

Notice of 2010 Annual General Meeting

Medic Vision Limited

ABN 67 099 084 143

Date: 7 December 2010

Time: 3.00pm EDST

Place: Hotel Charsfield, 478 St Kilda Road, Melbourne, VIC, 3004.

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.

Notice of 2010 Annual General Meeting

Medic Vision Limited
ABN 67 099 084 143

Notice is hereby given that the 2010 Annual General Meeting of Medic Vision Limited ACN 099 084 143 will be held in the Webb Room at the Hotel Charsfield, 478 St Kilda Road, Melbourne, VIC, 3004, on Tuesday, 7 December 2010 at 3:00 p.m. AEDT.

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Annual General Meeting and Explanatory Memorandum are defined in the Glossary.

1. Agenda for the Meeting

Financial statements and reports

The Meeting will consider the financial statements and reports of the Company including the income statement, balance sheet, statement of changes in equity, cash flow statement, the notes to the financial statements, the Directors' declaration and the reports of the Directors and Auditors for the financial year ended 30 June 2010.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

The Company's auditor, PKF, will be present at the Meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

The Medic Vision Limited 2010 Annual Report can be viewed online at the Company's website www.medicvision.com.au.

Resolution 1 - Adoption of Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2010 included in the Directors' Report, which is attached to the Financial Statements as required under section 300A of the Corporations Act, be adopted by the Company."

Note: In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this resolution are advisory only and do not bind the Directors or the Company.

Resolution 2 - Election of Jason Edwards as a Director

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

“That Jason Edwards, having been appointed as a Director by a resolution of the Board dated 2 February 2010, offers himself for election pursuant to clause 20.3 of the Constitution and being eligible, is elected as a Director.”

Resolution 3 - Election of Terence Wong as a Director

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

“That Terence Wong, having been appointed as a Director by a resolution of the Board dated 28 July 2010, offers himself for election pursuant to clause 20.3 of the Constitution and being eligible, is elected as a Director.”

Resolution 4 – Approve the issue of 100,000,000 Shares and 10,000,000 Options for the acquisition of mConnect Group

“That for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of up to 100,000,000 Shares and 10,000,000 Options, for the acquisition of mConnect Group, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who will participate in the issue or may receive a benefit and any of their associates. However, the Company need not disregard a vote 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 5 - Approve the issue of up to 17,750,000 Shares for the acquisition of cBox Pty Ltd

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

“That for the purposes of ASX Listing Rule 7.1 and all other purposes, the issue of up to 17,750,000 Shares as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who will participate in the issue and any of their associates. However, the Company need not disregard a vote 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 – Approve the issue of 3,000,000 Options to Indrajit (Jitto) Arulampalam or his nominee

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

“That for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of 3,000,000 Options to Jitto Arulampalam or his nominee, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who will participate in the issue or any person who may obtain a benefit and any of their associates. However, the Company need not disregard a vote 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 7 – Approve the issue of 3,000,000 Options to Frank Cannavo or his nominee

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

“That for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of 3,000,000 Options to Frank Cannavo or his nominee, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who will participate in the issue or any person who may obtain a benefit and any of their associates. However, the Company need not disregard a vote 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 8 – Approve the issue of 500,000 Options to Jason Edwards or his nominee

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

“That for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of 500,000 Options to Jason Edwards or his nominee, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who will participate in the issue or any person who may obtain a benefit and any of their associates. However, the Company need not disregard a vote 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 9 – Approve the issue of 500,000 Options to Terence Wong or his nominee

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

“That for the purposes of ASX Listing Rule 10.11 and all other purposes, the issue of 500,000 Options to Terence Wong or his nominee, as referred to in the Explanatory Statement, is approved.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by any person who will participate in the issue or any person who may obtain a benefit and any of their associates. However, the Company need not disregard a vote 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 10: Change of Company Name

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

“That, for the purposes of section 157(1) of the Corporations Act and all other purposes, approval is given that the name of the Company be changed from Medic Vision Limited to Motopia Limited.”

2. Determination of voting entitlement

For the purpose of determining a person’s entitlement to vote at the Meeting, a person will be recognized as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on Friday, 3 December 2010.

3. Votes

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

4. Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company at Suite 4.13 / 4.12 Level 4 343 Little Collins Street, Melbourne VIC 3000 or by facsimile on (03) 9 012 4376 by 3:00 p.m. AEDT on Sunday 5 December 2010.

A form of proxy accompanies this Notice of Meeting.

5. Questions and Comments by Shareholders at the Meeting

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for Shareholders to ask questions of the Company's external auditor, PKF. These questions should relevant to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit 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 PKF if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 30 June 2010. Relevant written questions for PKF must be received by the Company no later than 3:00 p.m. AEDT on 5 December 2010. A representative of PKF will provide answers to the questions at the Meeting.



Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Medic Vision Limited

1 November 2010

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Resolution 1: Adoption of remuneration report

In accordance with Section 300A(1) of the Corporations Act the Remuneration Report is included in the Directors Report for the financial year ended 30 June 2010.

Sections 249L(2) and 250R(2) of the Corporations Act require that the Company put a resolution to shareholders that the Remuneration Report be adopted. In accordance with section 250R(3) of the Corporations Act, the votes cast in respect of this resolution are advisory only and do not bind the Directors or the Company.

The Remuneration Report is set out on pages 10 to 15 of the Company's 2010 Annual Report. The Medic Vision 2010 Annual Report can be viewed online at the Company's website www.medicvision.com.au.

Resolution 2: Election of Jason Edwards as a Director

In accordance with clause 20.3 of the Constitution, Jason Edwards, a Director appointed subsequent to the last Annual General Meeting of the Company and retiring at the close of this Annual General Meeting, offers himself for election as a Director.

Mr. Edwards has a distinguished career in the marketing and communications industry spanning over 12 years. Mr Edwards's domestic experience in sales, marketing and operational management capacity ranges from the private to the public company sector at an Executive management level. His international experience includes; strategic marketing, sales and viability market research for businesses in countries such as, Russia, Prague, The UK and Japan. Currently Mr Edwards is managing the newly acquired cBox Pty Ltd.

Resolution 3: Election of Terence Wong as a Director

In accordance with clause 20.3 of the Constitution, Terence Wong, a Director appointed subsequent to the last Annual General Meeting of the Company and retiring at the close of this Annual General Meeting, offers himself for election as a Director.

Mr. Wong's background and past experience includes being a director of a Hong Kong Stock Exchange listed company and over 18 years experience in funds management and investment banking in Hong Kong and the Peoples Republic of China. Mr. Wong's extensive Asian business experience and network will support the Company's next phase of growth.

Resolution 4 – Approve the issue of 100,000,000 Shares and 10,000,000 Options for the acquisition of mConnect Group

mConnect Group

On 21 October 2010 Medic Vision announced that the Company had entered into an agreement to acquire mConnect Group. mConnect Group is an international mobile marketing and content distribution group of companies who have developed a range of technological solutions that will prove to be an invaluable resource to businesses looking to target mobile users with their message or products. mConnect Group provide a fully managed or self service mobile marketing platform solutions, allowing easy set up and management of multiple mobile marketing campaigns across different countries, mobile operating systems and carriers.

Mobile Marketing is a multi billion dollar industry with an evolving competitor landscape of few established global providers. The mConnect transaction positions Medic Vision as one of the few end to end mobile marketing providers with the global reach to benefit from the exponential growth in this exciting industry.

The acquisition of mConnect Group will further complement the Company's already successful media and marketing subsidiary, cBox Pty Ltd, and will allow for exponential growth of leading, cutting edge digital technology.

mConnect Group has a strong profit history, its EBITDA for the 2010 financial year was approximately \$1,800,000 and the forecasted EBITDA for the 2011 financial year is between \$2,000,000 and \$3,000,000.

Acquisition of MConnect Group

The acquisition will be satisfied by the payment of \$3,000,000 in cash, the issue of 100,000,000 Shares (at an issue price of \$0.05 per Share) and the issue of 10,000,000 Options with exercise price of \$0.20 and an expiry of 2 years from the date of issue.

ASX Listing Rules 7.1 & 7.3

ASX Listing Rule 7.1 provides that a listed Company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12 month period without the approval of shareholders.

For the purposes of ASX Listing Rule 7.1, resolution 4 seeks Shareholder approval for the issue of 100,000,000 Shares and 10,000,000 Options as part consideration for the acquisition of mConnect Group.

By obtaining the prior approval of the Shareholders to the issue of Shares, the issue of those Shares and Options will not count within the 15% limit under Listing Rule 7.1.

Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

The maximum number of securities to be issued is 100,000,000 Shares and 10,000,000 Options.

100,000,000 Shares

- The Shares will be allotted and issued progressively within 3 months from the date of the meeting (or as modified by ASX waiver).
- The Shares will be issued at \$0.05 per Share.
- The Shares will be issued to:

Name	Number of Shares
Arembee Holding Pty Ltd	25,000,000
The Gadget Store Pty Ltd	25,000,000
Ryan Bowmen	25,000,000
Robert Hoath	25,000,000
Total	<u>100,000,000</u>

- 50,000,000 of the Shares will be held in voluntary escrow for a period of 1 year, 45,000,000 Shares will be held in voluntary escrow for a period of 2 years and 5,000,000 Shares will be held in voluntary escrow for a period of 3 years. The 100,000,000 Shares will rank equally in other respects with the Company's existing quoted Shares.
- There are no funds being raised from the issue of Shares as the Shares will be issued as consideration for the acquisition of mConnect Group.
- No person, either individually or in association with any related entity, will be allotted Shares, which would, if added to existing holdings, result in the holder and their related entities holding 20% or more of the issued capital of the Company.

