



PARAGON CARE LIMITED

ABN 76 064 551 426

**NOTICE OF
ANNUAL GENERAL MEETING**

and

EXPLANATORY MATERIAL

Date: Thursday 13th November 2014

Time: 11:00 a.m.

Place: RSM Bird Cameron,
Level 21, 55 Collins Street,
Melbourne, Victoria, 3000

ParagonCare

PART A: CHAIRMAN'S LETTER

Thursday, 2 October 2014

Dear Shareholder,

Annual General Meeting 2014

It is my pleasure to invite you to the 2014 Annual General Meeting of Paragon Care Limited ("Company"). Enclosed is a copy of the Notice of Annual General Meeting ("Notice of Meeting"), which will be held in the meeting room of RSM Bird Cameron, Level 21, 55 Collins Street, Melbourne Victoria 3000, at 11:00 a.m. on Thursday 13 November 2014.

Items of business:

Financial Statements and Reports

To receive the financial statements for Paragon Care Limited for the year ended 30 June 2014, together with the Directors' Report and the Auditor's Report, as set out in the Annual Report.

Remuneration Report

Adopt the Remuneration Report for the year ended 30 June 2014.

Re-election of Chairman of the board of directors

Re-elect Mr Shane Tanner as Chairman of the board of Paragon Care Limited.

Issuance of Shares

Approval of the prior issues of shares as part consideration of the acquisition of the assets of Scanmedics Pty Ltd.

Additional capacity to issue shares

Approve the Company having additional capacity to issue shares under Listing Rule 7.1A.

I look forward to seeing you at the meeting

Yours sincerely



Shane Tanner

Chairman

Paragon Care Limited

ABN 76 064 551 426

Unit 1, 56 Norcal Road, Nunawading VIC 3131.

Telephone: 61 3 8833 7800 Facsimile: 61 3 8833 7890

PART B:

PARAGON CARE LIMITED NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the Annual General Meeting of the shareholders of Paragon Care Limited ACN 064 551 426 ("Company") will be held at 11:00 a.m. on Thursday 13th of November in the meeting room of RSM Bird Cameron, Level 21, 55 Collins Street, Melbourne Victoria 3000.

The accompanying Explanatory Material form part of this Notice of Meeting. This Notice of Meeting should be read in conjunction with the Explanatory Material.

Terms used in this Notice of Meeting will, unless the context otherwise requires, have the meaning given to them in the Glossary contained in Part D.

Items of Ordinary Business

1 Chairman's Presentation

2 Financial Statements and Reports

To discuss the Company's financial statements and reports for the year ended 30 June 2014.

3 Remuneration Report [Resolution 1]

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

'That the remuneration report for the year ended 30 June 2014 be adopted'

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution. (Note: the vote on this item is advisory only).

4 Re-election of Chairman of the board of Directors [Resolution 2]

Mr Shane Tanner retires by rotation, and being eligible offers himself for re-election.

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

'That Mr Shane Tanner being eligible, be re-elected as a Chairman of the board of directors'.

The Directors (with Mr Shane Tanner abstaining) recommend that you vote in favour of this resolution.

5 Approval of the prior issue of shares as part consideration of the acquisition of the assets of Scanmedics Pty Ltd [Resolution 3]

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders of the Company approve the previous issue of 1,966,405 fully-paid ordinary shares in the capital of the Company on the terms and conditions set out in the Explanatory Material."

The Directors recommend that you vote in favour of this resolution.

Items of Special Business

6 Approval of additional capacity to issue shares under Listing Rule 7.1A [Resolution 4]

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

'For the purposes of ASX Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A, on the terms and conditions set out in the Explanatory Memorandum'

The Directors recommend that you vote in favour of this resolution.

A proxy form accompanies this Notice of Meeting. Shareholders who do not plan to attend the AGM are encouraged to complete and return a proxy form.

Please note, the Chairman of the AGM intends to vote undirected proxies in favour of each item of business.

