



MEDIGARD LIMITED
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ABN 49 090 003 044

6 December 2019

ASX Announcement

Cleansing Prospectus

The Company has lodged the attached Cleansing Prospectus with ASIC today.

This announcement was authorised by the Board

PATRICIA BOERO
Company Secretary

MEDIGARD LIMITED

[ABN 49 090 003 044]

(the Company)

CLEANSING PROSPECTUS

For an issue of up to 1,000 new shares (**New Shares**) at an issue price of 1.4 cents (\$0.014) per share to raise up to \$14 before costs of the issue (the **Offer**).

The Offer is only made to and able to be accepted by invitees determined by the Company who receive a Personalised Application Form.

This Prospectus has been prepared primarily for the purpose of 708A(11) of the Corporations Act 2001 (Cth) to facilitate secondary trading of Debt Conversion Shares issued prior to the Closing Date.

THIS DOCUMENT IS IMPORTANT AND SHOULD BE READ IN ITS ENTIRETY

It is important that you read this Prospectus carefully before deciding to accept the Offer. If you do not understand the contents of this Prospectus you should consult your stockbroker, accountant or other professional adviser.

The securities offered under this Prospectus are considered highly speculative

CORPORATE DIRECTORY

Medigard Limited

[ABN 49 090 003 044]

Directors and alternate Director

Chris Bishop - Chairman
Ian Dixon - Executive Director
Craig Cameron - Director
Donald Channer - Director
Patricia Boero – Alternate Director, CFO

Company Secretary

Patricia Boero

Registered Office

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ASX Code

MGZ

Web Site

www.medigard.com.au

IMPORTANT NOTICES

This prospectus (**Prospectus**) is dated 6 December 2019. A copy of this Prospectus was lodged with the Australian Securities & Investments Commission (**ASIC**) on the same date. Neither ASIC nor ASX Limited (**ASX**) nor their respective officers take any responsibility as to the contents of this Prospectus.

This Prospectus has been issued by, and the Offer in this Prospectus is being made by, Medigard Limited (**MGZ** or the **Company**).

Subject to the Corporations Act, the ASX listing rules and other applicable laws, the Company reserves the right to close the Offer early, to extend the closing date and/or any other dates, or not to proceed with the Offer described in this Prospectus.

The Offer under this Prospectus closes at 5pm (Brisbane time) on 13 December 2019, which date may change without notice.

This Prospectus is for an offer of continuously quoted securities and accordingly is not required by the Corporations Act to contain all the information normally required to be set out in a document of this type.

The Prospectus incorporates by reference certain information contained in documents lodged with ASIC. A document incorporated in the Prospectus in this manner may be obtained free of charge from the Company during the application period.

No person is authorised to give any information or make any representation in connection with this Prospectus that is not contained in this Prospectus. Any information or representation not so contained may not be relied on as having been authorised by the Company in connection with the Offer.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia should consult their professional advisers as to whether any governmental or other consents are required or whether formalities need to be observed to enable them to acquire Shares, and observe such restrictions and requirements. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. Return of a duly completed Personalised Application Form will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No action has been taken to register or qualify the Offer or the New Shares, or otherwise to permit a public offering of the New Shares, in any jurisdiction outside Australia. The New Shares have not been, and will not be, registered under the United States Securities Act of 1933 and should not be offered or sold within the USA.

No account has been taken of particular objectives, financial situation or needs of recipients of this Prospectus. Recipients of this Prospectus should have regard to their own objectives, financial situation and needs. Recipients of this Prospectus should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and risks associated with investing. Independent expert advice should be sought before any decision is made to apply for New Shares.

All monetary amounts in this Prospectus are in Australian dollars unless otherwise stated.

The securities offered under this Prospectus are considered speculative.

TIMETABLE

Lodgement of Prospectus	6 December 2019
Offer Period opens	9 December 2019
Closing Date	13 December 2019 at 5pm

*The above dates should be regarded as **indicative only and may change without notice**. All dates and times are Brisbane, Queensland, Australia time. Subject to the Corporations Act 2001 (Cth), the ASX Listing Rules and other applicable laws, the Company reserves the right to change the above dates, close the Offer before the date stated above, extend the Closing Date and subsequent dates or not proceed with the Offer.*

The Debt Conversion Shares are proposed to be issued during the open period of this Prospectus and in any event no later than 13 December 2019, being 1 month after the 2019 Annual General Meeting.

No securities will be issued on the basis of this Prospectus after 5 January 2021, being the expiry date of this Prospectus.

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KEY INVESTMENT RISKS – SUMMARY

Please read and consider this Prospectus in full and in conjunction with any matters which have or may be referred to in the Company's ASX announcements before deciding to apply for New Shares, exercising existing options or otherwise investing in the Company.

Section 4 of this Prospectus contains a summary of some of the key risks associated with investment in the Company. Those risk include specific business risks of the Company, a selection of which are set out below:

- Risks associated with the suspension of the securities of the Company from official quotation on the ASX;
- The Company may not be able to improve its financial conditions and/or raise funds in future;
- Product development and market acceptance
- Competition and contract risks;
- Technology and intellectual property risks.
- Potential product liability risks;
- The risk that the Company may undergo a change in strategy;
- Dependence of Medigard on its key personnel and the effect of management actions;
- Exchange rates; and
- Share price fluctuations.

In addition to the above, there are other risks of a more general nature, such as general economic and market conditions, that are applicable to the Company.

ABOUT THE OFFER - SUMMARY

The following summary provides only a limited overview of the Offer. Further detail is set out in this Prospectus. Please read and consider this Prospectus in full before making any decision regarding applying for New Shares, exercising existing options or making an investment in the Company.

