

HEALTHLINX LIMITED [ACN 098 640 352]

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 11.00am (Melbourne time)

DATE: Monday, 12 January 2015

PLACE: The offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000

**NOTICE OF ANNUAL GENERAL MEETING
HEALTHLINX LIMITED [ACN 098 640 352]**

Notice is given that an Annual General Meeting (**Meeting**) of Healthlinx Limited [ACN 098 640 352] (**Company** or **HTX**) will be held at 11.00am (Melbourne time) on Monday, 12 January 2015 at the offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000.

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of Annual General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice.

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 of the Company at 5.00pm (Melbourne time) on 10 January 2014.

ORDINARY BUSINESS

2014 ANNUAL FINANCIAL STATEMENTS

To lay before the Meeting and consider the Annual Financial Statements of the Company for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION – REMUNERATION REPORT

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

"That the Company approve the adoption of the Remuneration Report, included within the Director's Report, for the year ended 30 June 2014."

VOTING NOTE

In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report, or any of that person's closely related parties (such as close family members and any controlled companies of those persons) (collectively referred to as a **Restricted Voter**). However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the meeting (**Chair**) as your proxy and you are not a Restricted Voter by marking the box on, and submitting, the Proxy Form you authorise the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you have appointed the Chair as your proxy and you do not want your vote exercised in favour of Resolution 1, you should not mark the box on the Proxy Form or otherwise direct the Chair to vote "against" or to "abstain" from voting on Resolution 1.

Please refer to the Proxy and Voting Instructions on page 5.

RESOLUTION 2: ELECTION OF DIRECTOR – MR TIMOTHY CHAPMAN

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That Mr Timothy Chapman, having been appointed as an additional Director on 16 September 2014 and who retires in accordance with the Constitution of the Company, being eligible, is re-elected a Director of the Company."

RESOLUTION 3: RE-ELECTION OF DIRECTOR MR MICHAEL QUINERT

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That Mr Michael Quinert who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

SPECIAL BUSINESS

RESOLUTION 4: APPROVAL FOR DISPOSAL OF MAIN UNDERTAKING

To consider and, if thought fit, pass the following resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rule 11.2 and for all other purposes approval is given for the Company to dispose of its main undertaking as described in the Explanatory Memorandum which accompanies and forms part of the Notice of Annual General Meeting.”

VOTING EXCLUSION

The Company will disregard any votes cast on this resolution by any person who might obtain a benefit, except a benefit solely in the capacity as a holder or ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a 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.

RESOLUTION 5: APPROVAL FOR PLACEMENT FACILITY

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

“That, pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the capacity to issue equity securities in the capital of the Company up to the maximum number permitted by ASX Listing Rule 7.1A at an issue price which is not less than the minimum issue price calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.3 and on the terms and conditions described in the Explanatory Memorandum of this Notice of Annual General Meeting.”

VOTING NOTE AND EXCLUSION

If as at the time of the Annual General Meeting, the Company is included in the S&P/ASX 300 Index and/or has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than AU\$300 million then Resolution 5 will be withdrawn.

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast on Resolution 5 by a person who may participate in the 10% placement issue and a person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed), and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution if it 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.

RESOLUTION 6: RATIFICATION OF PRIOR ISSUE

To consider, and if thought fit, pass the following resolution as an ordinary resolution:

"THAT for the purposes of ASX Listing Rule 7.4, shareholders ratify the prior issue of 2,531,646 fully paid ordinary shares in the capital of the Company made to professional and sophisticated investors, on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting."

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution 6 by persons who participated in the issue or any associates of those persons. However, the Company need not disregard a vote on Resolution 6 if it 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.

Dated: 4 December 2014

By the order of the Board

A handwritten signature in black ink, appearing to be 'Michael Quinert', with a large loop at the start and a trailing flourish.

Michael Quinert
Director
Healthlinx Limited

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice.

PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at the registered office of the Company or sent by facsimile transmission to (03) 8692 90 40 not less than 48 hours before the time for holding the Meeting, or adjourned Meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act 2001 (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting (Chair) as your proxy.

A proxy form is attached to this Notice.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

The Chair of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions except for Resolution 1 (Remuneration Report). Any undirected proxies held by the Chair will not be voted on Resolution 1 unless you mark the box on the Proxy Form authorising same (refer below).

