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**MEDADVISOR LIMITED**

**ACN 145 327 617**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10.00 am (AEDT)

**DATE:** Wednesday, 30 November 2022

**PLACE:** RSM, Level 21, 55 Collins Street, Melbourne, Victoria

*and*

**By live webcast**

**Register to attend the webcast at <https://meetnow.global/M4PVT7Z>**

***This Notice of Meeting 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.***

**IMPORTANT NOTICE:** The MedAdvisor Limited 2022 Annual General Meeting will be held as a hybrid meeting.

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9095 3036 or at [corporate@medadvisor.com.au](mailto:corporate@medadvisor.com.au).***

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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The health and safety of members and personnel, and other stakeholders, is of the highest priority and the Company is acutely aware of the current circumstances resulting from COVID-19. While the COVID-19 situation remains volatile and uncertain, based on the best information available to the Company at the time of preparing this Notice, the Company has decided that the Meeting will be held as a hybrid meeting at 10.00am (AEDT) on Wednesday, 30 November 2022 at RSM, Level 21, 55 Collins Street, Melbourne, Victoria and via live webcast. **Register to attend the webcast at <https://meetnow.global/M4PVT7Z>.**

A Hybrid general meeting is permitted under section 249R of the Corporations Act 2001 (Cth). Members will be given a reasonable opportunity to participate in the Meeting as required under section 249S(7) of the Corporations Act and rule 12.3 of the Constitution.

### Your vote is important

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The business of the Meeting affects your shareholding and your vote is important.

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00pm (AEDT) on 28 November 2022.

### How to vote

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To vote in person, attend the Meeting at the time, date and place set out above.

To vote online, Shareholders should attend the Meeting online or appoint a proxy (or attorney or corporate representative) to vote online on their behalf at the Meeting.

### How to participate in the meeting online

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Shareholders must use the Computershare Meeting Platform to attend and participate in the meeting.

To participate in the meeting, you can log in by entering the following URL <https://meetnow.global/M4PVT7Z> on your computer, tablet or smartphone.

Online registration will open 30 minutes/1 hour before the meeting.

To make the registration process quicker, please have your SRN/HIN and registered postcode or country code ready. Proxyholders will need to contact Computershare prior to the meeting to obtain their unique email invitation link.

To participate in the meeting online follow the instructions below.

1. Click on 'Join Meeting Now'.

2. Enter your SRN/HIN. Proxyholders will need to contact Computershare on +61 3 9415 4024 one hour prior to the meeting to obtain their unique email invitation link.
3. Enter your postcode registered to your holding if you are an Australian securityholder. If you are an overseas securityholder select the country of your registered holding from the drop-down list.
4. Accept the Terms and Conditions and 'Click Continue'.

You can view the meeting live, ask questions verbally or via a live text facility and cast votes at the appropriate times while the meeting is in progress

To ask a question select the 'Q & A' icon, select the topic your question relates to. Type your question into the chat box at the bottom of the screen and press 'Send'. To ask a verbal question, follow the instructions on the virtual meeting platform.

For more detailed instructions, please refer to the **Online Meeting Guide** at: [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide).

Each vote on the business to be conducted at the Meeting will be conducted by way of a poll. As such, each Shareholder is entitled to one vote on each resolution for each fully paid ordinary share in the Company held by such Shareholder.

### **Voting by proxy**

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To vote by proxy, please complete and sign the enclosed Proxy Form and either:

- send the Proxy Form by post to Computershare, GPO Box 242, Melbourne, Victoria 3001; or
- send the Proxy Form by facsimile to Computershare on facsimile number outside Australia +61 (3) 9473 2555 or within Australia 1800 783 447,

OR

- visit **[www.investorvote.com.au](http://www.investorvote.com.au)** and enter the 6 digit control number, your MedAdvisor Limited holder ID and registered postcode (or country if outside Australia); or
- for Intermediary Online subscribers only (custodians), visit **[www.intermediaryonline.com](http://www.intermediaryonline.com)**,

so that it is received not later than 10.00am on 28 November 2022.

### **Proxy Forms received later than this time will be invalid.**

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and

- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

***Transfer of non-chair proxy to chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Shareholders entitled to attend the Meeting and vote on the resolutions who return their proxy forms but do not nominate a proxy will be taken to have nominated the Chair as their proxy to vote on their behalf. If the proxy form is returned, but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in the place of the nominated proxy and vote (or abstain from voting) in accordance with the instructions on the proxy form.

***Chair's Voting Intention in relation to undirected proxies***

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s annual report for the financial year ended 30 June 2022.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

##### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the Key Management Personnel excluded from voting; or
- (b) an associate of a Key Management Personnel.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR JIM XENOS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 14.2 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Jim Xenos, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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4. **RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS LINDA JENKINSON**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Linda Jenkinson, who was appointed as a Director on 28 February 2022, retires, and being eligible, is re-elected as a Director.”*

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5. **RESOLUTION 4 – RE-ELECTION OF DIRECTOR – MS RAEANN GROSSMAN**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms RaeAnn Grossman, who was appointed as a Director on 1 February 2022, retires, and being eligible, is re-elected as a Director.”*

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6. **RESOLUTION 5 – RE-ELECTION OF DIRECTOR – MR ANTHONY TASSONE**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Anthony Tassone, who was appointed as a Director on 27 July 2022, retires, and being eligible, is re-elected as a Director.”*

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7. **RESOLUTION 6 – RE-ELECTION OF DIRECTOR – MR KEVIN HUTCHINSON**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That, for the purpose of clause 14.4 of the Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Kevin Hutchinson, who was appointed as a Director on 23 November 2022, retires, and being eligible, is re-elected as a Director.”*

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8. **RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY**

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

*“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) if at the time the approval is sought the entity is proposing to make an issue of equity securities under rule 7.1A.2, any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of that person (or those persons).

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**9. RESOLUTION 8 – RATIFICATION OF PRIOR PLACEMENT UNDER LISTING RULE 7.1**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the prior issue of 57,118,490 Shares at an issue price of \$0.16 per Share, on the terms and conditions in the Explanatory Statement."*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved, being Guild Group Holdings Limited (**GGH**); or
- (b) an associate of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**10. RESOLUTION 9A – ISSUE OF OPTIONS TO MS LINDA JENKINSON**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Ms Linda Jenkinson, 5,000,000 options on or before 31 December 2031 (**Jenkinson Options**) on the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 11. RESOLUTION 9B – ISSUE OF OPTIONS TO MS SANDRA HOOK

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Ms Sandra Hook, 2,000,000 options on or before 31 December 2031 (**Hook Options**) on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

- (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 12. RESOLUTION 9C – ISSUE OF OPTIONS TO MR KEVIN HUTCHINSON

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Mr Kevin Hutchinson, 2,000,000 options on or before 31 December 2031 (**Hutchinson Options**) on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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## 13. RESOLUTION 9D – ISSUE OF OPTIONS TO MR LUCAS MERROW

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Mr Lucas Merrow, 1,250,000 options on or before 31 December 2031 (**Merrow Options**) on the terms and conditions set out in the Explanatory Statement."*

### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### 14. RESOLUTION 9E – ISSUE OF OPTIONS TO MR JIM XENOS

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue to Mr Jim Xenos, 500,000 options on or before 31 December 2031 (**Xenos Options**) on the terms and conditions set out in the Explanatory Statement."*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity); or
- (b) an associate of the person who is to receive the securities in question and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**15. RESOLUTION 10 – ISSUE OF EMPLOYEE INCENTIVE OPTIONS TO MR RICHARD RATLIFF, CEO & MANAGING DIRECTOR**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the issue of:*

(a) *13,327,647 options exercisable at \$0.14 on or before 17 July 2029 (Initial Options); and*

(b) *6,348,042 options exercisable at \$0.14 on or before 18 October 2029 (Top-Up Options),*

*(Initial Options and Top Up Options collectively referred to as **Ratliff Options**) issued under the Company's Long Term Incentive Plan to Mr Richard Ratliff as part of his remuneration package on the terms set out in the Explanatory Statement."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question; or
- (b) an associate of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question.