Topic	Summary	For more information see:
What is the Offer?	An offer of ordinary shares to invitees determined by the Company to apply for and receive New Shares (called the Offer).	Section 1.1
What is the purpose of the Offer?	To facilitate secondary trading of Debt Conversion Shares issued prior to the Closing Date.	Section 2.1
What are the terms of the New Shares?	All New Shares issued pursuant to the Offer will be fully paid ordinary shares that rank equally in all respects with the Company's shares already on issue.	Section 1.1 and Section 8.
What is the Offer price?	Each New Share has an issue price of 1.4 cents (\$0.014).	Section 1.1
Am I eligible to apply for New Shares?	You will only be eligible to apply for and receive New Shares under the Offer if you receive a written invitation to apply for New Shares under the Offer and a Personalised Application Form from the Company.	Section 1.1
What if I am not invited to participate in the Offer?	If you do not receive a written invitation from the Company to participate in the Offer and a Personalised Application Form then you will be unable to apply for and receive New Shares.	Section 1.1
How much will be raised by the Offer?	The Offer will raise \$14 (before costs) if fully subscribed.	Section 1.1
How will the funds raised be used?	Funds raised (if any) will be used for general working capital purposes.	Section 2.2
Is the Offer underwritten?	The Offer is not underwritten.	Section 1.2
Is there a minimum subscription?	There is no minimum subscription amount.	Section 1.4
Are there risks associated with investment in the Company?	There are risks associated with investment in the Company. These include risks relating to the Company and risks associated with financial investment generally. Please carefully consider the risks and the information contained in this Prospectus in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements before making any decision regarding applying for or acquiring shares or otherwise making an investment in the Company.	Page 5 and Section 4

Topic	Summary	For more information see:
How do I accept the Offer?	<p>Only recipients of a written invitation and Personalised Application Form from the Company may apply for New Shares.</p> <p>If you have received a written invitation from the Company to participate in the Offer then you can apply for New Shares by either:</p> <ul style="list-style-type: none"> (a) paying the amount for the New Shares set out in the Personalised Application Form in accordance with details included in the Personalised Application Form, so payment is received by no later than 5pm on the Closing Date; or (b) complete and return the Personalised Application Form to the Share Registry together with payment by cheque, bank draft or money order so the form and payment are received by the Share Registry by no later than 5pm on the Closing Date. 	Section 5
What are the taxation implications of participating in the Offer?	Taxation implications will vary depending upon the specific circumstances of the investor. You should obtain professional advice as to the taxation treatment applicable to you.	Section 10
How and when will I know if my application was successful?	<p>Holding statements confirming issue of New Shares (if any) are anticipated to be dispatched on or about 17 December 2019.</p> <p>Anyone who trades New Shares before receiving holding statements does so at their own risk.</p>	Section 5
Where can I find more information about the Company?	For more information on the Company please see the Company's website (www.medigard.com.au) or refer to the Company's ASX announcements (available on the ASX's website www.asx.com.au under the code "MGZ").	Sections 6 and 7
What if I have questions about the Offer or how to apply?	<p>You should consult your stockbroker, accountant, solicitor or other professional adviser before making any decision regarding applying for New Shares.</p> <p>If you have any questions regarding how to complete and return the acceptance form, contact details will be included in the form.</p> <p>Questions concerning the Offer can be directed to the Company Secretary, Patricia Boero, on +61 7 5528 5640.</p>	Section 16

1. Details of the Offer

1.1 The Offer

Medigard Limited (**MGZ** or the **Company**) provides the opportunity to invited investors to apply for up to 1,000 fully paid ordinary shares (**New Shares**) at an issue price of 1.4 cents (\$0.014) per share to raise up to \$14 before costs (the **Offer**).

The Offer is only made to and capable of acceptance by investors determined by the Company who receive an invitation to participate in the Offer with an accompanying Personalised Application Form (**Invitees**).

The Offer closes on 13 December 2019 at 5pm (unless closed early or extended).

1.2 No Underwriting

No, the Offer is not underwritten.

1.3 ASX Listing

The Company will apply to ASX for admission of the Debt Conversion Shares and/or New Shares to official quotation within 7 days of the date of this Prospectus. The fact that ASX may grant official quotation to the Debt Conversion Shares and/or New Shares is not to be taken in any way as an indication of the merits of the Company or those securities.

If ASX does not grant permission for the official quotation of the Debt Conversion Shares and/or New Shares within 3 months after the date of issue of this Prospectus (or such period as is permitted by the Corporations Act), the Company, in its absolute discretion, will either repay the application monies to Invitees who apply for New Shares without interest or (subject to any necessary ASIC or ASX waivers or consents being obtained) issue a supplementary or replacement Prospectus and allow Invitees who apply for New Shares and one month to withdraw their application and be repaid their application monies without interest.

1.4 Minimum subscription

There is no minimum subscription for New Shares under the Offer.

1.5 Issue of New Shares after Closing Date

The Board reserves the right to issue New Shares in response to applications received after the Closing Date.

1.6 Issue of Debt Conversion Shares

At the 2019 Annual General Meeting of the Company held on 13 November 2019, shareholders approved the issue of an aggregate of 32,167,709 fully paid ordinary shares (**Debt Conversion Shares**) at a deemed issue price of \$0.014 (1.4 cents) per share to Directors or entities associated with Directors (and/or their respective nominee(s)). The Debt Conversion Shares are proposed to be issued in lieu of cash for satisfaction of loans and accrued interest made by the proposed recipients of Debt Conversion Shares to the Company.

The amount of the loans and accrued interest to be satisfied by the issue of the Debt Conversion Shares is \$450,348.

Details of the proposed recipients of Debt Conversion Shares, the debt owed to each to be satisfied and the total number of Debt Conversion Shares to be issued to the proposed recipient are set out in the table below:

Entity*	Amount to be satisfied by issue of shares	Shares to be issued at \$0.014 (1.4 cents)
Dr Christopher Bishop	\$25,459.98	1,818,570 shares
Mr Donald Channer	\$100,000.00	7,142,857 shares
Vestcare Pty Ltd (an entity associated with Mr Donald Channer)	\$100,000.00	7,142,857 shares
Dr Ian Dixon	\$142,919.97	10,208,569 shares
Altnia Operations Pty Ltd (an entity associated with Dr Ian Dixon)	\$61,600.00	4,400,000 shares
Mr Craig Cameron	\$20,367.99	1,454,856 shares
Total	\$450,347.94	32,167,709 shares

**Debt Conversion Shares may be issued to nominee(s) of the proposed recipients noted in the table above.*

The Debt Conversion Shares are proposed to be issued during the open period of this Prospectus and in any event no later than 13 December 2019, being 1 month after the 2019 Annual General Meeting.