PROXIES THAT ARE UNDIRECTED ON RESOLUTION 1 (REMUNERATION REPORT)

If you appoint the Chair as your proxy (or if he/she may be appointed by default) and do not either direct him/her how to vote on Resolution 1, or otherwise mark the box on the Proxy Form authorising the Chair to vote your undirected proxy on Resolution 1, the Chair will not vote your proxy on that item of business. Accordingly, if you appoint the Chair as your proxy (or if he/she may be appointed by default), you should direct the Chair how to vote on Resolution 1 or otherwise mark the box on the Proxy Form if you want your shares to be voted on that item of business.

If you appoint any other director of the Company, any other of its key management personnel or any of their closely related parties as your proxy they will not be able to vote undirected proxy votes on Resolution 1 (Remuneration Report). Key management personnel of the Company comprise the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies key management personnel for the year ending 30 June 2014. Their closely related parties are defined in the Corporations Act 2001 (Cth) and include specified family members, dependants and companies they control.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 5:00pm (Melbourne, time) on 10 January 2015 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

SPECIAL RESOLUTION

For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution. Resolution 5 is special resolutions.

HEALTHLINX LIMITED [ACN 098 640 352]

**2014 ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM**

PURPOSE OF INFORMATION

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's notice of Annual General Meeting (**Notice**) to be held on Monday, 12 January 2015 at the offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000. The Notice of Annual General Meeting incorporates, and should be read together with, this Memorandum.

ORDINARY BUSINESS

2014 ANNUAL FINANCIAL STATEMENTS

Section 317 of the Corporations Act 2001 (Cth) (**Corporations Act**) requires each of the Annual Financial Report (which includes the Annual Financial Statements and Director's Declaration), the Director's Report, Remuneration Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting. The Company's Constitution also provides for these reports to be received and considered at that meeting. There is no requirement for these reports to be formally approved by shareholders.

Shareholders attending the Annual General Meeting (**Meeting**) will have the opportunity to put questions to the Board and make comments on matters contained in that Annual Financial Report and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's Annual Financial Statements.

The reports referred to in the Notice are included in the 2014 Annual Financial Report, which at their election, has been made available to all shareholders on-line or by post. If you have not elected to receive a hard copy of the Company's 2014 Annual Financial Report and wish to access it online, it is available at the Company's website www.healthlinx.com.au.

No resolution is required to be moved in respect of this item.

RESOLUTION 1: NON-BINDING RESOLUTION – REMUNERATION REPORT

The Company is required by section 250R(2) of the Corporations Act, to propose a resolution that the 2014 Remuneration Report of Company be adopted. The Remuneration Report is contained within the Directors' Report in the 2014 Annual Financial Report and sets out the Company's remuneration arrangements for Directors.

Shareholders attending the Meeting will have the opportunity to discuss and put questions in respect of the Remuneration Report, and shareholders will be asked to vote on a non-binding resolution to adopt the Remuneration Report.

This resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings (**AGMs**) (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing

Director and CEO) must be put up for re-election. At the 2013 Annual General Meeting greater than 75% of the votes cast on the adoption of the Remuneration Report contained in the Company's 2013 Annual Financial Statements was in favour of its adoption and therefore on this occasion a spill resolution will not be required in the event that 25% or more of votes that are cast are against the adoption of the 2014 Remuneration Report.

Any undirected proxies held by the Chair of the Meeting, will not be voted on Resolution 1 unless the box on the Proxy Form authorising the Chair to vote undirected proxies on Resolution 1 is marked. Other directors or other key management personnel or any of their closely related parties will not be able to vote undirected proxies on Resolution 1. 'Closely related parties' are defined by the Corporations Act, and include specified family members, dependants and companies they control. Please refer to the Proxy Form and the Proxy and Voting Instructions on page 5 for further details.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form.

RESOLUTION 2: ELECTION OF DIRECTOR - MR TIMOTHY CHAPMAN

Resolution 2 is a resolution for the election of Mr Timothy Chapman as a Director of the Company. Mr Chapman was appointed as a Director of the Company to fill a casual vacancy on 16 September 2014.

In accordance with the Company's Constitution, any Director appointed to fill a casual vacancy must retire from office, and will be eligible for re-election, at the next AGM following their appointment, but that Director will not be taken into account when determining the number of Directors who are to retire by rotation at each AGM.

