
MEDADVISOR LIMITED
ACN 145 327 617
NOTICE OF GENERAL MEETING

TIME: 10.00am (AEDT)
DATE: Monday, 10 October 2016
PLACE: HWL Ebsworth Lawyers, Level 23, 530 Collins Street, Melbourne, Victoria 3000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9095 3036.

IMPORTANT INFORMATION

Time and place of Meeting

Notice is given that the Meeting will be held at 10.00am (AEDT) on Monday, 10 October 2016 at:

HWL Ebsworth Lawyers, Level 23, 530 Collins Street, Melbourne, Victoria 3000

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

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 at 7.00pm (AEDT) on 8 October 2016.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out below and on the Proxy Form.

To vote by proxy, the completed enclosed Proxy Form must be lodged either:

- (a) via mail to Computershare Limited GPO Box 242, Melbourne VIC 3001;
- (b) by hand to Computershare Limited at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067;
- (c) by fax to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555
- (d) online at <http://www.investorvote.com.au>.
- (e) online at <http://www.intermediaryonline.com> (for intermediary online users online)

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- (a) each Shareholder has a right to appoint a proxy;
- (b) the proxy need not be a Shareholder of the Company; and
- (c) a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- (d) if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting; or
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

BUSINESS OF THE MEETING - AGENDA

1. Resolution 1 – Capital Raising

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

*“That, subject to the passing of Resolution 2, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to \$8,000,000 by the issue of new shares to be issued at a price not less than 90% of the volume weighted average price of shares in the last five trading days prior to issue (**Capital Raising Shares**) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of 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.

2. Resolution 2 – Issue of Consideration Shares

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

“That, subject to the passing of Resolution 1, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue \$2,200,000 worth of Consideration Shares (the issue price of which will be 95% of the Capital Raising Shares) at completion of the acquisition of 100% of the shares in Health Enterprises 2 Pty Ltd, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of 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.

Dated: 9 September 2016

By order of the Board

**Carlo Campiciano
Company Secretary**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Background to proposed Acquisition of HealthNotes and Capital Raising

1.1 Introduction

As announced to the market on 31 August 2016, the Company and the Sellers entered into a Share Sale Agreement pursuant to which the Company will acquire 100% of the HealthNotes Shares (**Acquisition**). Resolution 2 seeks approval for the issue at Completion of \$2,200,000 worth of Consideration Shares to the Sellers in consideration for the acquisition of the HealthNotes Shares.

A condition of Completion of the Acquisition is that the Company undertakes a capital raising to raise not less than \$6,000,000 worth of Shares (**Capital Raising**). Resolution 1 seeks approval for the issue of up to \$8,000,000 worth of Capital Raising Shares. The Company proposes to conduct the Capital Raising by way of private placement to sophisticated investors. Peloton Capital will act as lead manager for the Capital Raising.

This Notice of Meeting sets out the Resolutions necessary to complete the Acquisition and the Capital Raising. Each Resolution is conditional upon the approval by Shareholders of the other Resolution. If either Resolution is not approved by Shareholders, the other Resolution will fail and the Acquisition will not occur.

ASX has provided the Company with in-principle advice that Shareholder approval of the Acquisition for the purposes of Listing Rule 11.1.2 is not required, and further, the Company is not required to re-comply with Chapters 1 and 2 of the Listing Rules as a result of the Acquisition.

1.2 Overview of HealthNotes

HealthNotes is a privately held Melbourne based healthcare technology company with an innovative platform that manages patient messaging and medication adherence across multiple demographics. Its core platform promotes patient medication adherence, along with pharmacy loyalty by offering prescription management services for patients.

HealthNotes delivers timely SMS reminders to patients, as well as offering script tracker and refill functions. Linking with a free downloadable app (Google Play and App Store), it enables pharmacies to send notifications to patients and track their medication history. For doctors and nursing homes, it offers a useful patient record and medication summary, script processing, clinical interventions as well as allowing leave certificates and referral letters to be more easily produced. HealthNotes currently generates revenues from pharmacy subscription fees, SMS revenue and pharmaceutical manufacturer education programs.

Bringing together the two leaders in medication adherence management will strengthen the Company's strategic positioning and operational platform, offer valuable synergies and will consolidate the Company's position as the leading Australian digital medication management company.