2. Purpose and effect of the Offer and the Prospectus

2.1 Purpose of this Prospectus and the Offer

The purpose of this Prospectus and the Offer made under it is to comply with section 708A(11) of the Corporations Act so that certain fully paid ordinary shares issued prior to the lodgement of, or to be issued during the open period of, this Prospectus can be offered for sale within 12 months of issue. Specifically, this Prospectus will facilitate the secondary trading of the Debt Conversion Shares.

Subject to certain exceptions, Section 707(3) of the Corporations Act requires a prospectus to be issued for an entity to whom securities were issued without disclosure under Part 6D of the Corporations Act to offer those shares for sale within 12 months of issue. One exception to section 707(3) is where an entity issues a notice in accordance with section 708A(5) of the Corporations Act.

The Company has been suspended from trading on ASX for more than five (5) days in the last 12 month period and is therefore precluded from issuing a notice in accordance with section 708A(5) of the Corporations Act.

Section 708A(11) of the Corporations Act provides a further exemption from the general requirement of section 707(3) of the Corporations Act where:

- (a) the relevant securities are in a class of securities that are quoted securities of the body;
- (b) a prospectus is lodged with ASIC:
 - (i) on or after the day on which the relevant securities were issued, but before the day on which the sale offer is made; or
 - (ii) before the day on which the relevant securities are issued and offers of securities that have been made under the prospectus are still open for acceptance on the day on which the relevant securities are issued; and

- (c) the prospectus referred to in (b) above is for an offer of securities issued by the body that are in the same class of securities as the relevant securities.

This Prospectus has therefore been prepared to facilitate the secondary trading of the Debt Conversion Shares which will be issued during the open period of this Prospectus.

2.2 Use of the proceeds of the Offer

If all New Shares under the Offer are issued a maximum of \$14 will be raised. These funds (if any) will be used for general working capital purposes.

The estimated costs of the Offer and the issue of Debt Conversion Shares in combination are set out in detail in section 3.4.

No funds will be raised from the issue of Debt Conversion Shares, which are being issued to Directors and entities associated with Directors (and/or their respective nominee(s)) in lieu of cash for satisfaction of loans and accrued interest made by the proposed recipients to the Company.

Further details of the loans and proposed issue of Debt Conversion Shares are set out in section 1.6.

3. Effect on the Capital Structure of the Company

3.1 Capital Structure

The tables below set out the existing capital structure of the Company and the effect on the capital structure of the Company caused by the issue of New Shares and Debt Conversion Shares in combination.

SHARES

Existing fully paid ordinary shares	140,300,327
New Shares under the Offer	1,000
Debt Conversion Shares	32,167,709
Total shares	172,469,036

UNLISTED OPTIONS

Number of options	Expiry Date	Exercise price
40,000,000	31 July 2023	10 cents (\$0.10)
40,000,000	31 July 2023	20 cents (\$0.20)

3.2 Dilution and control

The percentage shareholding in the Company of shareholders will be diluted through the issue of New Shares and Debt Conversion Shares in combination.

The dilutive effect of the issue of New Shares and Debt Conversion Shares in combination outlined below does not consider New Shares and/or Debt Conversion Shares applied for and received by a shareholder (if any).

Examples of the impact of dilution on existing shareholders of the issue of the New Shares and Debt Conversion Shares in combination are set out below:

Shareholder (example)	Example share holding	Existing shares % (140,300,327 shares)	% of total if all New Shares and Debt Conversion Shares are issued (total 172,469,036 shares)
A	1,000,000	0.71%	0.58%
B	2,500,000	1.78%	1.45%
C	5,000,000	3.56%	2.90%
D	10,000,000	7.13%	5.80%
E	20,000,000	14.26%	11.60%

Note to table: all percentages are rounded to two decimal places.

3.3 Financial effect - Pro-Forma Statement of Financial Position of the Company

	30 June 2019 (Audited)	Adjustments for prior cancellation of Convertible Notes (Note 2)	Adjustments including the issue of Debt Conversion Shares and costs of the issue	Note 1	Pro forma Balance Sheet after the issue of Debt Conversion Shares (Unaudited)
	\$	\$	\$		\$
ASSETS					
Current Assets					
Cash and cash equivalents	31,190	(10,500)	(15,000)	3,4,7	5,690
Trade and other receivables	9,204	-	-		9,204
Other current assets	22,675	-	-		22,675
Total Current Assets	63,069	(10,500)	(15,000)		37,569
Non-Current Assets					
Property, plant and equipment	471	-	-		471
Intangible assets	17,097	(16,989)	-	2	108
Other non-current assets	10,560	-	-		10,560
Total Non-Current Assets	28,128	(16,989)	-		11,139
TOTAL ASSETS	91,197	(27,489)	(15,000)		48,708
LIABILITIES					
Current Liabilities					
Trade and other payables	41,379	-	-		41,379
Borrowings - unsecured loans	503,994	-	(452,069)	4,5,6	51,925
Convertible notes at fair value through profit or loss	615,000	(615,000)	-	2	-
Total Current Liabilities	1,160,373	(615,000)	(452,069)		93,304
TOTAL LIABILITIES	1,160,373	(615,000)	(452,069)		93,304
NET ASSETS	(1,069,176)	587,511	437,069		(44,596)

	30 June 2019 (Audited)	Adjustments for prior cancellation of Convertible Notes (Note 2)	Adjustments including the issue of Debt Conversion Shares and costs of the issue	Note 1	Pro forma Balance Sheet after the issue of Debt Conversion Shares (Unaudited)
EQUITY					
Issued capital	5,807,996	59,500	438,348	3,6	6,305,844
Share-based payments reserve	270,000	-	-		270,000
Accumulated losses	(7,147,172)	528,011	(1,279)	5,7	(6,620,440)
TOTAL EQUITY	(1,069,176)	587,511	437,069		(44,596)

Notes to the Pro-Forma Statement of Financial Position:

1. The pro-forma unaudited consolidated statement of financial position at 30 June 2019 has been adjusted to reflect the following post 30 June 2019 adjustments:
2. The completed transaction to cancel the convertible notes previously held by Shanghai Sol-Millennium Medical Products Co., Ltd and Sol-Millennium Medical HK Limited (collectively **Sol-M**), in consideration for:
 - the issue of 5,000,000 fully paid ordinary shares to Sol-M;
 - transfer of IP covered by a Licence Agreement from the Company held by Sol-M; and
 - cancellation that Licence Agreement and an associated purchase option.