Mr Chapman is currently a principal of Halcyon Corporate Pty Ltd and has over 14 years' experience in the financial services industry. Mr Chapman has advised and worked on numbers capital raisings for public and private companies, including initial public offerings, reverse take-overs, private placements and rights issues, as well as many merger and acquisition transactions.

Mr Chapman, being eligible, offers himself for election.

RESOLUTION 3: ELECTION OF DIRECTOR - MR MICHAEL QUINERT

Pursuant to the Constitution of the Company one-third of the Directors, or if their number is not a multiple of three, the number nearest to one-third (but excluding the Managing Director) are required to retire by rotation at each AGM. Additionally, under ASX Listing Rule 14.4, a director must not hold office without re-election past the third AGM following the director's appointment, or three years whichever is longer. A director who retires in accordance with these provisions is eligible for re-election. Accordingly, one Director is required to retire by rotation at the 2014 AGM.

Resolution 3 is a resolution for the election of Mr Michael Quinert a director who retires by rotation and is standing for re-election. Mr Quinert was first appointed as a Director of the Company to fill a casual vacancy on 6 September 2013 his appointment was subsequently confirmed at the Company's 2013 AGM.

Mr Quinert graduated with degrees in economics and law from Monash University in 1984 and 1985 respectively and has over 28 years' experience as a commercial lawyer including three years with the Australian Securities Exchange and over 20 years as a partner in two Melbourne law firms. He has extensive experience in assisting and advising public companies on capital raising and market compliance issues. Mr Quinert is also a principal at Halcyon Corporate, a Melbourne based corporate and capital markets advisory firm.

Mr Quinert, being eligible, offers himself for election.

OTHER BUSINESS

RESOLUTION 4: APPROVAL FOR DISPOSAL OF MAIN UNDERTAKING

Resolution 4 is a resolution which seeks approval for the Company to dispose of its IP portfolio, including all intellectual property relating to its OvPlex™ ovarian cancer diagnostics technology (**Existing IP**).

As announced to ASX on 21 November 2014, the Company proposes to sell the Existing IP to Inex Innovations Exchange Pte Ltd (**Innovation Exchange**), a Singapore based molecular diagnostic company focused on the research, development, marketing and licensing of innovative technology for the advancement of women, maternal and fetal health. The purchase price will be the sum of \$60,000 plus GST. The Company has satisfied its obligation to the creditor's trust established in connection with the Company's Deed of Company Arrangement (which obligation was previously secured by a security interest in the Existing IP) thereby facilitating the unencumbered sale of the Existing IP to Innovation Exchange, subject to shareholders approving this Resolution 4. The proposed sale is also conditional upon Innovation Exchange completing a due diligence investigation into the status of the Existing IP, including enquiries confirm that the Existing IP is capable to being recommissioned.

Given the limited resources of the Company post-administration, and the difficulty the Company faces in seeking to raise further capital whilst suspended from trading on the ASX, the Board do not believe that the Company has resources sufficient to pursue commercialisation of the technology itself and has previously indicated that it would look for alternative opportunities for commercialising/monetising the Existing IP. Since assuming control of the Company following execution of the Company's Deed of Company Arrangement in September 2013, the Board have made extensive efforts to pursue and investigate such opportunities, including opportunities for direct sales, licensing arrangements or a combination thereof. In doing so, the Company has sought the advice and assistance of various ex-employees who were involved in the development and marketing of the Company's intellectual property portfolio prior to the Company's period of administration. The Company has also approached a number of external parties with experience and expertise in the biotechnology sector to seek to identify parties who may be interested in licensing or purchasing the Existing IP.

The Board's view is that the only offer received which is of any substance is the offer from Innovation Exchange. In the Board's opinion, further delays will only diminish the potential for successful commercialisation of the Existing IP (and therefore its value), which has now been dormant since the Company entered administration on 7 May 2013. It should also be noted that the Company continues to incur holding costs associated with maintaining the Existing IP (including, for example, patent renewal fees).

