX today. A copy of the amended and restated Certificate of Incorporation is attached.

The amendment to the Certificate of Incorporation was approved by the unanimous consent of the Company's Board of Directors as permitted under Section 141(f) of the Delaware General Corporation Law (**DGCL**), as well as the written consent of the holders of a majority of the voting interests of the outstanding stock of the Company as permitted under Section 228(a) of the DGCL. This announcement serves as notice under Section 228(e) of the DGCL for corporate action taken by written action in lieu of a stockholders' meeting.

Brendan Case

Australian Secretary

Authorised for release by Mike McCormick, CEO.

About Osprey Medical (ASX: OSP)

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 (CI-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™ 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 Depositary 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.

CERTIFICATE OF AMENDMENT

OF

OSPREY MEDICAL INC.

Osprey Medical Inc., a corporation organized and existing under the General Corporation Law of the State of Delaware, and originally incorporated on August 31, 2005 under the name V-KARDIA INC., does hereby certify as follows:

FIRST: that the Board of Directors of said corporation, by unanimous written consent in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware, duly adopted resolutions setting forth a proposed amendment of the Amended and Restated Certificate of Incorporation of said corporation, as amended, declaring said amendment to be advisable and calling for submission of said amendment to the stockholders of said corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation of the Corporation, as amended, be amended by amending and restating the first paragraph of ARTICLE IV thereof to be and read as follows:

The total number of shares of capital stock this Corporation is authorized to issue is three billion twenty million (3,020,000,000). The Corporation is authorized to issue two (2) classes of shares, designated "Common Stock" and "Preferred Stock". The total number of shares of Common Stock authorized to be issued is three billion (3,000,000,000) shares, \$0.0001 par value per share. The total number of shares of Preferred Stock authorized to be issued is twenty million (20,000,000) shares, \$0.0001 par value per share.

SECOND: that thereafter, pursuant to the aforesaid resolution of its Board of Directors and in accordance with Section 228 of the General Corporation Law of the State of Delaware, a written consent signed by the holders of outstanding stock of the corporation having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares of the corporation entitled to vote thereon were present and voted, was obtained.

THIRD: that the aforesaid amendment was duly adopted in accordance with the applicable provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, said corporation has caused this certificate to be signed by Mike McCormick, its President and CEO, and attested by Nancy Ness, its CFO, this 31st day of March, 2020.

OSPREY MEDICAL INC.

By: 

Mike McCormick
Its President and CEO

ATTEST:

By: 

Nancy Ness
Its CFO

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State of Delaware
Secretary of State
Division of Corporations
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