

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 01/07/96 Origin: Appendix 5 Amended 01/07/98, 01/09/99, 01/07/00, 30/09/01, 11/03/02, 01/01/03, 24/10/05, 01/08/12, 04/03/13

Name of entity

MedAdvisor Limited

ABN

17 145 327 617

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

1	+Class of +securities issued or to be issued	(1) Unlisted options (2) Quoted ordinary shares (3) Quoted ordinary shares
2	Number of +securities issued or to be issued (if known) or maximum number which may be issued	(1) 324,477 Employee Incentive Plan options (2) 239,965 Fully paid ordinary shares (3) 40,000 Fully paid ordinary shares

+ See chapter 19 for defined terms.

- 3 Principal terms of the ⁺securities (e.g. if options, exercise price and expiry date; if partly paid ⁺securities, the amount outstanding and due dates for payment; if ⁺convertible securities, the conversion price and dates for conversion)

(1) Unlisted options – each unlisted option entitles the holder to subscribe for one fully paid ordinary share in the capital of the company. Issued under Employee Incentive Option Plan adopted on 18 December 2015 and renewed 23 October 2018.

# of Options	Exercise Price	Vesting Date	Expiry Date
28,571	\$0.35	03-02-20	02-02-35
175,205	\$0.00	16-04-20	15-04-35
8,570	\$0.00	20-04-20	19-04-35
8,570	\$0.00	16-12-20	15-12-34
8,570	\$0.00	02-01-21	01-01-35
15,000	\$0.00	13-01-21	12-01-35
8,570	\$0.00	03-02-21	02-02-35
8,570	\$0.00	16-03-21	15-03-35
8,570	\$0.00	06-04-21	05-04-35
8,570	\$0.00	14-04-21	13-04-35
8,570	\$0.00	27-04-21	26-04-35
8,570	\$0.00	19-11-21	18-11-35
28,571	\$0.00	30-06-22	02-02-35

(2) Issue of fully paid ordinary shares upon exercise of options granted under the MedAdvisor Limited Incentive Option Plan.

(3) Issue of fully paid ordinary shares in lieu of consulting services.

4	<p>Do the +securities rank equally in all respects from the +issue date with an existing +class of quoted +securities?</p> <p>If the additional +securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>(1) No Upon exercise of the options into ordinary fully paid shares, the allotted and issued shares will rank equally in all respects with an existing class of quoted securities. The option does not entitle the holder to participate in the next interest or dividend payment.</p> <p>(2) Yes</p> <p>(3) Yes</p>
5	Issue price or consideration	<p>(1) Nil</p> <p>(2) Nil</p> <p>(3) \$0.50</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>(1) Employee Incentive Plan Options.</p> <p>(2) Exercise of Employee Incentive Options – nil consideration.</p> <p>(3) Issue of shares in lieu of consulting fees - issued at \$0.50 per share.</p>
6a	<p>Is the entity an +eligible entity that has obtained security holder approval under rule 7.1A?</p> <p>If Yes, complete sections 6b – 6h <i>in relation to the +securities the subject of this Appendix 3B</i>, and comply with section 6i</p>	Yes
6b	The date the security holder resolution under rule 7.1A was passed	18 November 2019

+ See chapter 19 for defined terms.

6c	Number of +securities issued without security holder approval under rule 7.1	Nil
6d	Number of +securities issued with security holder approval under rule 7.1A	(4) 40,000
6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	Nil
6f	Number of +securities issued under an exception in rule 7.2	<p>(1) 324,477 Employee Incentive Scheme Options - shareholder approval granted 18 December 2015 and renewed 23 October 2018</p> <p>(2) 239,965 Fully paid ordinary shares on exercise of Employee Incentive Scheme Options - shareholder approval granted 18 December 2015 and renewed 23 October 2018</p>
6g	If +securities issued under rule 7.1A, was issue price at least 75% of 15 day VWAP as calculated under rule 7.1A.3? Include the +issue date and both values. Include the source of the VWAP calculation.	Not applicable
6h	If +securities were issued under rule 7.1A for non-cash consideration, state date on which valuation of consideration was released to ASX Market Announcements	Not applicable
6i	Calculate the entity's remaining issue capacity under rule 7.1 and rule 7.1A – complete Annexure 1 and release to ASX Market Announcements	<p>Listing Rule 7.1: 36,877,155</p> <p>Listing Rule 7.1A: 24,618,103</p>
7	<p>+Issue dates</p> <p>Note: The issue date may be prescribed by ASX (refer to the definition of issue date in rule 19.12). For example, the issue date for a pro rata entitlement issue must comply with the applicable timetable in Appendix 7A.</p> <p>Cross reference: item 33 of Appendix 3B.</p>	28 April 2020