However, this does not apply to a vote cast in favour of a resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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**16. RESOLUTION 11 - INCREASE OF NON-EXECUTIVE DIRECTORS' REMUNERATION**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of clause 14.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve an increase of the maximum total aggregate amount of fees payable to non-executive Directors from \$350,000 per annum to \$550,000 per annum in accordance with the terms and conditions set out in the Explanatory Statement."*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) any Director; or
- (b) an associate of a Director.

However, this does not apply to a vote cast in favour of the Resolution by:

- (c) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (d) the Chair as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair to vote on the Resolution as the Chair decides; or
- (e) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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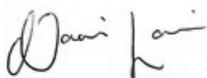
**17. RESOLUTION 12 – AMENDMENT TO CONSTITUTION**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*"That, for the purposes of section 136(2) of the Corporations Act and for all other purposes, the constitution of the Company be modified by making the amendments contained in the document tabled at this Meeting and signed by the Chair for the purposes of identification, with effect from the date this Resolution 12 is passed."*

**Dated:** 28 October 2022

**By order of the Board**



**Naomi Lawrie**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2022 together with the declaration of the directors, the directors' report and the auditor's report.

The Company will not provide a hard copy of the Company's annual report (containing the financial report, directors' report and auditor's report) to Shareholders unless specifically requested to do so. The Company's annual report is available on its website at [www.mymedadvisor.com/investors-corporate-governance](http://www.mymedadvisor.com/investors-corporate-governance).

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Voting consequences

Under changes to the Corporations Act which came into effect on 1 July 2011, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### 2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

## 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

### Notes:

- <sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the remuneration report, or a Closely Related Party of such a member.
- <sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the remuneration report), or a Closely Related Party of such a member.
- <sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- <sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

## 2.5 Board Recommendation

The Board does not make any recommendation in respect of Resolution 1.

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## 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR - MR JIM XENOS

### 3.1 General

ASX Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer (excluding a managing director).

Clause 14.2 of the Constitution provides that:

- at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election;
- the Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots;
- a Director who retires by rotation under clause 14.2 of the Constitution is eligible for re-election; and
- in determining the number of Directors to retire, no account is to be taken of:
  - a Director who only holds office until the next annual general meeting pursuant to clause 14.4 of the Constitution; and/or
  - a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has three Directors in the above category. Accordingly, one must retire, noting that Mr Robert Read will retire at the AGM.

Mr Xenos, the Director longest in office since last election, retires by rotation and seeks re-election.

### 3.2 Biography

#### **Jim Xenos**

*BSc, DipEd, AFAIM, GAICD*

Jim Xenos is currently the Chief Executive Officer of NostraData Pty Limited, which he co-founded in 2010. Prior to co-founding NostraData, Jim held several Associate Director positions with GlaxoSmithKline. Jim was also the Head of Retail at Sigma Healthcare Limited for Herron Pharmaceuticals.

### 3.3 Board Recommendations

The Board (excluding Mr Xenos) unanimously supports Resolution 2 and the re-election of Mr Xenos.

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## 4. RESOLUTIONS 3 TO 6 – RE-ELECTIONS OF NEW DIRECTORS

### 4.1 General

ASX Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office, without re-election, past the next annual general meeting of the entity.

Clause 14.4 of the Constitution provides that Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

On 28 February 2022, the Company announced the appointment of Ms Linda Jenkinson as a Non-Executive Director with effect from 28 February 2022.

On 1 February 2022, the Company announced the appointment of Ms RaeAnn Grossman as a Non-Executive Director with effect from 1 February 2022. Ms Grossman is the nominee director of substantial shareholder, Cotiviti, Inc. (**Cotiviti**). Cotiviti has the right to appoint a nominee director for as long as it holds 8% or more of the total shares on issue in the Company.

On 25 July 2022, the Company announced the appointment of Mr Anthony Tassone as a Non-Executive Director with effect from 27 February 2022. Mr Tassone is the nominee director of substantial shareholder, Guild Group Holdings Limited (**GGH**). GGH has the right to appoint a nominee director until 27 July 2024 and thereafter for so long as it holds 10% or more of the total shares on issue in the Company.

On 19 October 2022, the Company announced the appointment of Mr Kevin Hutchinson as a Non-Executive Director with effect from 23 November 2022.

Pursuant to clause 14.4 of the Constitution, each of Ms Linda Jenkinson, Ms RaeAnn Grossman, Mr Anthony Tassone and Mr Kevin Hutchinson seek re-election.

### 4.2 Biographies

#### **Linda Jenkinson**

*BBS, MBA, CA*

After an early career in consulting and advisory at Fortune 500 companies, Linda founded five companies, one being Dispatch Management Services Corp., which was listed on the NASDAQ. This milestone made Linda the third woman to list a company on the exchange. She also founded John Paul, which was later successfully acquired.

Directorships of listed entities (current and recent):

- Director of Air New Zealand Limited (NZE:AIR) from May 2014 to October 2021;

- Chair of Jaxsta Limited (ASX:JXT) since August 2018; and
- Director of The Eclix Group (ASX:ECX) since January 2018.

Linda holds an MBA from The Wharton School, University of Pennsylvania and a Bachelor of Business Studies from Massey University. She is a qualified Chartered Accountant.

**RaeAnn Grossman**

*B. Environment Policy & Planning, MSP, Health Care Policy & Planning*

RaeAnn is a renowned industry expert in healthcare innovation and transformation, product strategy, partnership development, and risk adjustment and quality. With more than 25 years of experience in executive roles at an array of organizations, including commercial and government health plans as well as medical groups, integrated hospital systems, start-ups, and physician hospital organizations. Most recently, RaeAnn was President of Medicare Advantage/COO of Bright Health Plan, managing a multi-state Medicare Advantage plan. Prior to that RaeAnn held C-suite roles at various healthcare technology and consulting firms for nearly two decades, including extensive time with Gorman Health Group, which is the premier consulting firm for government-sponsored healthcare programs.

RaeAnn has a MS in urban and regional planning from Florida State University, and a bachelor's degree in environmental policy from the University of Minnesota.

**Anthony Tassone**

*B. Pharm (Hon), GAICD*

Anthony is a community pharmacist and has been a proprietor of community pharmacies since 2006 in outer south eastern Melbourne. He has been the Victorian Branch President of the Pharmacy Guild of Australia since 2013.