BY ORDER OF THE BOARD

Mark Simari

Company Secretary
Paragon Care Limited
Melbourne, Victoria
Thursday, 2 October 2014

Voting exclusion statement

Corporations Act

Item 3 - The Company will disregard votes cast by a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member, in contravention of section 250R or 250BD of the Corporations Act. Restrictions also apply to votes cast as proxy unless exceptions apply.

Listing Rules

In accordance with the Listing Rule 14.11, the Company will disregard votes cast:

RESOLUTION	PERSONS EXCLUDED FROM VOTING
Resolution 3 – Approval of the prior issue of shares for the acquisition of the assets of Scanmedics Pty Ltd	Mr David Ian Gibson and Mrs Maryanne Taylor-Gibson or nominated parties or any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) if the Resolution is passed, and any associate of any such person
Resolution 4 - Approval of additional capacity to issue shares under listing Rule 7.1A	A 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 an associate of such person. NB. In accordance with Listing Rule 14.11.1 and the relevant Note under that rule concerning Rule 7.1A, as at the date of this Notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no security holders are currently excluded.

However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

Notes

- (a) Subject to the Corporations Act, including sections 250R and 250BD, a Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined under regulation 7.11.37 Corporations Regulations 2001 that for the purpose of voting at the meeting or adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7.00 pm (Melbourne time) on 11 November 2014.
- (f) If you have any queries on how to cast your votes then call Link Market Services Limited on 1300 554 474 during business hours.

Voting entitlement and admission to Annual General Meeting

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by persons who are registered as Shareholders as at 7.00pm (Melbourne Time) on 11 November 2014. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

Voting by Proxy

If you are a Shareholder entitled to attend and vote you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

A proxy need not be a Shareholder of the Company. A Shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the Shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the Shareholder's votes.

To be effective, the proxy must be received at the share registry of the Company no later than 11am (Melbourne time) on 11 November 2014 (48 hours before the commencement of the meeting). Proxies must be received before that time by one of the following methods:

Online:	Shareholders may lodge their proxy votes online at www.investorcentre.linkmarketservices.com.au . To lodge your proxy vote online, you will need your Security holder Reference Number (SRN) or Holder Identification Number (HIN) which is shown on the proxy form
By post:	Paragon Care Ltd C/-Link Market Services Limited Locked Bag A14 SYDNEY SOUTH NSW 1235
By facsimile:	In Australia (02) 9287 0309 From outside Australia +61 2 9287 0309
By delivery:	Link Market Services Limited LEVEL 12, 680 George Street, SYDNEY NSW 2000

To be valid, a proxy must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Share Registry no later than 11 am (Melbourne time) on Tuesday 11th November 2014.

Corporate representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders – as a whole – to ask questions about or make comments on the management of the Company at the AGM.

Similarly, a reasonable opportunity will be given to shareholders – as a whole – to ask the Company's external Auditor, RSM Bird Cameron, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditors' Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to RSM Bird Cameron via the Company, no later than 5 business days before the Annual General Meeting. The question must be relevant to the content of RSM Bird Cameron's Audit Report or the conduct of its audit of the Company's annual financial report for the year ended 30 June 2014.

Relevant written questions for RSM Bird Cameron must be received no later than 5.00 p.m. (Melbourne time) 6 November 2014. A list of those relevant written questions will be made available to shareholders attending the AGM. RSM Bird Cameron will either answer the questions at the AGM or table written answers to them at the AGM. If written answers are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM.

Please send any written questions for RSM Bird Cameron to the Company at the address on the proxy form or by facsimile (03) 8833 7890 or to Paragon Care Limited Unit 1, 56 Norcal Road, Nunawading VIC 3131 by no later than 5.00 p.m. (Melbourne time) on 6 November 2014.