Furthermore, as announced on 2 October 2014, the Company has entered into a binding Terms Sheet to acquire Manalto Inc. which owns an emerging social media management software business operating out of the USA. Accordingly, the Existing IP is not the main focus of the Company which, as part of the process of acquiring Manalto Inc., anticipates seeking shareholder approval to change the nature of its main business from pharmaceuticals and biotechnology to software development and technology. Any such change in activities, and the acquisition of Manalto Inc., will be subject to shareholder approval. As part of the proposed acquisition of Manalto Inc. and change in the nature and scale of the Company's activities, the Company will be required to re-comply with Chapters 1 and 2 of the Listing Rules as if it were applying for admission to the office list of ASX, as required by ASX Listing Rule 11.1.3.

Having regard to the factors outlined above, the Board is of the view that the proposed sale of the Existing IP is in the best interests of the Company and unanimously recommend that shareholders vote in favour of Resolution 4.

RESOLUTION 5: APPROVAL FOR PLACEMENT FACILITY

GENERAL

The ASX has introduced fund raising rules to provide more flexibility for smaller companies to raise additional capital in an easier and potentially less costly manner. ASX Listing Rule 7.1A enables eligible entities to issue equity securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued share capital through placements over a 12 month period after an annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to a company's 15% placement capacity under ASX Listing Rule 7.1. An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is, at the date of the Notice, an eligible entity.

The Company is seeking shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Facility. The exact number of equity securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer below). The Company may use funds raised from any 10% Placement Facility for funding of existing projects or new projects and/or general working capital. It may also use the 10% Placement Facility for non-cash consideration purposes such as in connection with joint venture agreements or arrangements, as payments to consultants or contractors or in connection with the acquisition of new projects (although the Company presently has no current proposal to do so).

The Company obtained shareholder approval to make issues under ASX Listing Rule 7.1A at its 2013 AGM and seeks to refresh this shareholder approval so as to continue to be able to make issues under the 10% Placement Facility after the 2014 AGM in accordance with ASX Listing Rule 7.1A.

The Company did not issue any equity securities under Listing Rule 7.1A pursuant to the approval obtained at its 2013 AGM.

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

DESCRIPTION OF LISTING RULE 7.1A

- **Shareholder approval**

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an AGM.

- **Equity securities**

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. The Company, as at the date of the Notice, has one class of quoted equity securities, ordinary shares (HTX).

- **Formula for calculating 10% Placement Facility**

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an AGM may, during the 10% Placement Period (defined in section 2(f) below), issue a number of equity securities calculated in accordance with the following formula:

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

where:

A is the number of shares on issue 12 months before the date of the issue or agreement to issue:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (iv) less the number of fully paid shares cancelled in the 12 months.

Note: "A" is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

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 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

The number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 2(c) above).

- Minimum Issue Price

The issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of equity securities in the same class calculated over the 15 trading days immediately before:

- a. the date on which the price at which the equity securities are to be issued is agreed; or
- b. if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

- 10% Placement Period

Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the AGM at which the approval is obtained and expires (and ceases to be valid) on the earlier to occur of:

- a. the date that is 12 months after the date of the AGM at which the approval is obtained; or
- b. the date of the approval by Shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking) (**10% Placement Period**).

Resolution 4 is a Resolution which seeks approval under ASX Listing Rule 11.2 however, as it proceeds Resolution 5 will not affect the 10% Placement Period. However, further to the Company's ASX Announcement on 2 October 2014 the Company intends to seek shareholder

approval for the acquisition of Manalto Inc. which transaction would be expected to require approvals which, if obtained, would result in the 10% Placement Period expiring.

- ASX Listing Rule 7.1A

The effect of Resolution 5 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 5 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).

OTHER INFORMATION REQUIRED BY ASX LISTING RULE 7.3A

If Resolution 5 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:

- the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the 2014 Annual General Meeting; and
- the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution of existing shareholders on the basis of the current market price of the Company's ordinary shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice. The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting.
- Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the closing price of the Company's share on the day prior to the Company's suspension from trading on ASX.