Over the past decade, Anthony has served on a range of advisory boards for multinational pharmaceutical companies and had advisory roles with State and Federal governments.

In 2021, Anthony was appointed the National Vice President of Health Economics and Policy for the Pharmacy Guild of Australia.

**Kevin Hutchinson**

*B. Business Administration*

Kevin Hutchinson is a visionary leader who is considered an expert in the development and deployment of innovative technology companies. Best known as the Founding CEO of Surescripts, Kevin has also served as the CEO of Prematics, the COO of MedicalLogic/Medscape, and most recently the restructuring CEO of Apervita. Through his career, Kevin has led teams that developed one of the first electronic medical record solutions; a mobile app for providers to close gaps in care; and launched and grew one of the nation's most trusted health intelligence sharing network that is now the backbone for the U.S.'s ability to electronically prescribe medications.

Kevin is currently an Executive in Residence with Abundant Venture Partners based in Chicago, IL where he is working with a team of industry experts to incubate a new technology company focused on reducing the nation's health inequities and improving health outcomes for patients across the U.S.

Kevin has also held strategic and leadership roles in seven acquisitions and executed four company sales.

Kevin was appointed by two U.S. Presidential administrations to advise on national health IT strategies, has served on the boards of eon Health, Kit Check, SourceMed, dbMotion, Prematics, Surescripts and Apervita.

He holds a Bachelor's degree in Business Administration from the University of Oklahoma and was the recipient of the 2015 Distinguished Alumni Award.

### 4.3 Board Recommendations

The Board (excluding Ms Linda Jenkinson) unanimously supports Resolution 3 and the re-election of Ms Linda Jenkinson.

The Board (excluding Ms RaeAnn Grossman) unanimously supports Resolution 4 and the re-election of Ms RaeAnn Grossman.

The Board (excluding Mr Anthony Tassone) unanimously supports Resolution 5 and the re-election of Mr Anthony Tassone.

The Board (excluding Mr Kevin Hutchinson) unanimously supports Resolution 6 and the re-election of Mr Kevin Hutchinson.

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## 5. RESOLUTION 7 – APPROVAL OF 10% PLACEMENT CAPACITY– SHARES

### 5.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**). The Company is an Eligible Entity.

If Shareholders approve Resolution 7, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in section 5.2 below).

The effect of Resolution 7 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under ASX Listing Rule 7.1.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Resolution 7 is a **special resolution**. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 7 for it to be passed.

### 5.2 ASX Listing Rule 7.1A

ASX Listing Rule 7.1A came into effect on 1 August 2012 and enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation equal to or less than \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and, as at close of trade on 17 October 2022 had a current market capitalisation of approximately \$76.1 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being Shares (ASX Code: MDR).

The exact number of Equity Securities that the Company may issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of Shares on issue at the commencement of the 12 months immediately preceding the date of issue or agreement (the **Relevant Period**):
- (i) plus the number of Shares issued in the Relevant Period under an exception to ASX Listing Rule 7.2 other than exception 9, 16 or 17;
  - (ii) plus the number of Shares issued in the Relevant Period on the conversion of convertible securities within ASX Listing Rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the Relevant Period; or
    - the issue of, or agreement to issue the convertible securities was approved or taken under the ASX Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4;
  - (iii) plus the number of Shares issued in the Relevant Period under an agreement to issue securities within ASX Listing Rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the Relevant Period; or
    - the agreement or issue was approved, or taken under the Listing Rules to have been approved under ASX Listing Rule 7.1 or 7.4;
  - (iv) plus the number of any other Shares issued in the Relevant Period with approval under ASX Listing Rule 7.1 or 7.4;
  - (v) plus the number of partly paid shares that became fully paid in the Relevant Period;
  - (vi) less the number of Shares cancelled in the Relevant Period.
- D** is 10%.
- E** is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the Relevant Period where the issue or agreement has not been subsequently approved by the holders of Ordinary Securities under ASX Listing Rule 7.4.

### 5.3 Technical information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 7:

(a) **Minimum Price**

The minimum price at which the Equity Securities may be issued under Listing Rule 7.1A.2 is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX 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 by the entity and the recipient of the securities; or
- (ii) if the Equity Securities are not issued within 10 ASX trading days of the date in section 4.3(a)(i), the date on which the Equity Securities are issued.

Securities can only be issued under Listing Rule 7.1A for cash consideration.

(b) **10% Placement Period**

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the Company's next annual general meeting; or
- (iii) the time and date of the approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

(10% Placement Capacity Period).

(c) **Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 7 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (**Variable A** in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (Variable 'A' in ASX Listing Rule 7.1A2)*	Dilution			
	Issue Price (per Share)	\$0.07 (50% decrease in Issue Price) **	\$0.14 Issue Price	\$0.28 (50% increase in Issue Price) **
543,769,846 (Current - Variable A)	Shares issued	54,376,984	54,376,984	54,376,984
	Funds raised	\$3,806,389	\$7,612,778	\$15,225,556
815,654,769 (50% increase in Variable A)	Shares issued	81,565,476	81,565,476	81,565,476
	Funds raised	\$5,709,583	\$11,419,167	\$22,838,333
1,087,539,692 (100% increase in Variable A)	Shares issued	108,753,939	108,753,939	108,753,939
	Funds raised	\$7,612,778	\$15,225,556	\$30,451,111

\* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

\*\* Rounded to nearest \$0.01.

**The table above uses the following assumptions:**

1. There were 543,769,846 Shares on issue as at 18 October 2022.
2. The issue price set out above is based on the closing Share price of the Company on 17 October 2022 (\$0.14).
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised or converted into Shares before the date of issue of the Equity Securities.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
7. 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%.
8. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower or higher on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the purposes of MedAdvisor business development, marketing, customer training and support, international expansion and general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon issue of any Equity Securities.

**(e) Allocation policy under the 10% Placement Capacity**

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new resources, assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new resources, assets or investments (subject to such vendors paying cash consideration for Shares issued under the 10% Placement Capacity as required).

(f) **Previous approval under ASX Listing Rule 7.1A.2**

The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A.2 at its 2021 AGM (**2021 Approval**). As at the date of this Notice, the Company has not issued any Shares pursuant to the 2021 Approval.

(g) **Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A**

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:

- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- (ii) the information required by ASX Listing Rule 3.10.3 for release to the market.

#### 5.4 **Voting Exclusion**

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 7.

#### 5.5 **Board Recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7.

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### 6. **RESOLUTION 8 - RATIFICATION OF PRIOR PLACEMENT UNDER LISTING RULE 7.1**

#### 6.1 **General**

On 27 July 2022, the Company completed an issue of 57,118,490 Shares at a deemed issue price of \$0.16 in consideration for the acquisition of GuildLink Pty Ltd (**Placement**). The Placement was made to Guild Group Holdings Limited (**GGH**).

All of the shares of the Placement were issued pursuant to the Company's capacity under Listing Rule 7.1. Listing Rule 7.1 provides that the Company is entitled to issue Equity Securities up to 15% of its issued share capital through placements during any 12-month period, without needing prior Shareholder approval (**15% Placement Capacity**).

Listing Rule 7.4 provides that if the Company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those Equity Securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

The Company confirms that the issue of 57,118,490 Shares under the Placement did not breach Listing Rule 7.1.