PART C: EXPLANATORY MATERIAL

1. Introduction

1.1 General

This Explanatory Material has been prepared for the information of members of the Company in connection with the business to be conducted at the Annual General Meeting and provide a detailed explanation about each resolution set out in the Notice of Annual General Meeting. These Explanatory Material form part of the Notice of Meeting and must be read together with that notice.

1.2 Purpose

The purpose of the Annual General Meeting is to consider and vote on the Resolutions.

1.3 Entire document

Members are encouraged to read this document in its entirety before making a decision on how to vote on the Resolutions being considered at the Annual General Meeting. If you have any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

1.4 Glossary

Certain terms and abbreviations used in this Explanatory Material have defined meanings, which are set out in the Glossary contained in Part D.

2. Business of the Annual General Meeting

2.1 Resolution 1: Remuneration Report

The Corporations Act requires a non-binding resolution be put to shareholders for the adoption of the Remuneration Report. The Remuneration Report is set out on pages 10 to 13 of the Director's Report. During this item there will be an opportunity for shareholders at the meeting to comment on or ask questions about the Remuneration Report.

Shareholder votes on this resolution is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company

Board recommendation: The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution

The Chairman of the meeting intends to vote all available proxies in favour of the adoption of the Remuneration Report.

Voting exclusion statement.

The Company will disregard any votes cast on Resolution 1 by, or on behalf of:

- A member of the Key Management Personnel (at the date of the meeting or whose Remuneration is disclosed in the Remuneration Report); and
- Their closely related parties,

unless the vote is cast:

- As proxy for a person entitled to vote in accordance with a direction on the Voting Form, or
- By the Chairman of the Annual General Meeting as proxy for a person entitled to vote and the Chairman has received express authority to vote undirected proxies as the Chairman sees fit.

2.2 Resolution 2: Re-election of Director

Mr Shane Tanner will retire in accordance with the provisions of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Shane Tanner FCPA, ACIS
Age 61

Mr Tanner has been a member of the Board since 2005. He is an independent, non-executive Director, Chairman of the Board and Chairman of the Remuneration Committee.

Mr Tanner is an experienced and accomplished professional within the Australian Healthcare sector. He has been responsible for and orchestrated a number of acquisitions as well as helped establish a number of significant businesses where he has been deeply involved in both the growth and management of these businesses. Mr Tanner has considerable public company experience at senior executive and board level.

Mr Tanner is Chairman of Vision Eye Institute Limited and Chairman of Funtastic Limited

Board recommendation;

The Board (other than the relevant Director in relation to his own re-election) recommends that shareholders vote in favour of this resolution to re-elect Mr Shane Tanner

2.3 Resolution 3: Approval of the prior issue of shares for the acquisition of the assets of Scanmedics Pty Ltd

Summary of shares to be issued as part of purchase consideration

The company has issued Shares to the vendors of the business of Scanmedics Pty Ltd for part consideration for the purchase of the assets in this business. The total purchase price of this business is \$4.25 million of which part will be paid by the issue to the value of \$645,278 calculated by reference to the 5 day volume weighted average price on or immediately following the date of executing the contract of sale, being 32.8 cents per share. The total number of share issues was 1,966,405.

Shareholder approval

The Resolution seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the previous issue of those Shares (Approval).

ASX Listing Rule 7.1 provides that a company must not, subject to specific 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.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting approves the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

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

Information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Approval:

- a) 1,966,405 Shares were issued;

- b) the issue price was 32.8 cents per Share;
- c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- d) the Shares were issued to the vendors of Scanmedics Pty Ltd, Mr David Ian Gibson and Mrs Maryanne Taylor-Gibson or nominated parties. None of these subscribers are related parties of the Company; and
- e) the Shares were issues for part consideration of the acquisition of the assets of Scanmedics Pty Ltd.