8 Number and +class of all +securities quoted on ASX (*including* the +securities in section 2 if applicable)

Number	+Class
231,212,088	Ordinary Fully Paid

Number	+Class
15,008,943	Ordinary Fully Paid (restricted securities)
319,040	Employee Incentive Plan Options exercisable at \$0.00 on or before 14 April 2031
857,130	Employee Incentive Plan Options exercisable at \$0.00 on or before 15 December 2031
651,388	Employee Incentive Plan Options exercisable at \$0.00 on or before 22 October 2032
38,569	Employee Incentive Plan Options exercisable at \$0.00 on or before 18 December 2032
112,376	Employee Incentive Plan Options exercisable at \$0.00 on or before 12 April 2033
603,295	Employee Incentive Plan Options exercisable at \$0.00 on or before 12 September 2033
14,284	Employee Incentive Plan Options exercisable at \$0.00 on or before 10 January 2034
51,426	Employee Incentive Plan Options exercisable at \$0.00 on or before 25 August 2034

+ See chapter 19 for defined terms.

Number and *class of all
*securities not quoted on ASX
(including the *securities in
section 2 if applicable)

Number	*Class
142,857	Options exercisable at \$0.245 on or before 14 March 2034
523,809	Options exercisable at \$0.00 on or before 14 March 2034
2,545,708	Options exercisable at \$0.00 on or before 8 December 2034
499,999	Options exercisable at \$0.28 on or before 8 December 2034
142,856	Options exercisable at \$0.42 on or before 8 December 2034
214,284	Options exercisable at \$0.49 on or before 8 December 2034
714,285	Options exercisable at \$0.56 on or before 8 December 2034
428,571	Options exercisable at \$0.63 on or before 8 December 2034
428,572	Options exercisable at \$0.84 on or before 8 December 2034
120,701	Options exercisable at \$0.00 on or before 19 April 2035
28,571	Options exercisable at \$0.00 on or before 02 February 2035
2,214,285	Performance Rights

1 Dividend policy (in the case of a
0 trust, distribution policy) on the
increased capital (interests)

The Company does not have a dividend policy

Part 2 - Pro rata issue

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the *securities will be offered	Not applicable
14	*Class of *securities to which the offer relates	Not applicable
15	*Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new offer documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable

+ See chapter 19 for defined terms.

24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable
25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and offer documents will be sent to persons entitled	Not applicable
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	*Issue date	Not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of *securities
(tick one)

(a) ☒ *Securities described in Part 1 (2) & (3)

(b) ☐ All other *securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 ☐ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over

37 ☐ A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38 Number of *securities for which
*quotation is sought

39 *Class of *securities for which
quotation is sought

+ See chapter 19 for defined terms.


<p>40 Do the *securities rank equally in all respects from the *issue date with an existing *class of quoted *securities?</p> <p>If the additional *securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 					
<p>41 Reason for request for quotation now</p> <p><small>Example: In the case of restricted securities, end of restriction period</small></p> <p>(if issued upon conversion of another *security, clearly identify that other *security)</p>					
<p>42 Number and *class of all *securities quoted on ASX (<i>including</i> the *securities in clause 38)</p>	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; padding: 5px;">Number</th> <th style="width: 50%; padding: 5px;">*Class</th> </tr> </thead> <tbody> <tr> <td style="height: 60px;"></td> <td></td> </tr> </tbody> </table>	Number	*Class		
Number	*Class				