The effect of passing Resolution 8 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% Placement Capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolution 8 seeks ratification of the issue of 57,118,490 Shares issued under Listing Rule 7.1.

If Resolution 8 is not passed, the Placement will be included in calculating the Company's 15% limit in Listing Rule 7.1 until 27 July 2023.

Resolution 8 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 8.

## 6.2 Specific information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, information is provided in relation to the Placement as follows:

- (a) on 27 July 2022, the Company issued a total of 57,118,490 Shares under Listing Rule 7.1 to GGH as an institutional investor who is not a related party or associate of related parties of the Company;
- (b) the Shares were issued for a deemed issue price of \$0.16 per Share although no cash was received on the issue of the Shares which were issued in consideration of the purchase of 100% of the shares in GuildLink Pty Ltd from GGH;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company and were issued on the same terms and conditions as the Company's existing Shares;
- (d) the Company issued the Shares in consideration for the acquisition of GuildLink Pty Ltd;
- (e) the material terms of the acquisition of GuildLink Pty Ltd were announced to the market in the Company's investor presentation dated 25 July 2022. A summary of those key terms that have not already been provided above are as follows:
  - (i) 50% of the shares issued under the Placement are subject to a 12-month escrow with the balance subject to a 24-month escrow;
  - (ii) the Company agreed to appoint a nominee of GGH as a director of the Company from completion of the acquisition, being Mr Anthony Tassone. If GGH fails to maintain a minimum of 10% shareholding in the Company at any time after 27 July 2024, and that failure continues for three consecutive months, the rights to have a nominee director will cease;
  - (iii) the share sale deed included customary representations and warranties and some specific indemnities with the maximum aggregate claim limit being the purchase price (except in respect of tax and insurance indemnities for which no limit is imposed);
  - (iv) GGH procured The Pharmacy Guild of Australia (**PGA**) to sign a Master Services Agreement (**MSA**) with the Company that establishes a collaborative, strategic partnership under which the parties will give each other the first opportunity to work on projects where they are within each other's agreed field of expertise. The MSA is for an initial term of 10 years with extension periods of 5 and 3 years at PGA's election;
  - (v) GGH provided a 4-year cascading non-compete restraint within Australia, and subject to specific exceptions, this restraint extends to GGH's affiliates; and
  - (vi) GGH and the Company entered into a Transition Services Agreement for the provision of transition services by GGH to GuildLink Pty Ltd for a 6-month period (no fees are payable by the Company during this 6-month term); and
- (f) a voting exclusion statement is included in the Notice for Resolution 8.

## 6.3 Board recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 8.

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## 7. RESOLUTIONS 9A TO 9E - ISSUE OF EMPLOYEE INCENTIVE OPTIONS TO NON-EXECUTIVE DIRECTORS

### 7.1 Background

The Company has agreed, subject to obtaining Shareholders' approval, to issue a total of 10,750,000 Options to the following non-executive Directors of the Company, on the terms and conditions set out below. These 10,750,000 Options are exercisable as follows:

- (a) to Ms Linda Jenkinson, 5,000,000 options as follows:
  - (i) 833,334 options vesting on 30 November 2023;

- (ii) 833,333 options vesting on 30 November 2024;  
833,333 options vesting on 30 November 2025;
- (iii) 1,250,000 options vesting if the Company's 30-day VWAP is at or above \$0.21; and  
1,250,000 options vesting if the Company's 30-day VWAP is at or above \$0.35;

**(Jenkinson Options);**

(b) to Ms Sandra Hook, 2,000,000 options as follows:

- (i) 333,334 options vesting on 30 November 2023;
- (ii) 333,333 options vesting on 30 November 2024;  
333,333 options vesting on 30 November 2025;
- (iii) 500,000 options vesting if the Company's 30-day VWAP is at or above \$0.21; and  
500,000 options vesting if the Company's 30-day VWAP is at or above \$0.35;

**(Hook Options);**

(c) to Mr Kevin Hutchinson, 2,000,000 options as follows:

- (i) 333,334 options vesting on 30 November 2023;
- (ii) 333,333 options vesting on 30 November 2024;  
333,333 options vesting on 30 November 2025;
- (iii) 500,000 options vesting if the Company's 30-day VWAP is at or above \$0.21; and  
500,000 options vesting if the Company's 30-day VWAP is at or above \$0.35;

**(Hutchinson Options);**

(d) to Mr Lucas Merrow, 1,250,000 options as follows:

- (i) 208,334 options vesting on 30 November 2023;
- (ii) 208,333 options vesting on 30 November 2024;
- (iii) 208,333 options vesting on 30 November 2025;
- (iv) 312,500 options vesting if the Company's 30-day VWAP is at or above \$0.21; and
- (v) 312,500 options vesting if the Company's 30-day VWAP is at or above \$0.35;

**(Merrow Options); and**

(e) to Mr Jim Xenos, 500,000 options as follows:

- (i) 250,000 options vesting on 30 November 2023; and
- (ii) 250,000 options vesting on 30 November 2024,

**(Xenos Options),**

(together, the **NED Options**).

Each of the above vesting conditions is in addition to the condition that, for each respective recipient, that person is continuing in the role of director of the Company on the vesting date. Each NED Option has an

exercise price of the value of the 30-day VWAP on the date prior to the Meeting, being 29 November 2022, and an expiry date of 31 December 2031.

As such, each of Resolution 9A to Resolution 9E respectively seeks Shareholder approval for the grant of:

- (a) the Jenkinson Options to Ms Jenkinson (which is also subject to Resolution 3 being passed);
  - (b) the Hook Options to Ms Hook;
  - (c) the Hutchinson Options to Mr Hutchinson (which is also subject to Resolution 6 being passed); and
  - (d) the Merrow Options to Mr Merrow; and
  - (e) the Xenos Options to Mr Xenos (which is also subject to Resolution 2 being passed),
- (together, the **NED Options**).

The purpose of the issue of the NED Options to Ms Jenkinson, Ms Hook, Mr Hutchinson, Mr Merrow and Mr Xenos (collectively referred to as the **NED Recipients**) is to provide them as a component of their remuneration packages as Directors. The Board believes that it is in Shareholders' best interests to provide the NED Recipients with the NED Options to ensure there is alignment between satisfactory returns for Shareholders and the rewards for each Director by linking an appropriate part of their remuneration to the generation of long term returns for Shareholders.

## 7.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the NED Options constitutes giving a financial benefit and each of the NED Recipients are (or will be) a related party of the Company by virtue of being a Director (in Mr Hutchinson's case, subject to Shareholders' approval under Resolution 6).

The Directors (other than the NED Recipients, who each have a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the NED Options because the agreement to issue the NED Options, reached as part of the remuneration package for the NED Recipients, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

## 7.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party or certain other specified persons, unless an exception in ASX Listing Rule 10.12 applies.

As the issue of the NED Options involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

#### **7.4 Directors' current total remuneration package and material terms of contract**

Under her contract for services with the Company, Ms Jenkinson receives a director's fee of \$200,000 gross per annum (less any applicable taxes and statutory superannuation). This director's fee is in addition to the grant of the Jenkinson Options.

Under her contract for services with the Company, Ms Hook receives a director's fee of \$49,500 gross per annum (less any applicable taxes and statutory superannuation). This director's fee is in addition to the grant of the Hook Options.