This transaction was detailed in the Company's Annual report for the year ended 30 June 2019 on page 10, under "Matters subsequent to the end of the Financial Year" and in a prospectus issued by the Company on 4 September 2019.

3. The anticipated costs of the Offer and the issue of the Debt Conversion Shares (see Section 3.4, below).
4. Additional loans of \$94,000 received in cash since 30 June 2019.
5. Accrued interest of \$95,721 waived on loans.
6. Loan balances of \$450,348 extinguished by the issue of Debt Conversion Shares as set out in Section 1.6.
7. Net other cash outflows resulting from operations 1 July to the date of this pro forma \$97,000.

3.4 Costs of the Offer and issue of the Debt Conversion Shares

The estimated anticipated costs of the Offer and the issue of Debt Conversion Shares in combination are as follows:

Particulars	Amount (\$)
Legal, printing and postage	\$5,000
ASIC and ASX Fees	\$7,000
TOTAL	\$12,000

4. Risk Factors

The Company's business activities are subject to a range of risks that may in the future affect the performance of the Company and the value of its securities.

The summary below represents some of the major risk factors to be aware of in evaluating the Company's business and the risks of an investment in the Company before making any decision regarding New Shares or any other securities of the Company. The summary is not exhaustive in this section 4.

The Company will make announcements regarding its activities and proposals in accordance with its obligations as a continuously disclosing entity. Shareholders should therefore also refer to and consider announcements made by the Company to ASX after the date of this Prospectus.

All information contained in this Prospectus should be considered, in conjunction with any specific matters which have or may be referred to in the Company's ASX announcements, and professional advisors consulted before making any decision regarding the New Shares or any other securities of the Company.

4.1 Company Specific Risks

(A) Suspension of securities

On 8 March 2019, ASX determined that the operations and financial condition of the Company were not adequate to warrant the continued quotation of its securities. Accordingly, ASX suspended the securities of the Company from quotation on this date. The Company has been actively seeking the reinstatement of its securities to official quotation on the ASX, including cancellation of convertible notes as announced 28 August 2019 and the proposed issue of the Debt Conversion Shares in lieu of cash to satisfy loans and accrued interest provided by Directors and entities associated with Directors to the Company as set out in Section 1.6. The Company is of the view that these activities will assist it in seeking reinstatement of its securities to official quotation.

Notwithstanding the efforts of the Company and its Board, there is a risk that the securities of the Company will not be reinstated to official quotation on the ASX in the short term, if at all. If the securities of the Company remain suspended for an extended period of time, there is also a risk that ASX could delist the Company and remove it from the official list of the ASX.

(B) Financial conditions and access to funding

As announced on 30 April 2019, the Company is seeking to improve its overall financial condition. The cancellation of convertible notes as announced 28 August 2019 and the proposed issue of the Debt Conversion Shares in lieu of cash to satisfy loans and accrued interest (if any) provided by Directors and entities associated with Directors to the Company as set out in Section 1.6 form part of the strategy of the Company in seeking to improve its overall financial condition.

There is a risk, even if both of these measures are successful, that the Company will not be able to improve its financial conditions. In addition, there is a risk that, if the Company requires further funding in future, it will be unable to raise such addition funds through the issue of equity securities (or at all), or that the terms on which the Company is able to raise such funds are prohibitive.

There is also no guarantee that any future fundraising of the Company will be sufficient to fund its activities for an extended period in time, if at all and the Company may therefore be required to scale back its operations. There is also a risk that, if sufficient funding is not received, the Company will not be able to meet its financial obligations as and when they fall due.

(C) Product development and market acceptance

The development of innovative medical products requires extensive trials and is subject to achieving efficacy, safety and a viable delivery method to gain regulatory approvals, manufacturing capability and distribution. There is no guarantee that the Company will be able to develop and or commercialise products to generate revenue either through licencing or sale of the intellectual property or through direct marketing.

Market acceptance of Medigard's product(s) is not guaranteed. Competitive forces, consumer acceptance, legislative requirements will all have an impact upon the market acceptance of the Company's products. While the Company believes that it has the potential to develop and commercialise innovative medical products, there are a number of competitive issues that the Company will face in introducing its product(s) to the market, including price competition and effective manufacturing and distribution.

There can be no assurance that the consumer and end user will accept the product(s), and there can be no assurance that the products will comply with the requirements of agencies such as the Therapeutic Goods Administration and Food & Drug Administration.

(D) Competition

The medical products industry can be highly competitive. There are several key players in the global industry, and these companies are much larger than Medigard and have competed in the medical industry for a long period of time. The industry depends upon the rapid development of new and/or innovative products which can have a very short life cycle. Products can become obsolete very quickly, and hence there is reliance upon further research and development for the Company to maintain its competitive position in the marketplace. More established participants have greater financial resources, larger and more established sales and marketing and distribution organisations and greater market influence.

These competitors may be able to use these resources to improve their products through research and acquisitions or develop new products, which may compete more effectively with Medigard products. The emergence of more innovative products can have the effect of reducing the net worth of products which may be under development or in the marketplace.

There is also a risk that others may, over time, attempt to duplicate Medigard's strategy thereby creating the emergence of competitors.

Because Medigard currently depends on medical technology development, the Company's success is vulnerable to the development of superior competing products and to changes in technology which could eliminate or reduce the need for Medigard's products. If a superior product is created, the demand for Medigard's product could greatly diminish.

(E) Contractual risks

The Company has entered into contractual arrangements with various third parties. There is a risk that the Company or these third parties may fail to meet their respective obligations under these arrangements. This may cause the Company to become exposed to disputes and possible litigation, which may have an adverse impact on the operations, financial performance and financial position of the Company.