1.3 Strategic Rationale for Acquisition

The Acquisition immediately grows and diversifies the Company's pharmacy network:

- HealthNotes has a strong and complementary network of over 800 additional pharmacies across Australia that will substantially build MedAdvisor's network of community pharmacy store customers. Post-acquisition, MedAdvisor's pharmacy network will exceed 2,400 pharmacies.
- This enhanced pharmacy network represents ~45% of the Australian community pharmacy market, giving the Company a leading market penetration position.
- Acquisition brings complementary technologies to MedAdvisor that will boost its services to pharmacies and GPs.

The Company's GP Link, which connects GPs and pharmacies to make patient's lives easier and improve health outcomes, is launching in late September following a beta phase. HealthNotes has active relationships with more than 4,000 GPs across Australia.

Following the Acquisition, the Company will have access to a combined user base of over 500,000 Australian patients, an increase of over 150%.

The "Tap-to-Refill" feature in the Company is one of the most used by patients. It allows patients to pre-order from their preferred pharmacy to reduce waiting times. The combined user base will make ~320,000 prescription orders per month, representing an annualised value of over \$150 million ordered through the platforms.

Increased user base will represent increased value to pharmaceutical manufacturers for Patient Engagement Programs.

1.4 Share Sale Agreement

The material terms of the Share Sale Agreement for the Acquisition are as follows:

- (a) **(Consideration)**: The consideration payable by the Company in respect of the Acquisition is as follows:
 - (i) **Consideration Shares** - \$2,200,000 worth of Shares to be issued to the Sellers at an issue price equal to 95% of the issue price under the Capital Raising; and
 - (ii) **Cash Consideration** - \$3,300,000, subject to adjustment after a working capital accounting exercise post-completion.
- (b) **(Conditions Precedent)**: Completion is conditional upon the satisfaction or waiver of multiple conditions precedent. The following are the key conditions:
 - (i) **(Due Diligence)** The Company being satisfied with its phase 2 confirmatory legal, financial, taxation, insurance, commercial, management and technical due diligence investigations of HealthNotes and its business.
 - (ii) **(Shareholder approval)** The Company having obtained all approvals of Shareholders which are necessary under the Corporations Act and the

ASX Listing Rules to implement the Transaction. Resolution 2 seeks this approval.

- (iii) **(Capital Raising)** The Company undertaking a capital raising to raise not less than \$6,000,000 through the issue of Shares. Resolution 1 seeks approval to conduct this Capital Raising.
 - (iv) **(Joint Business Plan)** The parties agree a joint business plan setting out the resourcing and integration issues as a result of the sale and purchase of the HealthNotes Shares.
 - (v) **(Change of Control)** Evidence of the consent of the relevant third parties to those contracts or business authorisations that require the consent of the other party for a change in control of HealthNotes.
 - (vi) **(Run-off Insurance)** The Company having received satisfactory evidence that, on and from completion, HealthNotes has obtained information technology liability, management liability and public liability run-off cover for a period of at least five years, on terms acceptable to the Company.
 - (vii) **(Releases)** HealthNotes having received copies of acceptable releases in respect of all encumbrances over the HealthNotes Shares and HealthNotes' property.
 - (viii) **(Material Adverse Change)** There not being a material adverse change of the Company or HealthNotes before completion.
- (c) **(Completion Date)** Completion will occur on the later of:
- (i) 10 October 2016; and
 - (ii) two Business Day after the Conditions have been satisfied or waived,
- or such other date as the Sellers and the Company agree in writing **(Completion Date)**, with a sunset date of 30 November 2016.
- (d) **(Warranties and Indemnities)** The Share Sale Agreement contains standard warranties and indemnities in respect of the Acquisition including, but not limited to, warranties relating to information provided, HealthNotes and its business, the assets owned by HealthNotes, taxation, financial issues, employees, insurance and intellectual property. All Sellers provide warranties as to the title to their HealthNotes Shares. The remainder of the warranties and indemnities are provided by the majority Sellers noted in section 1.5.
- The Share Sale Agreement also includes qualifications and limitations of any claims for a breach of the warranties.
- (e) **(Escrow Arrangements and Share Mortgage)** The Consideration Shares issued to the Sellers will be subject to voluntary escrow for 24 months (with 50% of the Consideration Shares released from escrow after 12 months). The Directors are of the view that the escrow periods are typical for a transaction such as the Acquisition. Certain majority Sellers will also provide a share mortgage in favour of the Company in relation to their Consideration Shares as

security for any claims for a breach of the warranties. \$600,000 of the Cash Consideration will also be held in escrow for up to 18 months after Completion (with \$200,000 released after 12 months) to provide security for any warranty or indemnity claims arising as a result of the Acquisition.