Under his contract for services with the Company, and subject to approval of Resolution 6 and Resolution 11, Mr Hutchinson will receive a director's fee of \$55,000 gross per annum (less any applicable taxes and statutory superannuation). This director's fee is in addition to the grant of the Hutchinson Options.

Under his contract for services with the Company, Mr Merrow receives a director's fee of \$49,500 gross per annum (less any applicable taxes and statutory superannuation). This director's fee is in addition to the grant of the Merrow Options.

Under his contract for services with the Company, Mr Xenos receives a director's fee of \$49,500 gross per annum (less any applicable taxes and statutory superannuation). This director's fee is in addition to the grant of the Xenos Options.

Other material terms of their contracts include:

- (a) an entitlement to be included in any directors' and officers' liability insurance to insure the Director against liability, to the extent permitted by the Corporation Act;
- (b) an agreement for the Company to enter into a Deed of Indemnity and Access in favour of Ms Jenkinson to indemnify her against liability, on the same terms as entered into with other Directors and in accordance with the Corporations Act; and
- (c) the right to have reasonable expenses reimbursed for obtaining independent professional advice where it is required to properly discharge the responsibility of her office as a Director, subject to first obtaining approval for incurring such expense from the Board.

Mr Merrow was granted 750,000 options with an exercise price of \$0.40 on 17 August 2021 by the Board with approval given by Shareholders at the 2021 Annual General Meeting held on 26 November 2021. The expiry date of these options is 30 October 2024. Further terms of these options are contained in the Notice of Meeting dated 25 October 2021. Mr Merrow currently holds all of these 750,000 options.

The value of the NED Options will ultimately be determined by the exercise price and known at the date of the Meeting. The value of the NED Options (if approved by Shareholders) will be included in the remuneration report for the year ending 30 June 2023.

#### **7.5 Technical Information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following further information is provided in relation to Resolution 9A to Resolution 9E:

- (a) the Jenkinson Options will be issued to Ms Linda Jenkinson;
- (b) the Hook Options will be issued to Ms Sandra Hook;
- (c) the Hutchinson Options will be issued to Mr Kevin Hutchinson;
- (d) the Merrow Options will be issued to Mr Lucas Merrow;
- (e) the Xenos Options will be issued to Mr Jim Xenos;
- (f) each of the NED Recipients are (or will be at the date of grant) a related party of the Company and therefore fall within Listing Rule 10.11.1;
- (g) the number of Jenkinson Options to be issued is 5,000,000 that may be exercised into a maximum of 5,000,000 Shares;

- (h) the number of Hook Options to be issued is 2,000,000 that may be exercised into a maximum of 2,000,000 Shares;
- (i) the number of Hutchinson Options to be issued is 2,000,000 that may be exercised into a maximum of 2,000,000 Shares;
- (j) the number of Merrow Options to be issued is 1,250,000 that may be exercised into a maximum of 1,250,000 Shares;
- (k) the number of Xenos Options to be issued is 500,000 that may be exercised into a maximum of 500,000 Shares;
- (l) the NED Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (m) the NED Options will be issued for nil cash consideration;
- (n) the terms and conditions of the NED Options are set out in **Schedule 1**;
- (o) the NED Options are issued as a performance incentive for their roles as Non-executive Directors; and
- (p) funds raised on the exercise of NED Options will be put to working capital.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the NED Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the NED Options to the NED Recipients will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

If Resolution 9A is passed by Shareholders, the Company will issue the Jenkinson Options to Ms Jenkinson on the terms and conditions set out above. If Resolution 9A is not passed by Shareholders, the Company will not be able to issue the Jenkinson Options to Ms Jenkinson.

If Resolution 9B is passed by Shareholders, the Company will issue the Hook Options to Ms Hook on the terms and conditions set out above. If Resolution 9B is not passed by Shareholders, the Company will not be able to issue the Hook Options to Ms Hook.

If Resolution 9C is passed by Shareholders, the Company will issue the Hutchinson Options to Mr Hutchinson on the terms and conditions set out above. If Resolution 9C is not passed by Shareholders, the Company will not be able to issue the Hutchinson Options to Mr Hutchinson.

If Resolution 9D is passed by Shareholders, the Company will issue the Merrow Options to Mr Merrow on the terms and conditions set out above. If Resolution 9D is not passed by Shareholders, the Company will not be able to issue the Merrow Options to Mr Merrow.

If Resolution 9E is passed by Shareholders, the Company will issue the Xenos Options to Mr Xenos on the terms and conditions set out above. If Resolution 9E is not passed by Shareholders, the Company will not be able to issue the Xenos Options to Mr Xenos.

## **7.6 Voting Exclusion**

A voting exclusion statement is included in this Notice.

## **7.7 Board Recommendation**

The Directors (excluding the NED Recipients who each have an interest in the matter) unanimously recommend that Shareholders vote in favour of Resolution 9A to Resolution 9E.

## 8. RESOLUTION 10 – ISSUE OF EMPLOYEE INCENTIVE OPTIONS TO MR RICHARD RATLIFF, CEO & MANAGING DIRECTOR

### 8.1 Background

As advised to the market on 18 July 2022, as part of the employment terms negotiated with Mr Richard Ratliff, the Company's Managing Director and Chief Executive Officer, the Company has agreed to issue, subject to Shareholder approval, options as part of Mr Ratliff's remuneration package equivalent to 3.5% of the Company's fully diluted capital. The Board formally approved an initial grant of 13,327,647 Options on 18 July 2022 (**Initial Options**), which represented 3.5% of the fully diluted share capital of the Company at that date. As Mr Ratliff joined the Company immediately prior to the capital raise announced on 25 July 2022, in accordance with the terms of Mr Ratliff's executive employment agreement, the Company proposes to issue an additional 6,348,042 Options (**Top Up Options**) to ensure that the total Ratliff Options at the date of this Notice is 3.5% of the current fully diluted share capital of the Company as at 18 October. The Initial Options and Top Up Options are collectively referred to as Ratliff Options.

Each Initial Option has an exercise price of \$0.14 and each Top Up Option has an exercise price of \$0.14. Each Ratliff Option is also subject to a condition of on-going employment at the following vesting dates:

Ratliff Options	Tranche 1 - immediately vested on issue	Tranche 2 – vesting on 18 July 2023	Tranche 3 – vesting on 18 July 2024	Tranche 4 – vesting on 18 July 2025	Tranche 5 – vesting on 18 July 2026
Initial Options	1,903,950	2,855,925	2,855,924	2,855,924	2,855,924
Top Up Options	917,563	1,357,620	1,357,620	1,357,620	1,357,619
<b>Totals</b>	<b>2,821,513</b>	<b>4,213,545</b>	<b>4,213,544</b>	<b>4,213,544</b>	<b>4,213,543</b>

The Board is recommending this additional allocation of long-term incentive options to Mr Ratliff that is specifically tied to continued employment with MedAdvisor that the Board believes are in line with shareholder expectations and best interests.

Full details of Mr Ratliff's current remuneration package are set out below.

The Initial Options will have a deemed fair value of \$1,291,931.92 on date of grant. The Top-Up Options will have a deemed fair value of \$615,355.29 on the date of grant.