[table over page]

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.0005 50% decrease in Deemed Price	\$0.001 Deemed Price	\$0.002 50% Increase in Deemed Price
Current Variable A 27,771,476 shares	10% Voting Dilution	2,777,147 shares	2,777,147 shares	2,777,147 shares
	Funds raised	\$1,388	\$2,777	\$5,554
50% increase in current Variable A 41,657,214 shares	10% Voting Dilution	4,165,721 shares	4,165,721 shares	4,165,721 shares
	Funds raised	\$2,082	\$4,165	\$8,131
100% increase in current Variable A 55,542,952 shares	10% Voting Dilution	5,554,295 shares	5,554,295 shares	5,554,295 shares
	Funds raised	\$2,777	\$5,554	\$11,108

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".
- The price of ordinary securities is deemed for the purposes of the table above to be \$0.001, being the closing price of the Company's listed securities on ASX on 30 April 2013 (being the date of the Company's suspension from trading) (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at.
- The table does not demonstrate the effect of listed options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

The Company may seek to issue the equity securities for the following purposes:

- Non-cash consideration including in connection with joint venture arrangements or agreements, payment of contractors or consultants or in connection with the acquisition of new projects (although the Company presently has no proposal to do so). In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.
- Cash consideration. In such circumstances, the Company intends to use the funds raised towards advancing existing Company projects, the acquisition of new projects and/or general working capital.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources assets or investments.

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2013 AGM. During the 12 month period preceding the proposed date of the 2014 AGM, being on and from 21 January 2014, the Company issued (on a post-consolidation basis, noting that a consolidation was completed on 5 February 2014) a total of 25,553,115 equity securities (all ordinary shares) whereas the Company had 2,218,138 post-consolidation ordinary shares on issue in the Company as at the date of the 2014 AGM (an increase of approximately 1150%). Further details of the issues of all equity securities made by the Company during the 12 month period preceding the proposed date of the 2014 AGM are set out in Annexure A.

A voting exclusion statement is included in the Notice of Annual General Meeting to which this Memorandum relates. At the date of that Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

The directors of the Company unanimously recommend shareholders vote in favour of Resolution 5.

RESOLUTION 6: RATIFICATION OF PRIOR PLACEMENT

Resolution 6 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 2,531,646 fully paid ordinary shares to professional and sophisticated investors who participated in the Company's placement which was completed on 13 June 2014.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve month period any equity securities, or other securities with rights to conversion to equity (such as options), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity pursuant to ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- The total number of shares issued was 2,531,646 fully paid ordinary shares in the Company.
- The price at which the shares were issued was 7.9 cents (\$0.079).
- The shares have the same terms and rights as, and rank equally with, the Company's existing listed fully paid ordinary shares.
- The shares were issued to 13 sophisticated, professional or otherwise exempt investors introduced to the Company by Gleneagle Securities (Aust) Pty Ltd under the Company's placement which was completed on 13 June 2014.
- Funds raised by the issue of shares were applied to the working capital requirements of the Company which included the ongoing costs of maintaining the Company's intellectual property portfolio and costs associated with the assessing potential new business opportunities
- A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Memorandum.

ANNEXURE A
ISSUES OF EQUITY SECURITIES SINCE 2013 AGM (Resolution 5)

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
21 January 2014	6,734,803	HTX	Issued to secured creditor in repayment of debt pursuant to terms of Deed of Company Arrangement, full details of the recipients were disclosed in the Company 2013 Notice of Annual General Meeting dated 10 December 2013.	Aggregate deemed value of \$140,669.18 (0.004 cents per share). Company's shares were suspended at the time of issue. The deemed issue price represents a discount of approximately 2500% to the last traded price of the Company's shares (being \$0.001).	Non-cash, issued in consideration of repayment of secured debt. Company's shares remain suspended from trading.
21 January 2014	14,620,000	HTX	Issued to sponsors of Deed of Company Arrangement in repayment of loans made to the Company, full details of the recipients were disclosed in the Company 2013 Notice of Annual General Meeting dated 10 December 2013.	Aggregate deemed value of \$212,500 (0.0035 cents per share). Company's shares were suspended at the time of issue. The deemed issue price represents a discount of approximately 2850% to the last traded price of the Company's shares (being \$0.001).	Non-cash issued in consideration of repayment of debt. Company's shares remain suspended from trading.
21 January 2014	1,666,666	HTX	Issued to convertible note holders upon conversion of convertible notes, full details of the recipients were disclosed in the Company 2013 Notice of Annual General Meeting dated 10 December 2013.	Aggregate face value of notes converted was \$63,000 (0.005 cents per share). Company's shares were suspended at time of issue. The deemed issue prices represents a discount of approximately 2000% to the last traded price of the Company's shares (being \$0.001).	Cash (\$63,000). Funds raised were applied to the working capital requirements of the Company including the costs of implementing the Company's Deed of Company Arrangement. Company's shares remain suspended from trading.
13 June 2014	2,531,646	HTX	Issued to 13 professional, sophisticated and otherwise exempt investors introduced to the Company through Gleneagle Securities (Aust) Pty Ltd without shareholder approval under the Company's 15% placement capacity under Listing Rule 7.1. Refer to Resolution 6 for more details.	\$0.079 (7.9 cents) per share. Company's shares were suspended at time of issue. No discount to last traded price of the Company's shares however this does not take into account the potential effect which the Company's 500:1 consolidation.	Cash (\$200,000). Funds raised were applied to the working capital requirements of the Company which included the ongoing costs of maintaining the Company's intellectual property portfolio and costs associated with the assessing potential new business opportunities. Company's shares remain suspended from trading.