1.5 Sellers

The Sellers are as follows:

Name of Shareholder	HealthNotes Shares	Proportion of total	Consideration Shares to be issued ¹
NVR Alliance Pty Ltd	887,636	9.8272%	5,689,432
William Paul Reid	309,906	3.4310%	1,986,369
Marissa Falting ²	1,354,871	15.0000%	8,684,211
Mishra Enterprises Pty Ltd ²	3,161,366	35.0000%	20,263,158
Capital Concerns Pty Ltd ²	2,026,236	22.4328%	12,987,411
Quickinvest Pty Ltd	68,729	0.7609%	440,522
Gavan Lim-Joon	189,987	2.1034%	1,217,758
Hot Springs Superannuation Pty Limited	1,033,741	11.4447%	6,625,879
Total	9,032,472	100%	57,894,740

¹ Issue price of Consideration Shares estimated at \$0.038 per Share for the purposes of this example (being 95% of a capital raising price of \$0.04 per share). Refer to Section 1.8 for further details on the amount of Consideration Shares that may be issued depending on the issue price of the Capital Raising Shares.

² Majority Sellers providing operational warranties and specific indemnities.

1.6 Use of funds

The Company proposes to use the funds raised under the Capital Raising as follows:

Use of funds	Minimum Subscription (\$6,000,000)	Percentage of Funds (%)	Maximum Subscription (\$8,000,000)	Percentage of Funds (%)
Cash Consideration	\$3,300,000	55.00%	\$3,300,000	41.25%
Working capital	\$2,200,000	36.67%	\$4,080,000	51.00%
Costs of Acquisition and Capital Raise	\$500,000	8.33%	\$620,000	7.75%
Total	\$6,000,000	100%	\$8,000,000	100%

1.7 Effect on Capital Structure

A pro forma capital structure following the issue of the Consideration Shares and the Capital Raising Shares are as follows:

Item	Min Subscription	Max Subscription	Options	Performance Shares	Performance Rights
Current	686,986,687	686,986,687	44,050,000	250,000,000	42,500,000
Capital Raising Shares ¹	150,000,000	200,000,000	-	-	-
Consideration Shares ²	57,894,740	57,894,740	-	-	-
Total	894,881,427	944,881,427	44,050,000	250,000,000	42,500,000

¹ This number of Capital Raising Shares is based on an example issue price per Share of \$0.04. See Section 1.8 for further information of the potential number of Capital Raising Shares that may be issued.

² This number of Consideration Shares is based on an example issue price per Share of \$0.038 (being 95% of the Capital Raising Share price). See Section 1.8 for further information of the potential number of Consideration Shares that may be issued.

1.8 Minimum and Maximum Shares

The number of Consideration Shares and Capital Raising Shares that may be issued under various issue prices per Share are as follows:

Item	Minimum Subscription (\$6,000,000)			Maximum Subscription (\$8,000,000)		
	\$0.04	\$0.05	\$0.06	\$0.04	\$0.05	\$0.06
Price per Capital Raising Share	\$0.04	\$0.05	\$0.06	\$0.04	\$0.05	\$0.06
Capital Raising Shares	150,000,000	120,000,000	100,000,000	200,000,000	160,000,000	133,333,333
Price per Consideration Share ¹	\$0.038	\$0.0475	\$0.057	\$0.038	\$0.0475	\$0.057
Consideration Shares	57,894,737	46,315,789	38,596,491	57,894,737	46,315,789	38,596,491
Total	207,894,737	166,315,789	138,596,491	257,894,737	206,315,789	171,929,825

¹ The issue price per Share for the Consideration Shares will be 95% of the issue price per Capital Raising Share.

1.9 Indicative timetable

An indicative timetable for Completion and the Capital Raising is as follows:

Event	Date - 2016
Notice of Meeting sent to Shareholders	9 September 2016
Meeting held	10 October 2016

Event	Date - 2016
Company enters trading halt to conduct the Capital Raising	10 October 2016
Company announces the terms of the Capital Raising and trading halt lifted	12 October 2016
Issue of cleansing prospectus	12 October 2016
Issue of the Capital Raising Shares	12 October 2016
Completion, including the issue of the Consideration Shares and close of offer under cleansing prospectus	14 October 2016

This timetable is indicative only and the Directors reserve the right to amend the timetable as required.

2. Resolution 1 – Capital Raising

2.1 General

Resolution 1 seeks Shareholder approval for the issue of up to such number of Shares, when multiplied by the issue price, will raise a minimum of \$6,000,000 and up to a maximum of \$8,000,000 under the Capital Raising. Approval is sought for the issue of the Capital Raising Shares pursuant to Resolution 1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1 will be to allow the Company to issue the Capital Raising Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1 or 10% placement capacity under ASX Listing Rule 7.1A.