(F) Technology and Intellectual Property Rights

The granting of a patent does not guarantee that the rights of others are not infringed or that competitors will not develop technology to avoid Medigard's patented technology. Medigard's success depends, in large part, on its ability to obtain patents, obtain and protect its pending patent applications, maintain trade secret protection and operate without infringing the propriety rights of third parties or have third parties circumvent Medigard's rights.

Because the patent positions of medical product companies can be highly uncertain and frequently involve complex legal and factual questions, neither the breadth of claims allowed in medical product patents nor their enforceability can be predicted. There can be no assurance that any patents which Medigard may own or control will afford Medigard commercially significant protection of its technology or its products or have commercial application.

There is a risk that the protection provided by these patents will not be broad enough to prevent competitors from introducing similar products or that the courts of any jurisdiction, if challenged, will uphold these patents. Patent infringement litigation would be expensive.

(G) Product Risks and Liability

Even if the Company was successful in development of its product and obtains all required regulatory approvals, there is no assurance that adverse events or manufacturing defects will not arise. Adverse events could expose the Company to product liability claims in litigation, potentially results in any regulatory approvals (when/if obtained) being removed and damages being awarded against the Company. In such an event, the Company's liability may exceed the Company's insurance cover (if any).

(H) Change in Strategy

The Company's plans and strategies may evolve over time due to review and assessment of, amongst other things, the rate of success in commercialising its products, market trends, changes in policy or regulations, the level of market acceptance in particular jurisdictions or markets and the emergence of new technologies or improvements in existing technology. As a result the current strategies, approaches and plans of the Company may not reflect the strategies, approaches and plans at a later date. Any such changes have the potential to expose the Company to additional risks.

(I) Dependence on Key Personnel

Medigard is dependent on the skills of its key management and development personnel and the ability of key strategic alliances to develop and facilitate the development, manufacture and distribution of Medigard's products. The loss of key executives and development personnel could impact on Medigard's ability to maintain the growth of its business activities. To address this risk, Medigard has in place contracts with senior management and key development personnel. Should it become necessary for the Company to enforce its rights under any or all of these agreements, Medigard would necessarily incur costs to pursue legal action in this regard. There can be no assurance that should it become necessary for the Company to take such action, that it would be possible to fully obtain the legal remedies that are being sought.

(J) Management Actions

The Directors of the Company will, to the best of their knowledge, experience and ability (in conjunction with their management) endeavour to anticipate, identify and manage the risks inherent in the activities of the Company, but without assuming any personal liability for same, with the aim of eliminating, avoiding and mitigating the impact of risks on the performance of the Company and its securities.

(K) Exchange Rate Risk

The revenues, earnings, assets and liabilities of Medigard may be exposed adversely to exchange rate fluctuation. On commencement of production and commercial exploitation of its products, it is likely that all or part of Medigard's income will be in foreign currencies. Changes in exchange rates against the Australian dollar could affect the financial performance and results generally of Medigard Limited.

(L) Share Price Fluctuations

The market price of the Company's Shares will be subject to varied and often unpredictable influences in the share market. Both domestic and world economic conditions may affect the performance of the Company.

Factors such as the level of industrial production, inflation and interest rates may impact material prices including production costs.

4.2 General Risks

(A) Market conditions

Share market conditions may affect the value of the New Shares, Debt Conversion Shares and other securities regardless of the Company's operating performance. Share market conditions are affected by many factors such as:

- i) general economic outlook;
- ii) introduction of tax reform or other new legislation;
- iii) interest rates and inflation rates;
- iv) changes in investor sentiment toward particular market sectors;
- v) the demand for, and supply of, capital; and
- vi) terrorism or other hostilities.

The market price of shares and other securities of the Company can fall as well as rise and may be subject to varied and unpredictable influences on the market for equities in general and technology related stocks in particular. Neither the Company nor the Directors warrant the future performance of the Company, payment of dividends or any return on an investment in the Company.

(B) Economic and government risks

The future viability of the Company is also dependent on a number of other factors affecting performance of all industries and not just the technology industry including, but not limited to, the following:

- i) general economic conditions in jurisdictions in which the Company operates;
- ii) changes in government policies, taxation and other laws in jurisdictions in which the Company operates;
- iii) the strength of the equity and share markets in Australia and throughout the world, and in particular investor sentiment towards the medical technology sector;
- iv) movement in, or outlook on, interest rates and inflation rates in jurisdictions in which the Company operates; and
- v) natural disasters, social upheaval or war in jurisdictions in which the Company operates.

(C) Insurance coverage

The Company faces various risks in conducting its business and may lack adequate insurance coverage or may not have the relevant insurance coverage. The Company holds insurance coverage for its employees and third party liability insurance. It may arrange professional indemnity and product liability insurance, however it does not currently propose to arrange business interruption insurance or insurance against claims for certain property damage. The Company will need to review its insurance requirements periodically. If the Company incurs substantial losses or liabilities and its insurance coverage is unavailable or inadequate to cover such losses or liabilities, the Company's financial position and financial performance may be adversely affected.

(D) Litigation

The Company is exposed to possible litigation risks including, but not limited to, intellectual property and patent claims. Further, the Company may be involved in disputes with other parties in the future which may result in

litigation. Any such claim or dispute if proven, may impact adversely on the Company's operations, financial performance and financial position.

(E) Force Majeure

The Company's projects now or in the future may be adversely affected by risks outside the control of the Company, including labour unrest, civil disorder, war, subversive activities or sabotage, malicious cyber hacking, fires, floods, explosions or other catastrophes, epidemics or quarantine restrictions.

(F) Unforeseen risk

There may be other risks which the Directors and alternate Director are unaware of at the date of this Prospectus which may impact on the Company, its operation and/or the valuation and performance of the shares and other securities of the Company.

(G) Combination of risks

The Company may not be subject to a single risk. A combination of risks, including any of the risks outlines in this Section could affect the performance valuation, financial performance and prospects of the Company.

(H) Unforeseen expenditure risk

Expenditure may need to be incurred that has not been taken into account in the preparation of this Prospectus. Although the Company is not aware of any additional expenditure requirements, if such expenditure is subsequently incurred, this may adversely affect the expenditure proposals of the Company.

