



27 November 2015

Market Announcements Platform
Australian Securities Exchange
Level 40, Central Park
152-158 St George's Terrace
Perth WA 6000

MEDADVISOR LIMITED – PRE-QUOTATION DISCLOSURE

MedAdvisor Limited (ACN 145 327 617) (**Company**) confirms that all conditions precedent to the acquisition by the Company of the issued capital in MedAdvisor International Pty Limited (ACN 161 366 589) (**MedAdvisor**) (**Acquisition**) have now been satisfied and completion of the Acquisition occurred on 12 November 2015.

The following information is required to be provided to ASX Limited (**ASX**) for release to the market in connection with the admission to the official list and official quotation of fully paid shares in the Company.

Capitalised terms which have not been otherwise defined in this document have the same meaning as they have in the Prospectus released to ASX by the Company on 8 September

NUMBER OF SECURITIES SUBJECT TO ESCROW

Class	Number	Escrow Period
Fully paid ordinary shares	296,800,073	24 months from quotation
Fully paid ordinary shares	2,779,962	12 months from date of issue
Performance Shares	250,000,000	24 months from quotation
Performance Rights	42,500,000	24 months from quotation
Options	10,000,000	24 months from quotation

Following re-instatement to trading, Peloton Capital Pty Ltd (or its nominee) will be issued 25,000,000 Options (exercisable at \$0.03 on or before the date that is 3 years from the date of issue) in consideration for managing the Company's capital raising. Upon issue, these Options will be escrowed for a period of 24 months from the date of issue.

SATISFACTION OF CONDITIONS PRECEDENT

All of the conditions precedent to the share purchase agreement dated 29 October 2015 with the shareholders of MedAdvisor under which the Company may acquire 100% of MedAdvisor's issued capital (**Agreement**) have been satisfied and completion of the Acquisition has occurred, including the issue of:

- (a) 166,666,667 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of \$0.03 per Share (**Public Offer**);



- (b) 385,064,105 Shares to the vendors of MedAdvisor as per resolution 4 of the Company's notice of general meeting announced on 26 August 2015 (**Notice**); and
- (c) 195,000,000 performance shares to the founders of MedAdvisor and Peloton Capital Pty Limited (**Peloton**) as per resolution 2 of the Notice (**Founder Performance Shares**).

CONFIRMATION OF THE ISSUE OF SECURITIES UNDER THE PROSPECTUS

The Company confirms that all securities have been issued with respect to the following offers under the Prospectus:

- (a) the Public Offer;
- (b) the Consideration Offer;
- (c) the MedAdvisor Noteholder Offer;
- (d) the MMG Offer;
- (e) the Read Offer;
- (f) the Company Loan Offer;
- (g) the Bennetto Offer; and
- (h) the Brockhurst Offer.

TERMS AND CONDITIONS OF SHARE SALE AGREEMENT

The material terms of the formal agreement entered into between the Company MedAdvisor and the shareholders of MedAdvisor are consistent with the material terms of the heads of agreement between the Company, MedAdvisor and the founding shareholders of MedAdvisor, announced on the ASX on 11 June 2015 (**HOA**). A summary of the material terms of the HOA is set out in section 11.1 of the Prospectus.

NO MATERIAL SUBSEQUENT EVENTS

The Company confirms there have been no material subsequent events to alter the Company's statement of financial position as detailed at section 9 of the Prospectus.

COMPLIANCE WITH LISTING RULES

The Company is in compliance with the Listing Rules and in particular Listing Rule 3.1.

CAPITAL STRUCTURE

The Company's capital structure following the issue of securities pursuant to the Prospectus is as follows.



	Shares	Options ²	Performance Shares	Performance Rights
Current	85,250,405	16,008,568	-	-
Consideration Securities	385,064,105	-	195,000,000	-
Public Offer	166,666,667	-	-	-
MedAdvisor Noteholder Shares ¹	39,249,996	-	-	-
MMG Performance Shares	-	-	55,000,000	-
Issue of Shares to Mr Stephen Brockhurst	1,000,000	-	-	-
Issue of Converting Loan Shares	9,755,514	-	-	-
Read Rights	-	-	-	42,500,000
Bennetto Options	-	10,000,000	-	-
TOTAL	686,986,687	26,008,568	250,000,000	42,500,000

Notes

1. As at the date of settlement of the Acquisition, MedAdvisor had received subscriptions for \$942,000 under convertible notes that were converted to Shares at a deemed issue price of \$0.024 per Share at settlement.
2. The Company will issue 25,000,000 Lead Manager Options to Peloton upon re-quotation of its securities on the Official List.