The value of the Ratliff Options is measured using the Black-Scholes option pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Ratliff Option, the impact of dilution, the expected volatility of the underlying Shares (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk-free interest rate for the term of the Ratliff Option.

The Ratliff Options will be issued under and subject to the rules of the Company's Long Term Incentive Plan (**LTIP**). A summary of the LTIP rules is set out in Schedule 2.

If Resolution 10 is approved by Shareholders, the Board intends to issue the Ratliff Options to Mr Ratliff as soon as reasonably practicable following the Annual General Meeting and in any event, not later than one month from the date of the meeting.

If Resolution 10 is not approved by Shareholders, the Company will not be able to proceed with the issue of the Ratliff Options to Mr Ratliff and may consider alternative forms of remuneration with Mr Ratliff.

### 8.2 Approval of acquisition of Ratliff Options under ASX Listing Rule 10.14

As Mr Ratliff is a Director, the approval of Shareholders is required for him to participate in the LTIP. In particular, ASX Listing Rule 10.14 requires Shareholder approval for Mr Ratliff to participate in an employee share option plan under which he acquires, or may acquire, equity securities in the Company.

Accordingly, Resolution 10 seeks the approval of Shareholders in respect of the proposed issue of the Ratliff Options (and the issue of new Shares or acquisition of Shares on market on vesting or exercise of the Ratliff Options) to Mr Ratliff on the terms and conditions set out below.

### ***Vesting Conditions for Ratliff Options***

Each of the Ratliff Options offers to be made to Mr Ratliff will be subject to certain vesting conditions, being:

- Mr Ratliff's continued employment with the Company; and
- in the event of a Change of Control (as defined in the LTIP rules), any Ratliff Options that would otherwise vest following the Change of Control, assuming Mr Ratliff's continued employment with the Company, will immediately vest.

The Initial Options all have an expiry date of 17 July 2029 and the Top-Up Options all have an expiry date of 17 November 2029 but will lapse immediately if a relevant vesting condition is not met.

The Company also notes the following:

- it will not apply to the ASX for official quotation of the Ratliff Options granted under the LTIP;
- Shares issued pursuant to the exercise of Ratliff Options will rank equally with Shares then on issue;
- the Company has the flexibility to issue new Shares or to purchase Shares on-market for allocation to Mr Ratliff on vesting and exercise of Ratliff Options;
- any dealing in Shares is subject to the constraints of Australian insider trading laws and the Company's Securities Trading Policy. Mr Ratliff is specifically prohibited from hedging the Company share price exposure in respect of the Ratliff Options during the vesting period;
- funds will be raised on the exercise of Ratliff Options based on the exercise price of \$0.14 per Initial Option and \$0.14 per Top-up Option. The total amount will depend on the number of Ratliff Options that vest and are exercised and subject to any cashless exercise or cash settlement arrangement in accordance with the LTIP rules. Any funds raised on exercise of the Ratliff Options will be put towards working capital;
- details of the Ratliff Options granted to Mr Ratliff will be provided in the Remuneration Report for FY23;
- details of any securities issued under the LTIP will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue for any persons covered by ASX Listing Rule 10.14 was obtained under ASX Listing Rule 10.14; and
- any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of securities under the LTIP after Resolution 10 is approved and who were not named in this Notice will not participate until approval is obtained under ASX Listing Rule 10.14.

### ***Mr Ratliff's current total remuneration package***

Under his contract for services with the Company, Mr Ratliff currently receives a salary of USD\$475,000 gross per annum (subject to applicable taxes and any other permitted deductions) (**Base Salary**). Mr Ratliff will also be eligible for an annual target bonus of 50% of Base Salary (**Target Bonus**), with the actual bonus payable at the Company's discretion and based on and subject to Mr Ratliff's achievement of mutually agreed upon objectives.

For the period of Mr Ratliff's employment to 31 December 2022, Mr Ratliff will be paid a bonus of USD\$100,000 (**2022 Bonus**). The Target Bonus and 2022 Bonus will be paid all in cash.

### ***Securities previously issued to Mr Ratliff under LTIP***

To date, Mr Ratliff has not been previously issued any options under the LTIP.

### ***Other Information required under Listing Rule 10.15***

- Mr Ratliff is a director of the Company and therefore falls within Listing Rule 10.14.1.
- The maximum number of securities that may be acquired by Mr Ratliff is 19,675,689 Ratliff Options that may be exercised into a maximum of 19,675,689 Shares.
- The issue price of each Ratliff Option is nil.

- The exercise price to exercise a vested Initial Option is \$0.14 and a vested Top-Up Option is \$0.14.
- There is no proposed loan scheme in relation to the Ratliff Options.
- The balance of the terms of the Ratliff Options, being the rules of the LTIP, are set out in Schedule 2.
- The value of the Initial Options being provided to Mr Ratliff under the LTIP as at the date of this Notice is approximately \$1,242,588.44 using the Black Scholes pricing model and the following assumptions:
  - the risk free rate of 1.67% for each Tranche;
  - the underlying Share price of \$0.14;
  - the estimated volatility used in the valuation is 70.00%; and
  - for the purposes of valuation, no future dividend payments have been forecast.
- The Company has chosen to issue the Ratliff Options to Mr Ratliff for the following reasons:
  - the Ratliff Options are unlisted, therefore the issue of the Ratliff Options has no immediate dilutionary impact on Shareholders;
  - the issue of the Ratliff Options will align the interests of Mr Ratliff with those of Shareholders;
  - the issue of the Ratliff Options is a reasonable and appropriate method to provide cost effective remuneration as the non-cash form of this benefit will allow the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to Mr Ratliff; and
  - it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in granting the Ratliff Options on the terms proposed.
- The value of the Top-Up Options being provided to Mr Ratliff under the LTIP as at the date of this Notice is approximately \$591,852.68 using the Black Scholes pricing model and the following assumptions:
  - the risk free rate of 1.67%;
  - the underlying Share price of \$0.14;
  - the estimated volatility used in the valuation is 70.00%; and
  - for the purposes of valuation, no future dividend payments have been forecast.
- The Ratliff Options will be issued within one month after the Meeting.
- Details of any securities issued under the LTIP will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14.
- Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issued of securities under the LTIP after the resolution approved and who were not named in the notice of meeting will not participate until approval is obtained under that Listing Rule.

The Board believes that it is in Shareholders' best interests to provide the Managing Director with an equity-based long-term incentive such as the Ratliff Options to ensure there is significant alignment between satisfactory returns for Shareholders and the rewards for the Managing Director.

### **8.3 Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of Ratliff Options constitutes giving a financial benefit and Mr Ratliff is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Ratliff who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Ratliff Options because the agreement to issue the Ratliff Options, reached as part of the remuneration package for Mr Ratliff, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

#### **8.4 Voting Exclusion**

A voting exclusion statement is included in this Notice.

#### **8.5 Board Recommendation**

The Directors (excluding Mr Ratliff, who has an interest in the matter) unanimously recommend that Shareholders vote in favour of Resolution 10.

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### **9. RESOLUTION 11 – INCREASE OF NON-EXECUTIVE DIRECTORS' REMUNERATION**

#### **9.1 General**

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

The non-executive Directors' remuneration was last increased at the 2015 Annual General Meeting from \$300,000 to \$350,000.