(I) Growth

There is a risk that the Company may be unable to manage its future growth successfully. The ability to hire and retain skilled personnel and third party personnel may also be a significant obstacle to growth.

(J) Investment Highly Speculative

Acquiring or dealing with shares and other securities involves risks. An investment in the Company involves risks that may be higher than the risks associated with an investment in other companies. The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above may, in the future, materially affect the financial performance of the Company and the value of the shares and other securities of the Company.

No guarantee can be given about the market value or price of the shares or other securities of the Company (which may be less than the issue price) and the shares and other securities of the Company carry no guarantee with respect to the payment of dividends, returns of capital or the market value of the shares and other securities.

4.3 Above risk factors not exhaustive

The above risk factors should not be taken as exhaustive of the risks faced by the Company or by investors in the Company. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Company and the value of the New Shares offered under this Prospectus.

Potential investors should consider that investment in the Company is speculative and should consult their professional advisors before making any decision regarding applying for New Shares, exercising existing options or investing in the Company.

5. Acceptance Instructions

5.1 Completing an application form

Any applications for New Shares under the Offer contained within this Prospectus must be made on the Personalised Application Form accompanying this Prospectus in accordance with the instructions set out in the Personalised Application Form. Payment may be made in accordance with the instructions set out in the form.

Prior to lodging a completed Personalised Application Form, ensure you have read this Prospectus and the Personalised Application Form in their entirety and seek professional advice if necessary.

An application for New Shares may not be effective if received after the time specified in the Personalised Application Form on the Closing Date (or by such later time or date the Company may specify), in which case no New Shares would be issued to you in respect of your application, and any payment received will be refunded to you after the date of allotment in accordance with the Corporations Act, without interest.

The amount payable will be deemed not to have been received until receipt of cleared funds. Payments in cash will not be accepted.

If payment received is insufficient to pay in full for the number of New Shares you have applied for you may be taken to have applied for such whole number of New Shares which is covered in full by your payment, or your application may be rejected (without prejudice to any rights of the Company to recover unpaid sums).

If payment exceeds the number of New Shares applied for, you will be taken to have applied for the number of shares outlined on the completed Personalised Application Form that you lodge. In the case of overpayment, the difference between the amount paid and cost of New Shares issued will be refunded to you without interest after the date of allotment in accordance with the Corporations Act.

You should be aware that your financial institution may implement earlier cut off times with regards to electronic payments, and should therefore take this into consideration when making payment. You may also have your own limit on the amount that can be paid by electronic transfers. It is your responsibility to check that the amount you wish to pay does not exceed your limit. The Company and the Share Registrar accept no responsibility for unsuccessful, delayed, or incomplete transfers or payments.

To apply for New Shares, you should:

- read this Prospectus and the Personalised Application Form in their entirety and seek appropriate professional advice if necessary; and
- complete the Personalised Application Form which accompanies this Prospectus (instructions for completing and returning the Personalised Application Form are set out on the form); and
- return the completed Personalised Application Form and pay the applicable amount (being the offer price of 1.4 cents (\$0.014) per New Share multiplied by the number of New Shares for which you are applying) to the Company in accordance with the instructions in the Personalised Application Form so that it is received by no later than the time specified in the Personalised Application Form on the Closing Date, or such later date as the Company may specify. The Company accepts no responsibility for delayed or misdelivered application forms.

5.2 Further Information

If you have any questions about the Offer please contact the Company Secretary, Patricia Boero, on +61 7 5528 5640. Alternatively, contact your stockbroker or other professional adviser.

The issue of any New Shares is expected to occur after the Offer has closed on or before the dates set out in the timetable on page 4 of this Prospectus (which date may change without notice). Thereafter statements of holdings relating to any issued New Shares will be despatched. It is the responsibility of recipients to determine

their allocation prior to trading in New Shares. Recipients trading New Shares before they receive their statements do so at their own risk.

The Company may reject an application where payment of the application amount is not received or a cheque is not honoured, or without prejudice to its rights, issue New Shares in response to the application and recover outstanding application amount from the recipient. If your Personalised Application Form is not completed correctly it may still be treated as a valid application for New Shares. The Directors' decision whether to treat a form as valid and how to construe, amend or complete the form is final. The Company accepts no responsibility for failure by your stockbroker or other third parties to carry out your instructions.

This Prospectus does not constitute an offer in any place in which, or to any person to whom, it would not be lawful to make such an offer. Persons resident in countries outside Australia should consult their professional advisers as to whether governmental or other consent are required or whether formalities need to be observed for them to acquire new Shares. Return of a Personalised Application Form will be taken by the Company to constitute a representation that there has been no breach of such requirements.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Prospectus. Because of this, recipients of this Prospectus should have regard to their own objectives, financial situation and needs.

Recipients of this Prospectus should make their own independent investigations and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to accept the Offer, or to acquire New Shares or other securities of the Company.

6. Continuous Disclosure Obligations

This Prospectus is issued by the Company in accordance with the provisions of the Corporations Act applicable to a prospectus for continuously quoted securities.

Section 713 of the Corporations Act enables a company to issue a special prospectus where the securities under that prospectus are continuously quoted securities, or option over continuously quoted securities, within the meaning of the Corporations Act. This generally means that the relevant securities are in a class of securities, or options over a class of securities, that were quoted enhanced disclosure securities at all times during the 3 months before the date of this Prospectus and other requirements relating to the Company not being subject to various exemptions and orders under the Corporations Act within the last 12 months are met.

In summary, special prospectuses are required to contain information in relation to the effect of the offer of securities on the company and the rights and liabilities attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company. Accordingly, this Prospectus does not contain the same level of disclosure as a prospectus of an unlisted company or an initial public offering prospectus.

Having taken such precautions and having made such enquiries as are reasonable, the Company believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the date of this Prospectus which required the Company to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

For the purpose of satisfying section 713(5) of the Corporations Act a prospectus must incorporate information that:

- (a) has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules; and
- (b) is information that investors and their professional advisors would reasonably require for the purpose of making an informed assessment of:

- the assets and liabilities, financial position and performance, profit and losses and prospects of the Company; and
- the rights and liabilities attaching to the securities being offered.

