



Medigard Limited

A.B.N.490 090 003 044

Notice of Annual General Meeting 2016

Notice is hereby given that the Annual General Meeting of Medigard Limited will be held on Friday 25 November, 2016 at Southport RSL, 36 Scarborough Street, Southport, Queensland commencing at 9.30 am (AEST).

Agenda

Business

1. Financial Statements and Reports

To receive and consider the Financial Reports of the Company, the Directors' Report and the Auditor's Report for the year ending 30 June, 2016.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June, 2016.

If the Chairman of the meeting is your proxy and you have not directed him/her to vote on this resolution, the Chairman will be prevented from casting your votes on the resolution. If the Chairman is your proxy, in order for your votes to be counted on the resolution, you must direct your proxy how to vote on the resolution.

3. Election of Mr Craig Cameron as a director

Mr Robert Krakowiak retires accordance with the Constitution of the Company.

Mr Craig Cameron offers himself for election as director.

4. Issue of Convertible Note to Sol Millennium Medical HK Ltd

To consider the following resolution:

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue a Convertible Note to Sol Millennium Medical HK Limited with an aggregate face value of up to \$256,797 on the terms and conditions set out in the Explanatory Notes.

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast:

- a) on item 2, by any member of the Key Management Personnel;
- a) on Item 3, by the director standing for election and any associate of that director; and
- b) on Item 4, by or on behalf of Sol Millennium HK Limited

unless the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory Notes

Item 1 - Financial Statements and Reports

It is intended to provide an opportunity for shareholders to raise questions on the reports and on the performance of the Company generally.

Item 2 - Remuneration Report

The Remuneration Report is set out on pages 23-25 of the Medigard Limited Annual Report 2016. The report details the remuneration policy of Medigard and sets out details of remuneration of directors and relevant executives. A reasonable opportunity for discussion of the report will be provided to shareholders at the meeting.

The Directors unanimously recommend that shareholders vote in favour of Item 2.

Item 3 - Election of Director

In accordance with Article 40.1 of the Company's Constitution, which provides for the retirement by rotation at each annual general meeting of one third of the directors, and in accordance with Australian Securities Exchange Limited Listing Rule 14.4 which prohibits directors from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years whichever is longer, Mr Robert Krakowiak retires at the Annual General Meeting on 25 November, 2016.

Mr Craig Cameron offers himself for election. The Board is very supportive of this appointment.

Details of Mr Cameron as a candidate are as follows:

Craig holds a Bachelor of Engineering (Civil) from the University of Queensland.

Craig has almost 30 years' CEO and board experience in a broad range of industries working in the USA, Canada, Japan, Australia, New Zealand and the UK running start-ups, turnarounds and mature businesses in IT services, nutraceuticals, information technology, communications, healthcare, green tech and clean technology industries.

Craig has been a material shareholder and CEO of five companies in the USA, Australia, New Zealand and the UK.

Item 4 – Issue of Convertible Notes to Sol Millennium Medical HK Ltd

The resolution seeks shareholder approval to issue further Convertible Notes with an aggregate face value of up to \$256,797 to Sol Millennium Medical HK Limited.

Background

As previously advised, Convertible Notes to the value of \$300,000 have been issued to Sol Millennium Medical HK Ltd. The notes are unsecured and are redeemable 24 months after issue. The notes can be converted into shares at an issue price which is the lower of \$0.05 and a price equal to the 30 day VWAP of the shares provided this is not less than \$0.025.

In January 2016, Sol Millennium Medical HK Limited agreed to provide further funding of up to \$256,797 to Medigard Ltd. Shareholder approval is now requested for Convertible Notes to be issued for this funding.

The principle terms of the Convertible Notes are:

- Maximum number of shares to be issued (including capitalisation of interest) is 11,120,000
- The issue of Convertible Notes may occur progressively but no later than 25 February 2017
- The Notes are convertible to shares at the lower of \$0.05 and 30 Trading Day VWAP prior to Conversion Notice, with the minimum price to be \$0.025
- The Notes will be redeemable on 6 January 2018 and will have a maturity date of 6 January 2019.
- Interest accrues at 8%pa, and will be capitalised, until conversion or the maturity date.
- All new shares issued under the Convertible Notes will rank equally with existing shares

The funds from the Convertible Notes will be used for working capital, and assist with product development and patent costs.

The Resolution is for the approval to issue Convertible Notes – in the event that conversion would result in Sol Millennium Medical HK Limited acquiring an interest in 20% or more of the shares in Medigard Ltd, then Medigard Ltd must convene a further shareholder meeting.

Entitlement to Attend and Vote

The Board has determined that, for the purposes of the meeting (including voting at the meeting), members are those persons who are registered holders of shares at 9.30am (Sydney time) on 23 November, 2016.

Voting by Proxy

A member who is entitled to attend and vote at the meeting may appoint not more than 2 other persons, whether members or not, to attend and vote at the meeting.

A member may instruct his or her proxy or proxies to vote for or against any specific resolution.

Where a member appoints 2 proxies, the appointment will be of no effect unless each proxy is appointed to represent a specified portion of the member's voting rights. If a member appoints 2 proxies then neither shall be entitled to vote on a show of hands.

To be valid, the instrument appointing a proxy must be in writing and signed by the member or his or her attorney or if such appointer is a corporation, then properly executed by the corporation under the law.

A proxy form accompanies this notice together with instructions for completion. The proxy forms duly completed and signed must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry being:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

Level 12, 225 George Street
Sydney NSW 2000

Proxies may be sent to facsimile 02 9290 9655

Voting by Attorney

A member may appoint an attorney to vote on his or her behalf. For an appointment to be valid, the instrument effecting the appointment or a certified copy thereof must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry as detailed above.

Corporate Representatives

A member that is a corporation may appoint an individual to act as its representative at the meeting. The instrument effecting the appointment must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry as detailed above.

Annual Report

Please be advised that the 2016 Annual Report is now available for viewing and downloading on the Company's website www.medigard.com.au

By order of the Board.

Patricia Mary Boero
Company Secretary
19 October 2016

All Correspondence to:

 **By Mail** Boardroom Pty Limited
 GPO Box 3993
 Sydney NSW 2001 Australia

 **By Fax:** +61 2 9290 9655

 **Online:** www.boardroomlimited.com.au

 **By Phone:** (within Australia) 1300 737 760
 (outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:30am (AEST) on Wednesday 23 November 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **9:30am (AEST) on Wednesday, 23 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

 **By Fax** + 61 2 9290 9655

 **By Mail** Boardroom Pty Limited
 GPO Box 3993,
 Sydney NSW 2001 Australia

 **In Person** Boardroom Pty Limited
 Level 12, 225 George Street,
 Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Medigard Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

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 at the Annual General Meeting of the Company to be held at **Southport RSL, 36 Scarborough Street, Southport QLD on Friday, 25 November 2016 at 9:30am (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1) If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Item 2	To Adopt the Remuneration Report for the year ended 30 June 2016	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr Craig Cameron as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Issue of Convertible Note to Sol Millennium Medical HK Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2016