Quotation agreement

- 1 *Quotation of our additional *securities is in ASX's absolute discretion. ASX may quote the *securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the *securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those *securities should not be granted *quotation.
 - An offer of the *securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any *securities to be quoted and that no-one has any right to return any *securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the *securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the *securities to be quoted under section 1019B of the Corporations Act at the time that we request that the *securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document is not available now, we will give it to ASX before *quotation of the *securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:  Date: 28 April 2020
(Company secretary)

Print name: Carlo Campiciano

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+ See chapter 19 for defined terms.

Appendix 3B – Annexure 1

Calculation of placement capacity under rule 7.1 and rule 7.1A for eligible entities

Introduced 01/08/12 Amended 04/03/13

Part 1

Rule 7.1 – Issues exceeding 15% of capital	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
Insert number of fully paid *ordinary securities on issue 12 months before the *issue date or date of agreement to issue	194,707,745
Add the following: <ul style="list-style-type: none"> Number of fully paid *ordinary securities issued in that 12 month period under an exception in rule 7.2 Number of fully paid *ordinary securities issued in that 12 month period with shareholder approval Number of partly paid *ordinary securities that became fully paid in that 12 month period Note: <ul style="list-style-type: none"> Include only ordinary securities here – other classes of equity securities cannot be added Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed It may be useful to set out issues of securities on different dates as separate line items 	1,093,333 (issued 22-05-19) 185,714 (issued 17-06-19) 210,000 (issued 30-07-19) 357,142 (issued 11-10-19) 48,955,237 (issued 11-10-19) 431,895 (issued 23-12-19) 239,965 (issued 28-04-20)
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	0
“A”	246,181,031
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>

Multiply “A” by 0.15	36,927,155
Step 3: Calculate “C”, the amount of placement capacity under rule 7.1 that has already been used	
<p>Insert number of +equity securities issued or agreed to be issued in that 12 month period <i>not counting</i> those issued:</p> <ul style="list-style-type: none"> • Under an exception in rule 7.2 • Under rule 7.1A • With security holder approval under rule 7.1 or rule 7.4 <p>Note:</p> <ul style="list-style-type: none"> • <i>This applies to equity securities, unless specifically excluded – not just ordinary securities</i> • <i>Include here (if applicable) the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	40,000 (issued 28-04-20)
“C”	40,000
Step 4: Subtract “C” from [“A” x “B”] to calculate remaining placement capacity under rule 7.1	
<p>“A” x 0.15</p> <p><i>Note: number must be same as shown in Step 2</i></p>	36,927,155
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	40,000
Total [“A” x 0.15] – “C”	<p>36,877,155</p> <p><i>[Note: this is the remaining placement capacity under rule 7.1]</i></p>

+ See chapter 19 for defined terms.

Part 2

Rule 7.1A – Additional placement capacity for eligible entities	
Step 1: Calculate “A”, the base figure from which the placement capacity is calculated	
“A” <i>Note: number must be same as shown in Step 1 of Part 1</i>	246,181,031
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	24,618,103
Step 3: Calculate “E”, the amount of placement capacity under rule 7.1A that has already been used	
Insert number of +equity securities issued or agreed to be issued in that 12 month period under rule 7.1A Notes: <ul style="list-style-type: none"> • <i>This applies to equity securities – not just ordinary securities</i> • <i>Include here – if applicable – the securities the subject of the Appendix 3B to which this form is annexed</i> • <i>Do not include equity securities issued under rule 7.1 (they must be dealt with in Part 1), or for which specific security holder approval has been obtained</i> • <i>It may be useful to set out issues of securities on different dates as separate line items</i> 	Nil
“E”	Nil

Step 4: Subtract “E” from [“A” x “D”] to calculate remaining placement capacity under rule 7.1A	
“A” x 0.10 <i>Note: number must be same as shown in Step 2</i>	24,618,103
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	Nil
Total [“A” x 0.10] – “E”	24,618,103 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.