

31 May 2018

Company Announcements Office
ASX Limited
Electronic Lodgement system

MDR - Release of Restricted Securities from Escrow

In accordance with Listing Rule 3.10A, MedAdvisor Limited (Company) advised on 16 November 2017 that 498,800,073 fully paid ordinary shares and 35,500,000 Read Rights held under ASX mandated escrow were due for release on 1 December 2017.

Due to an oversight on the Company's part we omitted to lodge an Appendix 3B which reflected that these securities had been released from mandated escrow. This omission was partially corrected in the Appendix 3B lodged on 16 April 2018 in which 45,374,851 shares were moved from unquoted securities (item 9) to quoted securities (item 8). We acknowledge however that this release was not properly disclosed as being a release of these shares from ASX mandated escrow.

The attached Appendix 3B covers the release from ASX mandated escrow of the balance of 453,425,222 shares that were released from ASX mandated escrow on 1 December 2017.

As advised on the 16 November 2017 the founders entered into voluntary escrow agreements which extended the escrow over 410,004,167 founder consideration and CEO performance shares leaving 88,795,906 founder consideration shares that did not enter into voluntary escrow agreements at the time.

The voluntary escrow period covering 20,625,000 founder consideration shares will end on 1 June 2018 and the remainder of 389,379,167 founder consideration shares will be due for release on 1 December 2018.

The Company also has voluntary escrow arrangements in place that end on 1 December 2018 covering 43,421,055 consideration shares for the acquisition of Healthnotes as well as 8,666,667 shares held by Robert Read the Company's CEO.

The following table summarises the position in relation to the voluntary escrow arrangements that are currently in place:

Description	Release date		
	01-Jun-18	01-Dec-18	Total
Founder consideration shares	20,625,000	194,379,167	215,004,167
Founder performance shares	-	195,000,000	195,000,000
CEO performance shares	-	7,000,000	7,000,000
CEO shares	-	1,666,667	1,666,667
Healthnotes consideration shares	-	43,421,055	43,421,055
	20,625,000	441,466,889	462,091,889

In addition, there are 90,500,000 performance shares which were subject to ASX mandated escrow that also became unrestricted securities on 1 December 2017. These performance shares which remain unquoted securities are made up as follows:

	Vested not		Total
	Unvested	Exercised	
MMG performance shares	55,000,000	-	55,000,000
Read rights	28,000,000	7,500,000	35,500,000
	83,000,000	7,500,000	90,500,000

End

**For more information**

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About MedAdvisor

MedAdvisor is a world-class medication management platform focused on addressing the gap and burden of medication adherence. Founded with a desire to simplify medication management, the highly automated and intuitive Australian software system connects over 1,000,000 patients to their local pharmacy or GP, providing them with real time visibility and access to their personal medication records. Its smart reminders, skip the queue and pre-ordering capabilities have seen high engagement from users and a 20% increase in medication adherence.

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 | Quoted ordinary shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | 453,425,222 fully paid ordinary shares |
| 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) | Release of restricted securities from escrow |

+ See chapter 19 for defined terms.

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>Yes.</p>
5	<p>Issue price or consideration</p>	<p>Nil</p>
6	<p>Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Release of restricted securities from escrow</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>	<p>Yes</p>
6b	<p>The date the security holder resolution under rule 7.1A was passed</p>	<p>24 October 2017</p>
6c	<p>Number of +securities issued without security holder approval under rule 7.1</p>	<p>Nil</p>
6d	<p>Number of +securities issued with security holder approval under rule 7.1A</p>	<p>Nil</p>

6e	Number of +securities issued with security holder approval under rule 7.3, or another specific security holder approval (specify date of meeting)	251,425,222 – Founder Consideration Shares 202,000,000 – Performance Shares Shareholder approval granted to the issue of these Shares on 25/09/2015, which have subsequently converted to Ordinary Shares	
6f	Number of +securities issued under an exception in rule 7.2	Not applicable	
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	Listing Rule 7.1: 121,729,632 Listing Rule 7.1A: 465,000	
7	+Issue dates 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. Cross reference: item 33 of Appendix 3B.	01 December 2017	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the +securities in section 2 if applicable)	Number	+Class
		1,317,927,982	Ordinary Fully Paid

+ See chapter 19 for defined terms.

	Number	*Class
9	Number and *class of all *securities not quoted on ASX (including the *securities in section 2 if applicable)	Options exercisable at \$0.03 on or before 12 November 2018
	24,000,000	Options exercisable at \$0.03 on or before 10 December 2018
	5,000,000	Options exercisable at \$0.0p8 on or before 26 October 2019
	55,000,000	Class B Performance Shares
	35,500,000	Performance Rights
	7,066,666	Employee Incentive Plan Options exercisable at \$0.00 on or before 14 April 2031
	12,530,000	Employee Incentive Plan Options exercisable at \$0.00 on or before 15 December 2031
	12,550,000	Employee Incentive Plan Options exercisable at \$0.00 on or before 22 October 2032
	310,000	Employee Incentive Plan Options exercisable at \$0.00 on or before 18 December 2032
	880,000	Employee Incentive Plan Options exercisable at \$0.00 on or before 12 April 2033
	5,000,000	Options exercisable at \$0.04 on or before 12 September 2019
	10,000,000	Options exercisable at \$0.08 on or before 12 September 2019
10	Dividend policy (in the case of a 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 included in Part 1

(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="text-align: left; padding: 5px;">Number</th> <th style="text-align: left; padding: 5px;">*Class</th> </tr> </thead> <tbody> <tr> <td style="height: 80px;"></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: 31 May 2018
(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	945,381,425
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 	202,000,000 (issued 19 October 2017) 66,666 (issued 19 October 2017) 4,650,000 (issued 12 April 2018)
Subtract the number of fully paid *ordinary securities cancelled during that 12 month period	0
“A”	1,152,098,091
Step 2: Calculate 15% of “A”	
“B”	0.15 <i>[Note: this value cannot be changed]</i>

Multiply “A” by 0.15	172,814,714
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> 	<p>612,500 shares (issued 19 October 2017)</p> <p>50,472,582 (issued 24 October 2017)</p>
“C”	51,085,082
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>	172,814,714
<p>Subtract “C”</p> <p><i>Note: number must be same as shown in Step 3</i></p>	51,085,082
Total [“A” x 0.15] – “C”	<p>121,729,632</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>	1,152,098,091
Step 2: Calculate 10% of “A”	
“D”	0.10 <i>Note: this value cannot be changed</i>
Multiply “A” by 0.10	115,209,809
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> 	114,744,809 (issued 24 October 2017)
“E”	114,744,809

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>	115,209,809
Subtract “E” <i>Note: number must be same as shown in Step 3</i>	114,744,809
Total [“A” x 0.10] – “E”	465,000 <i>Note: this is the remaining placement capacity under rule 7.1A</i>

+ See chapter 19 for defined terms.