Clause 14.8 of the Constitution also requires that remuneration payable to the non-executive Directors will not exceed the sum initially set by the Constitution and subsequently may only be varied by ordinary resolution of Shareholders in general meeting.

The maximum aggregate amount of fees payable to all of the non-executive Directors is currently set at \$350,000. Resolution 11 seeks Shareholder approval to increase this figure by \$250,000 to \$550,000.

This amount includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expenses, genuine "special exertion" fees paid in accordance with the Constitution, or securities issued to a non-executive Director under ASX Listing Rule 10.11 or 10.14 with approval of Shareholders.

The maximum aggregate amount of fees proposed to be paid to the nonexecutive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

The proposed limit is requested to ensure that the Company:

- (a) maintains its capacity to remunerate both existing and any new nonexecutive directors joining the Board;
- (b) remunerates its non-executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates; and
- (c) has the ability to attract and retain non-executive directors whose skills and qualifications are appropriate for a company of the size and nature of the Company.

In the past 3 years, the Company has issued non-executive Directors an aggregate of 2,964,285 Options with prior Shareholder approval under ASX Listing Rules 10.11 and 10.14.

If Resolution 11 is passed by Shareholders, the Company will increase the non-executive Directors' remuneration pool on the terms and conditions set out above. If Resolution 11 is not passed by Shareholders, the Company will not be able to increase the non-executive Directors' remuneration pool on the terms and conditions set out above.

## 9.2 Board Recommendation

Given the interest of the non-executive Directors in this Resolution, the Board makes no recommendation to Shareholders regarding this Resolution.

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## 10. RESOLUTION 12 – AMENDMENT OF CONSTITUTION

### 10.1 General

Under section 136(2) of the Corporations Act, a company may modify or repeal its constitution or a provision of its constitution by special resolution of Shareholders.

Resolution 12 seeks approval of Shareholders to modify the Company's existing Constitution.

The proposed modifications to the existing Constitution will incorporate recent amendments to the Corporations Act regarding the holding of meetings of Shareholders using virtual meeting technology.

The Directors believe that it is preferable in the circumstances to simply modify one provision of the existing Constitution rather than repealing the entire existing Constitution and replacing it with a new constitution.

The Directors believe these amendments are not material nor will they have any significant impact on Shareholders.

A copy of the modified Constitution is available for review by Shareholders at the office of the Company. A copy of the modified Constitution can also be sent to Shareholders upon request to the Company Secretary at [corporate@meadadvisor.com.au](mailto:corporate@meadadvisor.com.au). Shareholders are invited to contact the Company if they have any queries or concerns.

If Resolution 12 is passed, the Company will adopt the modified Constitution with effect from the date this Resolution 12 is passed.

### 10.2 Summary of material proposed changes

The modifications provide for the ability of the Company to hold general meetings using virtual technology only, as well as physical or hybrid meetings. This improved flexibility is necessary to ensure the Company is able to hold general meetings at times where physical meetings may not be practicable.

Set out below is the proposed modification to rule 12.3 with the inclusion of a new rule 12.3A:

#### **Prior to modification:**

#### 12.3 *Convening of General Meetings of Shareholders by a Director or requisition*

*Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose. A general meeting may be held at two or more venues simultaneously using any technology that gives the Shareholders as a whole a reasonable opportunity to participate.*

#### **After modification:**

#### 12.3 *Convening of General Meetings of Shareholders by a Director or requisition*

*Any Director may, whenever he or she thinks fit, convene a general meeting of Shareholders, and a general meeting shall also be convened on requisition as is provided for by the Corporations Act, or in*

default, may be convened by such requisitions as empowered to do so by the Corporations Act. If there are no Directors for the time being, a Secretary may convene a general meeting of Shareholders for the purpose of enabling the election of Directors but for no other purpose.

#### 12.3A Conducting the General Meeting

The Company may hold a general meeting:

- (a) at one or more physical venues;
- (b) at one or more physical venues and using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate; or
- (c) using virtual meeting technology that gives all persons entitled to attend, as a whole, a reasonable opportunity to participate in the meeting without being physically present in the same place.

### 10.3 Additional Information

Resolution 12 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

### 10.4 Board Recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 12.

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## 11. GLOSSARY

**\$** means Australian dollars.

**10% Placement Capacity** has the meaning given in section 5.1 of the Explanatory Statement.

**2021 AGM** means the Company's annual general meeting held on 26 November 2021.

**AEDT** means Australian Eastern Daylight Savings Time as observed in Melbourne, Victoria.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

**ASIC** means the Australian Securities & Investments Commission.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**AUD** means Australian dollar.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Chair** means the chair of the Meeting.

**Closely Related Party** has the meaning given to it in the Corporations Act.

**Company** means MedAdvisor Limited ACN 145 327 617.

**Constitution** means the Company's constitution.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a market capitalisation equal to or less than \$300,000,000.

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Jenkinson Options** means the 5,000,000 Options proposed to be issued to Ms Linda Jenkinson under Resolution 9A.

**Hook Options** means the 2,000,000 Options proposed to be issued to Ms Sandra Hook under Resolution 9B.

**Hutchinson Options** means the 2,000,000 Options proposed to be issued to Mr Kevin Hutchinson under Resolution 9C.

**Key Management Personnel** has the meaning given to it in the Corporations Act.

**Merrow Options** means the 1,250,000 Options proposed to be issued to Mr Lucas Merrow under Resolution 9D.

**NED Options** means the 10,750,000 Options proposed to be issued under Resolution 9A to 9E.

**NED Recipients** means collectively Ms Jenkinson, Ms Hook, Mr Hutchinson, Mr Merrow and Mr Xenos.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Option** means an option over an unissued Share.

**Optionholder** means a holder of an Option as the context requires.

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Placement** means the placement of Shares to Guild Group Holdings Limited announced on 27 July 2022.

**Proxy Form** means the proxy form accompanying the Notice.

**Ratliff Options** means the 19,675,689 Options proposed to be issued to Mr Richard Ratliff under Resolution 10.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

**USD** means US dollar.

**Variable A** means "A" as set out in the calculation in section 5.3(c) of the Explanatory Statement.

**VWAP** means volume-weighted-average-price.

**Xenos Options** means the 500,000 Options proposed to be issued to Mr Jim Xenos under Resolution 9E.

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## SCHEDULE 1 – TERMS AND CONDITIONS OF NED OPTIONS

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Option Acquisition Fee**

No acquisition fee is payable by the holder.

(c) **Exercise Price**

Subject to paragraph (l), the amount payable upon exercise of each Option will be exercisable at the value of the 30-day VWAP at close of trade on the day prior to the date of the Meeting, being 29 November 2022 (**Exercise Price**).

(d) **Expiry Date**

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date. A non-executive Director's Options will automatically lapse on the date 180 days after the date on which that non-executive Director ceases to be a director of the Company. Specific Expiry Dates are set out in the Explanatory Statement.

(e) **Vesting conditions**

The Options are subject to the vesting conditions set out in the Explanatory Statement.

(f) **Exercise Period**

The Options are exercisable at any time from vesting on or prior to the Expiry Date (**Exercise Period**).