The prospectus must contain this information only to the extent to which it is reasonable for investors and their professional advisors to expect to find such information in the prospectus. The Company is not aware of any matters that need to be disclosed under this section of the Corporations Act that have not been previously disclosed or which have not been set out in this Prospectus.

The Company operates an ongoing business and reports regularly on its activities. The Company from time to time may identify potential opportunities and/or seek to engage in discussions in respect of potential opportunities. While the Company may seek to develop opportunities and/or negotiate with third parties in respect of opportunities there is no certainty that any developments will occur and/or that negotiations or arrangement(s) will be finalised on particular terms, at a specific time, or at all. The Company will make further announcements in respect of opportunities (if any) in accordance with its continuous disclosure obligations as developments or other matters, if any, occur (however no guarantee can be given that such developments or other matters will occur).

As a disclosing entity under the Corporations Act, the Company is subject to regular reporting and disclosure obligations. Copies of documents lodged with ASX and ASIC in relation to the Company may be obtained from or inspected by accessing the respective web sites.

Any person may request, and the Company will provide free of charge, a copy of each of the following documents during the acceptance period of this Prospectus:

- The annual financial report of the Company for the financial year ended 30 June 2019 (released to ASX on 29 August 2019), being the most recent annual financial report of the Company before the lodgement of this Prospectus with ASIC; and
- Any continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report referred to in (a) above before lodgement of this Prospectus. No continuous disclosure notices given by the Company since the lodgement of the Annual Financial Report to the date of this Prospectus.

Such documents are also available online from the ASX website at www.asx.com.au.

7. ASX Announcements

The following announcements (continuous disclosure notices) have been made by the Company to ASX since lodging its annual financial report for the year ended 30 June 2019:

Date	Headline
13/11/2019	Appendix 3B – AGM approved loan settlement shares
13/11/2019	Constitution (amended at AGM 13 November 2019)
13/11/2019	Results of Meeting
13/11/2019	Chairman’s Address to Shareholders
07/11/2019	Corporate Governance Statement 2019
29/10/2019	Response to ASX Appendix 4C Query
23/10/2019	Appendix 4C - quarterly
14/10/2019	Notice of Annual General Meeting/Proxy Form
10/09/2019	App. 3B – Consideration shares to Sol Millennium
04/09/2019	Cleansing Prospectus

Any person may request, and the Company will provide free of charge, a copy of any of the above announcements during the application period of this Prospectus.

The Company may make further announcements to ASX from time to time. Announcements are released by ASX on its website, www.asx.com.au under the Company's ASX code "MGZ" and copies of announcements can be obtained from the Company upon request and are available on the Company's website www.medigard.com.au. Prospective investors are advised to refer to ASX's website for updated releases about events or matters affecting the Company.

In making statements in this Prospectus it is noted that the Company is a disclosing entity for the purposes of the Corporations Act and certain matters may reasonably be expected to be known to investors and professional advisers whom potential investors may consult.

8. Terms of securities offered

New Shares and Debt Conversion Shares will be fully paid ordinary shares in the capital of the Company, which will rank equally with, and will have the same voting and other rights as existing issued shares of the Company. The rights attaching to the Company's shares are set out in the Company's constitution, the Listing Rules of ASX and the Corporations Act. The Company's constitution has been lodged with ASIC. The constitution contains provisions of the kind common for public companies in Australia and are taken to be included in this Prospectus by operation of Section 712 of the Corporations Act. Any person may request a copy of the constitution during the application period of the Prospectus, which the Company will provide free of charge.

The Offer under this Prospectus and any application concerning the issue of New Shares under this Prospectus, shall be governed and construed in accordance with the laws in the State of Queensland, Australia.

9. Directors' and alternate Director's interests

9.1 Securities

The Directors' and alternate Director's direct and indirect interests in securities of the Company as at the date of this Prospectus and upon issue of all New Shares and Debt Conversion Shares are set out below.

All Debt Conversion Shares are proposed to be issued to Directors, entities associated with Directors and/or their respective nominee(s). The details of the number of Debt Conversion Shares proposed to be received by each recipient are as set out in the table in section 1.6.

SHARES & OPTIONS

Director/Shareholder (and/or associate(s))	Current %		If all New Shares and Debt Conversion Shares are issued		Existing Options
	Number	%	Number	%	
Chris Bishop	5,497,619	3.92%	7,316,189	4.24%	-
Ian Dixon**	1,428,571	1.02%	16,037,140	9.30%	80,000,000
Craig Cameron	1,000,000	0.71%	2,454,856	1.42%	-
Donald Channer***	35,112,267	25.03%	49,397,981	28.64%	-
Patricia Boero *	5,704,400	4.07%	5,704,400	3.31%	-
TOTAL:	48,742,857	34.75%	80,910,566	46.91%	80,000,000

*Patricia Boero is an alternate Director to Donald Channer

**Ian Dixon's percentage interest in shares if all New Shares and Debt Conversion Shares are issued includes Debt Conversion Shares proposed to be issued to Altnia Operations Pty Ltd, an entity associated with Ian Dixon.

***Donald Channer's percentage interest in shares if all New Shares and Debt Conversion Shares are issued includes Debt Conversion Shares proposed to be issued to Vestcare Pty Ltd, an entity associated with Donald Channer.

Note to table: all percentages are rounded to two decimal places.

9.2 Remuneration & Payments to Directors and alternate Director

Fees and other remuneration

Directors are entitled to receive directors' fees and other remuneration (which may include consulting fees) from the Company in relation to services provided to the Company.

Patricia Boero, who is an alternate Director to Donald Channer, does not receive fees in connection with her position as an alternate Director.

Details of the remuneration paid or agreed to be paid to Directors and the alternate Director, including consultancy fees and share-based payments to Directors or their associates in the two years prior to the lodgement of this Prospectus (excluding GST if applicable) are as follows:

Director	2017 –2018	2018 –2019
Chris Bishop	\$36,450	-
Ian Dixon	\$450,000	\$96,000
Craig Cameron	\$24,300	-
Donald Channer	-	-
Patricia Boero ¹	\$85,050	-

¹ Patricia Boero is an alternate Director to Donald Channer and does not receive fees in connection with that position. The fees set out in the above table for Ms Boero are in connection with her role as company secretary.