Notes to table:

All share numbers above are on a post-consolidation basis, noting that the Company completed a 500:1 share consolidation on 5 February 2014.

HEALTHLINX LIMITED [ACN 098 640 352] - PROXY FORM

Name of Shareholder:	
Address of Shareholder:	
Number of Votes:	

I/We being a member/s of Healthlinx Limited (**Company**) and entitled to attend and vote at the meeting of the Company to be held on Monday, 12 January 2015 at the offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000 appoint:

☐ the Chair of the meeting. **OR**

☐ (mark box)

.....
(Full name of proxy or the office of the proxy)

or if the person or body corporate named above fails to attend the meeting, or if no person/body corporate is named, the Chair of the meeting as my/our proxy to attend that meeting and vote on my/our behalf at that meeting and any adjournment or postponement of that meeting in accordance with the following directions (or if no directions have been given, as the proxy sees fit). If two proxies are appointed, the proportion of voting rights this proxy represents is%.

IMPORTANT: Directing the Chair how to vote on Resolution 1.

☐

If you appoint the Chair as your proxy (or he is appointed in default) and you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on that Resolution. If you appoint the Chair of the meeting as your proxy you can direct the Chair how to vote on Resolution 1 by either marking the relevant box below (for example if you wish to vote "against" or "abstain" from voting) or by marking the box to the left (in which case the Chair will vote in favour of Resolution 1). The Chair intends to vote all available proxies in favour of Resolution 1. **I/We (except where I/we have indicated a different voting intention below):**

- direct the Chair of the meeting to vote in accordance with the Chair's voting intentions on Resolution 1 to vote in favour of that Resolution;
- authorise, in respect of Resolution 1, the Chair of the meeting to vote as described even though Resolution 1 are connected (or may be connected) directly or indirectly with the remuneration of a member of key management personnel for the Company group; and
- acknowledge that the Chair of the meeting may exercise my proxy in respect of Resolution 1 even though the Chair may have an interest in the outcome of that Resolution and that votes cast by the Chair of the meeting for that Resolution, other than as proxy holder, will be disregarded because of that interest.

VOTING DIRECTIONS FOR YOUR PROXY

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you appoint the Chair as your proxy (or he is appointed in default) you should note that, subject to the notes above, the Chair *intends* to vote undirected proxies in favour of all Resolutions. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting. I/We direct my/our proxy to vote as indicated below:

		FOR	AGAINST	ABSTAIN
Resolution 1	ADOPTION OF REMUNERATION REPORT			
Resolution 2	ELECTION OF DIRECTOR – MR TIMOTHY CHAPMAN			
Resolution 3	RE-ELECTION OF DIRECTOR – MR MICHAEL QUINERT			
Resolution 4	APPROVAL FOR DISPOSAL OF MAIN UNDERTAKING			
Resolution 5	APPROVAL OF PLACEMENT FACILITY			
Resolution 6	RATIFICATION OF PRIOR ISSUE			

<p>If a person:</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>Name (print)</p> <p>Date: ____/____/____</p>	<p>If a company:</p> <p>EXECUTED by: _____</p> <p>Name of company (print)</p> <p>in accordance with the Corporations Act</p> <p>_____</p> <p>(Signature)</p> <p>_____</p> <p>(Signature)</p> <p>Date: ____/____/____</p>
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