(g) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(h) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(i) **Timing of issue of Shares on exercise**

(i) Within 15 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(ii) If a notice delivered under (b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance

with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(j) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(k) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(l) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(m) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(n) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(o) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(p) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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## SCHEDULE 2 – SUMMARY OF MEDADVISOR LONG TERM INCENTIVE PLAN

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The key terms of the MedAdvisor Long Term Incentive Plan are as follows:

- (a) **Eligibility:** The Board may grant Plan Options to Directors, full-time, part-time and casual employees of the Company or any of its subsidiaries, individuals engaged as contractors of a Group Company and prospective participants (**Participants**).
- (b) **Consideration:** Each Plan Option issued under the Plan will be issued for nil cash consideration (unless otherwise determined by the Board in its discretion at the time of grant).
- (c) **Conversion:** Each Plan Option is exercisable into one Share in the Company ranking equally in all respect with the existing issued Shares in the Company (**Plan Share**).
- (d) **Exercise Price and Expiry Date:** The exercise price and expiry date for Plan Options granted under the Plan will be determined by the Board prior to the grant of the Plan Options.
- (e) **Exercise Restrictions:** The Plan Options granted under the Plan may be subject to conditions on exercise as may be fixed by the Directors prior to grant of the Plan Options (**Exercise Conditions**). Any restrictions imposed by the Directors must be set out in the offer for the Plan Options.
- (f) **Renounceability:** Eligible Participants may renounce their offer in favour of a nominee (the Eligible Participants and their nominees are each **Participants**).
- (g) **Lapsing of Plan Options:** Subject to the terms of the offer made to a Participant, an unexercised Plan Option will lapse and cease to exist upon the Board deciding that the Plan Options are to be forfeited and otherwise will expire in accordance with the terms and conditions specified at the time of grant.
- (h) **Cessation of Employment:** The Board may determine that, where a Participant ceases to be an employee, any one or more of the following apply to any unvested Plan Options that at the time are held by the Participant:
  - (i) some or all of those unvested Plan Options continue to be subject to the vesting conditions applicable to those unvested Plan Options;
  - (ii) the vesting condition applicable to some or all of those unvested Plan Options will be assessed as at a date determined by the Board or are waived; and
  - (iii) some or all of those unvested Plan Options will lapse.
- (i) **Share Restriction Period:** Plan Shares issued on the exercise of Plan Options may be subject to a restriction that they may not be transferred or otherwise dealt with until a restriction period has expired, as specified in the offer for the Plan Options.
- (j) **Disposal of Options:** Plan Options will not be transferable and will not be quoted on the ASX, unless the offer provides otherwise or the Board in its absolute discretion approves.
- (k) **Trigger Events:** The Company may permit Plan Options to be exercised in certain circumstances where there is a change in control of the Company (including by takeover or entry into a scheme of arrangement).
- (l) **Participation:** There are no participating rights or entitlements inherent in the Plan Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (m) **Change in exercise price:** A Plan Option will not confer a right to a change in exercise price or a change in the number of underlying Plan Shares over which the Plan Option can be exercised.
- (n) **Cashless exercise:** at the time of exercise of Plan Options, subject to Board approval at that time, the Participant may elect not to be required to provide payment of the exercise price for the number of Plan Options specified in a notice of exercise but that on exercise of those Plan Options the Company will transfer or allot to the Participant that number of Plan Shares equal in value to the positive difference between the then market value of the Plan Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Plan Options.

- (o) **Cash settlement:** the Board may determine that, instead of allocating Plan Shares to a Participant in respect of a vest Plan Option, the Company will pay a cash amount to the Participant equivalent to the market value of each of the Plan Shares that would otherwise be allocated to the Participant (subject to adjustment).
- (p) **Reorganisation:** If at any time the capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a Participant are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (q) **Trust:** The Plan may be administered in conjunction with an employee incentive plan trust, the trustee of which may acquire Plan Shares for the purposes of allocation to Participants.
- (r) **Limitations on Offers** Unless the Board determines otherwise, the Company will not issue Plan Shares on exercise of Options or Rights if the total number of Plan Shares that would be issued under the exercise, when aggregated with:
  - (i) the number of shares which could be issued with each outstanding grant with respect to Shares, units of Shares and Options or Rights to acquire unissued Shares, under the Plan or any other employee or non-executive Director share scheme of the Company to be accepted or exercised; and
  - (ii) the number of Shares issued, during the previous three years pursuant to the Plan or any other employee or non-executive Director share scheme of the Company,

but disregarding any offer made, or Option or Right acquired or Share issued by way of or as a result of:

- (iii) an offer to a person situated at the time of receipt of the offer inside Australia where there is no monetary consideration involved in the offer;
- (iv) an offer to a person situated at the time of receipt of the offer outside Australia; or
- (v) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
- (vi) an offer made under a disclosure document,

would exceed 5% of the total number of issued Shares at that time.



# MedAdvisor

MedAdvisor Limited  
ABN 17 145 327 617

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

MDR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## MedAdvisor Annual General Meeting

The MedAdvisor Limited Annual General Meeting will be held on Wednesday, 30 November 2022 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



### MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit [www.investorvote.com.au](http://www.investorvote.com.au) and use the below information:



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

For your proxy appointment to be effective it must be received by 10:00am (AEDT) on Monday, 28 November 2022.



### ATTENDING THE MEETING VIRTUALLY

To watch the webcast, ask questions and vote on the day of the meeting, please visit: <https://meetnow.global/M4PVT7Z>

For instructions refer to the online user guide [www.computershare.com.au/virtualmeetingguide](http://www.computershare.com.au/virtualmeetingguide)



### ATTENDING THE MEETING IN PERSON

The meeting will be held at:  
RSM, Level 21, 55 Collins Street, Melbourne, VIC 3000

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.



# MedAdvisor

MedAdvisor Limited  
ABN 17 145 327 617



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+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Monday, 28 November 2022.**

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### PARTICIPATING IN THE MEETING

#### Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at [www.investorcentre.com/au](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



**Control Number: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MedAdvisor Limited hereby appoint

the Chair of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of MedAdvisor Limited to be held at RSM, Level 21, 55 Collins Street, Melbourne, VIC 3000 and via a live webcast as a hybrid meeting on Wednesday, 30 November 2022 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

**Chair authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 1, 9a, 9b, 9c, 9d, 9e, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 9a, 9b, 9c, 9d, 9e, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chair.

**Important Note:** If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair to vote for or against or abstain from voting on Resolutions 1, 9a, 9b, 9c, 9d, 9e, 10 and 11 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9c	Issue of Options to Mr Kevin Hutchinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director - Mr Jim Xenos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9d	Issue of Options to Mr Lucas Merrow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Director - Ms Linda Jenkinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9e	Issue of Options to Mr Jim Xenos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Re-election of Director - Ms Raeann Grossman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Employee Incentive Options to Mr Richard Ratliff, CEO & Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Re-election of Director - Mr Anthony Tassone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Increase of Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Election of Director - Mr Kevin Hutchinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Ratification of prior Placement under listing rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9a	Issue of Options to Ms Linda Jenkinson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9b	Issue of Options to Ms Sandra Hook	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ /
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	Date

**Update your communication details** (Optional)

Mobile Number <input type="text"/>	Email Address <input type="text"/>
---------------------------------------	---------------------------------------

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