Notes:

- In the past 2 years, Channer Hook Unit Trust, an entity of which Donald Channer is a trustee, has received \$8,750 (plus GST) in connection with premises leased by Channer Hook Unit Trust to the Company. In addition, as at the date of this Prospectus, \$4,950 (plus GST) and remains unpaid and due to Channer Hook Unit Trust in connection with the premises leased to the Company.
- In the past 2 years, Altnia Operations Pty Ltd (**Altnia**), an entity associated with Ian Dixon, has provided consulting services to the Company for aggregate fees of \$96,000 (plus GST). As at the date of this Prospectus, no amount has been paid to Altnia for provision of these consulting services. Altnia has agreed to treat the amount as a loan to the Company, which is to be satisfied by the issue of Debt Conversion Shares to Altnia (and/or its nominee(s)) as set out in section 1.6.
- The Directors and their associates provided unsecured loans as a means of meeting the funding requirements of the Company. The loans accrued interest at 7.5% per annum until 30 April 2019 when interest ceased. The loans had no fixed date of repayment. As noted in section 1.6, shareholders approved the issue of the Debt Conversion Shares in lieu of cash to satisfy debts and accrued interest (if any) in respect of the loans. Further details are set out in section 1.6.

Other

Except as disclosed in this Prospectus:

- no person has paid or agreed to pay any amount to any Director or alternate Director, or has given or agreed to give any benefit to any Director or alternate Director, to induce the Director or alternate Director to become, or to qualify as, a Director or alternate Director of the Company or otherwise for services rendered by the Director in connection with the formation or promotion of the Company or the Offer.
- no Director or alternate Director has, or has had within two years of lodgement of this Prospectus, any interest in:
 - the formation or promotion of the Company; or

- any property acquired or proposed to be acquired by the Company in connection with its formation or promotion of the Offer; or
- the Offer.

10. Taxation

Recipients of the Offer should seek and obtain their own taxation advice before applying for New Shares so that they may first satisfy themselves of any taxation implications associated with acquiring New Shares.

11. Overseas Investors

This Prospectus does not constitute an offer of securities in any place where, or to any person whom, it would be unlawful to make such an offer. No action has been taken to register or qualify the securities or the Offer or otherwise to permit a public offering of the securities in any jurisdiction outside Australia. The distribution of this Prospectus in jurisdictions outside Australia may be restricted by law. Persons outside Australia who come into possession of this Prospectus should consult their professional advisers as to whether governmental or other consent is required or whether formalities need to be observed for them to acquire, hold or dispose of New Shares or other securities of the Company or whether restrictions may apply, and obtain such consents, and observe any such formalities or restrictions. Any failure to obtain such consents or to comply with such formalities or restrictions may constitute a violation of applicable securities laws. Return of a personalised application form will be taken by the Company to constitute a representation that there has been no breach of such requirements.

The Offer has not been, and will not be, registered under the US Securities Act and have not been made in the United States of America. The securities have not been, and will not be, registered under the United States Securities Act of 1933 and are not to be offered or sold within the USA.

12. Privacy

Personal information is collected on application forms by the Company and the Share Registry for processing applications, maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Acceptances might not be processed efficiently, or at all, if the information requested is not provided. Personal information about recipients may be disclosed to external service providers such as print or mail service providers as required or permitted by law. A recipient who would like details of their personal information held by the Company or its Share Registry, or who would like to correct information that is incorrect or out of date, should contact the Company by email, by telephone or at the address shown in the Corporate Directory. In accordance with the Corporations Act, recipients may be sent material (including marketing material) in addition to general corporate communications. Recipients may elect not to receive marketing material by contacting the Share Registry's Privacy Officer. Recipients can also request access to, or corrections of, personal information held by the Company by writing to the Company.

13. Electronic Prospectus

This Prospectus is available in electronic format via the ASX website, www.asx.com.au and via the Company's website at www.medigard.com.au.

Persons having received this Prospectus in electronic form may, during the offer period, obtain a paper copy of this Prospectus (free of charge) by contacting Patricia Boero, on +61 7 5528 5640.

Applications for New Shares under the Offer may only be made on a personalised application form which accompanied or was attached to a copy of this Prospectus in its paper copy form or a print-out of the form which formed part of or was accompanied by the complete and unaltered electronic version of this Prospectus. The Corporations Act prohibits any person from passing on to another person a personalised application form unless it is attached to or accompanied by a hard copy of this Prospectus or by the complete and unaltered electronic version of this Prospectus.

The Company reserves the right not to accept an application form from a person if it has reason to believe that when that person was given access to the electronic application form, it was not provided together with the complete and unaltered electronic version of this Prospectus.

14. Investment Decisions

The information in this Prospectus does not constitute financial product advice. This Prospectus does not take into account the investment objectives, financial situation, tax position and particular needs of individual investors. Investors should obtain their own independent advice and consider the appropriateness of the Offer pursuant to this Prospectus having regard to their own objectives, financial situation, tax position and needs.

15. Future Performance

Except as required by law, and only then to the extent so required, neither the Company nor any other person warrants the future performance of the Company, or any return on any investment made pursuant to this Prospectus. An investment through applying for and receiving New Shares under the offer made by this Prospectus should be considered speculative.

16. Enquiries

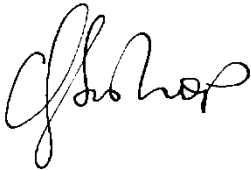
If you have any questions regarding the content of this Prospectus or how to complete the personalised application form, you should contact your stockbroker, accountant or independent professional financial adviser prior to accepting the Offer.

Any questions concerning the Offer should be directed to Patricia Boero, on +61 7 5528 5640.

No person is authorised to give information or make any representation in connection with this Prospectus which is not contained in this Prospectus. Any such information not so contained may not be relied on as having been authorised by the Company in connection with this Prospectus.

AUTHORISATION

The Directors of the Company have authorised the lodgement of this Prospectus with ASIC.

A handwritten signature in black ink, appearing to read 'Chris Bishop', written in a cursive style.

Chris Bishop
Chairman