As at the date of this Notice of Meeting, the Company has the following placement capacity:

Capacity	Shares
ASX Listing Rule 7.1	78,048,003
ASX Listing Rule 7.1A	68,698,669
Total	146,746,672

For the purposes of the ASX Listing Rules, none of the subscribers for the Shares to be issued under Resolution 1 will be related parties of the Company.

2.2 **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Capital Raising:

- (a) the maximum number of Capital Raising Shares to be issued is up to \$8,000,000 shares issued at a price that will not be less than 90% of VWAP in the five trading days prior to the date of issue. See Section 1.8 for further information of the potential number of Capital Raising Shares that may be issued based on a reasonable estimate of what the issue price may be, having regard to the trading price of Shares as at the date of this Notice of Meeting;
- (b) it is proposed that the Capital Raising Shares be issued on or about 12 October 2016, and in any event, will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the issue price will be not be less than 90% of VWAP in the five trading days prior to the date of issue;
- (d) the Capital Raising Shares are proposed to be issued to the applicants under the Capital Raising. None of these subscribers will be related parties of the Company;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue; and
- (f) the Company intends to use the funds raised under the Capital Raising as set out in Section 1.6.

3. **Resolution 2 – Issue of Consideration Shares**

3.1 **General**

Resolution 2 seeks Shareholder approval for the issue of the Consideration Shares in consideration for the acquisition of 100% of the HealthNotes Shares on issue.

The effect of Resolution 2 will be to allow the Company to issue the Consideration Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 **Technical information required by ASX Listing Rule 7.1**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Consideration Shares:

- (a) the maximum number of Consideration Shares to be issued is \$2,200,000 of Shares issued at a price that is 95% of price at which the Capital Raising Shares will be issued. See Section 1.8 for further information of the potential number of Consideration that may be issued based on a reasonable estimate of what the issue price may be, having regard to the trading price of Shares as at the date of this Notice of Meeting;

- (b) it is proposed that the Consideration Shares be issued on or about 14 October 2016, and in any event, will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (c) the Consideration Shares will be issued to the Sellers in consideration for their respective HealthNotes Shares (pro rata to the number of HealthNotes Shares held by each Seller). An example of the number of Shares to be issued to the Sellers is set out at Section 1.8;
- (d) the Consideration Shares to be issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Consideration Shares will be subject to voluntary escrow as follows:
 - (i) 50% of Consideration Shares for 12 months; and
 - (ii) 50% of Consideration Shares for 24 months.
- (f) no funds will be raised from the proposed issue as the Consideration Shares are proposed to be issued in consideration for the acquisition by the Company of all of the HealthNotes Shares in accordance with the terms of the Share Sale Agreement.

4. Glossary

\$ means Australian dollars.

Acquisition has the meaning given at Section 1.1.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Capital Raising has the meaning given at Section 1.1.

Capital Raising Shares means the Shares to be issued under the Capital Raising.

Cash Consideration means \$3,300,000, being the cash component payable to the Sellers at Completion, subject to adjustments.

Chair means the chair of the Meeting.

Company or **MedAdvisor** means MedAdvisor Limited ACN 145 327 617.

Completion has the meaning given at Section 1.4(c).

Consideration Shares means \$2,200,000 worth of Shares to be issued to the Sellers at Completion.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

HealthNotes means Health Enterprises 2 Pty Ltd ACN 141 345 904.

HealthNotes Shares means fully paid ordinary shares in HealthNotes.

Maximum Subscription means \$8,000,000 worth of Shares, being the maximum amount to be raised under the Capital Raising.

Minimum Subscription means \$6,000,000 worth of Shares, being the minimum amount to be raised under the Capital Raising.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice or any one of them, as the context requires.

Section means a section of this Notice.

Sellers means the holders of the HealthNotes Shares identified in Section 1.5.

Share or means a fully paid ordinary share in the capital of the Company.

Shareholder means a registered holder of a Share.

MEDADVISOR LIMITED

ABN 17 145 327 617

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form



Vote and view the Notice of Meeting online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 188806

SRN/HIN:

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

For your vote to be effective it must be received by 10:00am (AEDT) Saturday 8th October 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form** →

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of MedAdvisor Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of MedAdvisor Limited to be held at HWL Ebsworth Lawyers, Level 23, 530 Collins Street, Melbourne, Victoria 3000 on Monday, 10 October 2016 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Capital Raising	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Issue of Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /