

ASX Announcement

Medibio Limited – 7 January 2019



ADDENDUM TO NOTICE OF GENERAL MEETING

Sydney, Australia and Minneapolis, MN USA – 7 January 2019: The Board of **Medibio Limited (MEB or the Company)**(ASX: MEB)(OTCQB: MDBIF), today advises that enclosed with this announcement is an addendum (**Addendum**) to the Notice of General Meeting dated 13 December 2018 (**Notice of Meeting**) to be included as an amendment to resolution 2.

The amendment to the resolution is required under ASX Listing Rule 10.11 following the announcement by the Company on 24 December 2018 noting that Mr Claude Solitario was appointed to the Company's Board of Directors effective 31 December 2018. Mr Solitario participated in Tranche one of the Convertible Note issue which occurred on 18 December 2018. However, at the time of the Tranche one Convertible Notes, it was not contemplated that Mr Solitario would become a Director of the Company. Further, it is also anticipated that Mr Solitario will participate in Tranche two of the Convertible Note issue which is subject to shareholder approval at the General Meeting scheduled to be held on 21 January 2019. Following Mr Solitario's appointment to the Board the proposed equity issue requires shareholder approval under ASX Listing Rule 10.11 in addition to Listing Rules 7.1 and 7.2.

Shareholders are advised that:

- If they have already voted and wish to amend their vote on Resolution 2 shareholders are advised to contact the Company's share registry on 1800 783 447.
- If you have already voted and do not wish to amend your vote on Resolution 2, you do not need to take any action. The Proxy Form you previously submitted remains valid.
- If you have not returned a Proxy Form, please complete and return the Proxy Form before Saturday 19 January 2019 by 10:00am (AEDT) as stated in the Notice dated 13 December 2018.

Yours Sincerely

Melanie Leydin
Company Secretary



MEDIBIO LIMITED
ACN 008 130 336

Addendum to Notice of General Meeting **Explanatory Statement**

Date of Meeting:
Monday, 21 January 2019

Time of Meeting:
10:00AM (AEDT)

Place of Meeting
Chartered Accountants Australia and New Zealand
Level 18 Bourke Place
600 Bourke Street
Melbourne VIC 3000

This document is an addendum to the notice of general meeting ("Notice") dated 13 December 2018 for the general meeting of Medibio Limited to be held on 21 January 2019 ("Addendum"). This Addendum varies the Notice and accompanying Explanatory Memorandum, and should be read together with the Notice and Explanatory Memorandum. The Proxy Form despatched to Shareholders on 21 December 2018 has not been amended.

MEDIBIO LIMITED

ACN 008 130 336

Registered office: Level 4, 100 Albert Road, South Melbourne, VIC 3205

NOTICE OF GENERAL MEETING

Notice is given that amendments to the Notice of General Meeting of shareholders of Medibio Limited (the "Company") dated 13 December 2018 to be held at the offices of Chartered Accountants Australia and New Zealand, Level 18 Bourke Place, 600 Bourke Street, Melbourne, Victoria, 3000 at 10:00am on Monday, 21 January 2019.

IMPORTANT NOTICE

This Addendum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

VOTING BY PROXY

Proxy Forms already received by the Company in accordance with the instructions in the Notice will still be accepted by the Company and will be counted in relation to the Resolutions to be voted on by Shareholders at the Meeting.

Shareholders who have already voted on Resolution 2 and wish to change their proxy vote are advised to contact the Company's share registry on 1800 783 447.

Shareholders who have not yet cast a vote may do so by completing and returning the Proxy Form accompanying the Notice dated 13 December 2018. The deadline for the submission of Proxy Forms for the Meeting will not change being Saturday 19 January 2019 at 10:00am (AEDT).

ADDENDUM TO NOTICE OF GENERAL MEETING

The Directors have resolved to amend Resolution 2 to the Notice as detailed below.

Resolution 2

Resolution 2 is amended such that the Resolution now incorporates Listing Rule 10.11 in relation to the Convertible Note issue to Mr Claude Solitario.

By the order of the Board



Melanie Leydin

Company Secretary

Dated: 7 January 2019

ADDENDUM TO THE EXPLANATORY STATEMENT

The Directors have resolved to amend and supplement the information contained in the Explanatory Statement as detailed below.

AMENDMENT TO EXPLANATORY MEMORANDUM

Resolution 2

Following the appointment of Mr Claude Solitario to the Board of Directors of Medibio Limited effective 31 December 2018 the Company submits an amendment to Resolution 2 such that Resolution 2 seeks shareholder approval pursuant to Listing Rule 10.11 in addition to Listing Rules 7.1 and 7.3. Shareholder approval is required for the issue of Convertible Notes to a related party. Mr Solitario, being a new Director of the Company effective 31 December 2018, is a related party. It is noted that at the time of the Tranche one Convertible Notes it was not contemplated that Mr Solitario would become a Director of the Company.

Resolution 2 seeks, amongst other things, shareholder approval to issue Mr Claude Solitario 13,550,957 Convertible Notes on the same terms as set out in the Notice dated 13 December 2018.

The amended wording of Resolution 2 is as follows:

“That, in accordance with ASX Listing Rules 7.1, 7.3 and 10.11 and for all other purposes, approval is given to issue 107,272,280 Convertible Notes in the Company with a face value of \$0.02 (2 cents) per Convertible Note on the terms and conditions set out in the Explanatory Statement in the Notice of Meeting.”

All other terms remain as per the Notice dated 13 December 2018.

Corporations Act

In accordance with Section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain shareholder approval unless the giving of the financial benefit falls within an exception in Section 210 to 216 of the Corporations Act.

The Board considers that shareholder approval under Section 208 of the Corporations Act is not required for the proposed issue of Shares under Resolution 2 as it considers the exception in Section 211 of the Corporations Act applies. That section provides that shareholder approval is not needed where the financial benefit proposed to be provided constitutes reasonable remuneration to the related party as an officer or employee of the company in light of the circumstances of the company and the related party's circumstances (including the responsibilities involved in the office or employment).

Specific Information Required by Listing Rule 10.13

Listing Rule 10.13 requires that information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11 as follows:

- (a) the Convertible Notes will be issued to Mr Claude Solitario ATF Solitario Family Trust;
- (b) the number of Convertible Notes that will be issued to Mr Claude Solitario ATF Solitario Family Trust is 13,550,957;
- (c) the Convertible Notes will be issued not later than one month after the date of the General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the face value of the Convertible Note \$0.02 per note with all other terms remaining the same as the Notice dated 13 December 2018;
- (e) a voting exclusion statement is included in the Notice of Meeting dated 13 December 2018 and has not altered following this addendum;
- (f) upon maturity into fully paid ordinary shares they will rank equally in all respects with the existing Shares on issue in the Company; and

- (g) the funds raised will be used to advance the Company's 510(k) regulatory approval, progress its De Novo submission, technology development, product commercialisation and for the Company's working capital requirements.

Board Recommendation

The Board (with Mr Solitario abstaining), recommends that shareholders vote in favour of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 2.

Voting Exclusions

In addition to the voting exclusions set out in the Notice dated 13 December 2018 in relation to Resolution 2 the Company will also disregard any votes cast in favour of this resolution by Mr Solitario and any associates of Mr Solitario.