2.4 Resolution 4: Approval of additional capacity to issue shares under Listing Rule 7.1A

ASX Listing Rule 7.1 allows the Company to issue a maximum of 15% of its capital in any 12 month period without requiring shareholder approval. In accordance with new Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 index and that also have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis. The Company is an eligible entity as at the date of this Notice of Meeting and must remain compliant with the requirements of Listing Rule 7.1A to be able to utilise the additional capacity to issue shares under that Listing Rule.

Additional disclosure obligations are imposed when the special resolution is proposed, when securities are issued and when any further approval is sought. For the purposes of Listing Rule 7.3A the Company provides the following information

Minimum price at which the equity securities may be issued	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> (a) the date on which the price at which the securities are to be issued is agreed; or (b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of shares under Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> (a) the market price for Shares may be significantly lower on the issue date than on the date of the approval under Listing rule 7.1A; and (b) the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date. <p>A table describing the potential dilution is set out below.</p>
Date by which the Company may issue the securities	<p>The period commencing on the date of the annual general meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> (a) the date which is 12 months after the date of the annual general meeting at which approval is obtained; and (b) the date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rules 11.1.2 or 11.2. <p>The approval under LR7.1A will cease to be valid in the event that holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.</p>

<p>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration</p>	<p>It is the Board's current intention that any funds raised pursuant to an issue of securities will be applied towards the Company's acquisitive growth strategies. This would principally include:</p> <ul style="list-style-type: none"> (a) costs of target identification; (b) payment of consideration for an acquisition; (c) costs associated with the acquisition, including advisory or professional fees; (d) integration costs, including staff, systems, marketing and branding; (e) increased compliance and office costs, including audit and compliance expenses, and ASX fees. <p>The Company reserves the right to issue shares for non-cash consideration, including as non-cash consideration for any acquisition.</p>
<p>Details of the Company's allocation policy for issues under approval</p>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to the factors including but not limited to the following:</p> <ul style="list-style-type: none"> (a) 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; (b) the effect of the issue of the Listing Rule 7.1A shares on the control of the Company; (c) the financial situation and solvency of the Company; and (d) advice from corporate, financial and broking advisers (if applicable). <p>The allottees under the Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting 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 is successful in its acquisitive growth strategy as outlined above, it is likely that the allottees under the Listing Rule 7.1A facility will be or include the vendors of the relevant target company or companies.</p>
<p>Previous approvals under Listing Rule 7.1A</p>	<p>Approval was granted at the 2013 Annual General Meeting (AGM) on 21st October 2013.</p>

Information under Listing Rule 7.3A.6:

The table below provides details of the number of fully paid ordinary shares issued that has been previously approved under 7.1A:

Number of fully paid ordinary shares on issue 12 months before the issue date or agreement to issue				43,308,511 *
Date	Details	Recipient	Discount	No. of Shares Fully Paid Ord.
31-Oct-13	Issue of shares pursuant to the company's dividend re-investment plan price of \$0.35 per share		5%	277,358
20-Nov-13	Placement to sophisticated and professional investors at issue price of \$0.37 per share.	CCZ Statton Equities & Halcyon Corporate	13%	10,890,000
23-Dec-13	Placement to sophisticated and professional investors at issue price of \$0.37 per share.	CCZ Statton Equities & Halcyon Corporate	4%	7,360,000
30-Dec-13	Shares issued in consideration for the release of an obligation to repay borrowings at issues price of \$0.37per share - Valuing \$350,000	Mr John Turner	8%	945,946
15-Jan-14	Shares issued as part consideration for L.R. Instruments and Richard Medical at issue price of \$0.37 per share. Valuing \$800,000	Mr. Lionel Richards	1%	2,162,162
31-Mar-14	Issue of shares pursuant to the company's dividend re-investment plan price of \$0.31 per share		5%	235,566
29-Sep-14	Shares issued as part consideration for Scanmedics Pty Ltd at issue price of \$0.328 per share. Valuing \$645,278	Mr David Gibson & Ms Maryanne Taylor Gibson	0%	1,966,405
	Sub Total			23,837,437
	% Change			55%
* Represent 100% of the total number of equity securities on issue				

Purpose of Share Issues	Amount \$	No. of Shares
Consideration for the acquisition of L.R. Instruments & Richard Medical & associated working capital requirements	7,552,500	20,412,162
Dividend Reinvestment Plan - 2013 Final and 2014 interim dividends	170,103	512,924
Part consideration for acquisition of Scanmedics Pty Ltd	645,278	1,966,405
Consideration for the release of an obligation to repay borrowings	350,000	945,946
	8,717,881	23,837,437

Information under Listing Rule 7.3A.2:

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A (2) as at the date of this 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 securities the Company has on issue as at the date of this notice. 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 Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.155 50% decrease in Issue Price	\$0.31 Issue Price	\$0.62 100% increase in Issue Price
Current Variable A 65,179,543 Shares	10% Voting Dilution	6,517,954 Shares	6,517,954 Shares	6,517,954 Shares
	Funds raised	\$1,010,283	\$2,020,566	\$4,041,132
50% increase in current Variable A 97,769,316 Shares	10% Voting Dilution	9,776,932 Shares	9,776,932 Shares	9,776,932 Shares
	Funds raised	\$1,515,424	\$3,030,849	\$6,061,698
100% increase in current Variable A 130,359,086 Shares	10% Voting Dilution	13,035,909 Shares	13,035,909 Shares	13,035,909 Shares
	Funds raised	\$2,020,566	\$4,041,132	\$8,082,264

The table has been prepared on the following assumptions:

- (a) The Company issues the maximum number of Shares available under the 10% Listing Rule 7.1A approval.
- (b) No options are exercised to convert into Shares before the date of the issue of the Shares available under Listing Rule 7.1A.
- (c) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of share issue under Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting.
- (e) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- (f) The issue of Shares under Listing Rule 7.1A consists only of Shares. If the issue includes listed options, it is assumed that those listed options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- (g) The issue price is \$0.31, being an indicative price of the Shares as at the date of this notice.

Board recommendation: The Board recommends that shareholders vote in favour of this resolution.

PART D: GLOSSARY

AGM or Annual General Meeting means the Annual General Meeting of the Company which is the subject of this Notice of Meeting.

ASX means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange as the context requires.

Board means the directors of the Company acting collectively under the Constitution or the committee or person to whom the Board has delegated a relevant power in accordance with the Constitution or the Corporations Act (or both).

Constitution means the constitution of the Company as amended from time to time.

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

Listing Rules means the Listing Rules of ASX, as amended from time to time.

Notice of Meeting means the Notice of Annual General Meeting of the Company,

Resolutions means the resolutions to be put to Paragon Care Limited shareholders at the AGM, as set out in the Notice of Meeting.

Shares means fully paid ordinary shares in the Company, and any other shares issued by the Company.

Share Registry means Link Market Services Limited (ACN 083 214 537) or any other person appointed as registrar of the register of members of the Company from time to time.



By mail:
Paragon Care Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 **Overseas:** +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Paragon Care Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

the Chairman
of the Meeting
(mark box)

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

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at **11:00am on Thursday, 13 November 2014 at RSM Bird Cameron, Level 21, 55 Collins Street, Melbourne Victoria 3000** (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Adoption of the Remuneration Report (advisory only)

For Against Abstain*

☐ ☐ ☐

Resolution 2

Re-election of Mr Shane Tanner as a Director

☐ ☐ ☐

Resolution 3

Approval of the prior issue of shares as part consideration of the acquisition of the assets of Scanmedics Pty Ltd

☐ ☐ ☐

Resolution 4

Approval of additional capacity to issue shares under Listing Rule 7.1A

☐ ☐ ☐


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

STEP 3

SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

PGC PRX401R



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's security registry or online at www.linkmarketservices.com.au.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Tuesday, 11 November 2014**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



by mail:

Paragon Care Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**