10,000,000 Options

- The Options will be allotted and issued progressively within 3 months from the date of the meeting (or as modified by ASX waiver).
- The Options will be issued to:

Name	Number of Options
Arembee Holding Pty Ltd	2,500,000
The Gadget Store Pty Ltd	2,500,000
Ryan Bowmen	2,500,000
Robert Hoath	2,500,000
Total	<u>10,000,000</u>

- There are no funds being raised from the issue of Options as the Options will be issued as consideration for the acquisition of mConnent Group.
- The terms of the Options are as follows:
 - Each Option is to subscribe for 1 Share.
 - Each Option is exercisable at \$0.20 (20 cents).
 - Each Option will expire 2 years from the date of issue.
 - The Company does not intend to apply for official quotation of these Options.
 - The Company will apply for official quotation of Shares issued upon exercise of Options.
 - Shares issued upon conversion of Options rank equally with the Company's existing quoted Shares in all respects.
 - An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Unlisted Option can be exercised.
 - In the event of any reconstruction of the issued capital of the Company prior to the expiry date, all rights of the Unlisted Option holder will be varied in accordance with the ASX Listing Rules.
 - The Options will vest immediately and no restrictions will be placed on the exercise of the Options by the Company.

Resolution 5 - Approve the issue of up to 17,750,000 Shares for the acquisition of cBox Pty Ltd

Background

In January 2010 Medic Vision acquired digital marketing and communications company, cBox Pty Ltd (cBox). cBox is an innovative digital marketing and communications business offering cost effective digital marketing and communication solutions on a global scale via fax, email, mobile phone/sms and Interactive Voice Recognition (IVR).

Medic Vision acquired cBox for the total consideration of 45,600,000 Shares issued upon acquisition, a further 250,000 Shares were issued as part deferred consideration on 11 May 2010 with up to a further 17,750,000 Shares to be issued as final deferred consideration.

For the purposes of ASX Listing Rule 7.1 and all other purposes, resolution 5 seeks Shareholder approval for the issue of 17,750,000 Shares as final deferred consideration for the acquisition of cBox.

ASX Listing Rules 7.1 & 7.3

ASX Listing Rule 7.1 provides that a listed Company must not, subject to certain exceptions, issue or agree to issue more than 15% of its capital within a 12 month period without the approval of shareholders.

For the purposes of ASX Listing Rule 7.1, resolution 5 seeks Shareholder approval for the issue of 17,750,000 Shares as final deferred consideration for the acquisition of cBox.

By obtaining the prior approval of the Shareholders to the issue of Shares, the issue of those Shares will not count within the 15% limit under Listing Rule 7.1.

ASX Listing Rule 7.3 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 7.1 and the following information is included in this Explanatory Statement for that purpose:

- The maximum number of securities to be issued is 17,750,000 Shares.
- The Shares will be allotted and issued progressively within 3 months from the date of the meeting (or as modified by ASX waiver).
- The Shares will be issued at \$0.045 per Share.
- The 17,750,000 Shares will be issued to Medic Vision Director Jason Edwards or his nominee. Mr. Edwards is a director of Medic Vision by reason only of the transaction (acquisition of cBox Pty Ltd) which is the reason for this issue. ASX Listing Rule 10.12 exception 6 therefore applies to this issue of Shares and therefore approval is not required under ASX Listing Rule 10.11.
- The 17,750,000 Shares will be held in voluntary escrow for a period of up to 12 months from the date of issue. The 17,750,000 Shares will rank equally in all other respects with the Company's existing quoted Shares.
- There are no funds being raised from the issue of Shares as the Shares will be issued as final deferred consideration for the acquisition of cBox Pty Ltd.

Resolutions 6,7,8 & 9 – Approve the issue of 3,000,000 Options to Jitto Arulampalam or his nominee (Resolution 6), approve the issue of 3,000,000 Options to Frank Cannavo or his nominee (Resolution 7), approve the issue of 500,000 Options to Jason Edwards or his nominee (Resolution 8) and approve the issue of 500,000 Options to Terence Wong or his nominee (Resolution 9)

Shareholders are being asked to approve Resolutions 6 and 7 for the issue of 3,000,000 Options to Jitto Arulampalam or his nominee (Resolution 6) and 3,000,000 Options to Frank Cannavo or his nominee (Resolution 7).

Shareholders are being asked to approve Resolutions 8 and 9 for the issue of 500,000 Options to Jason Edwards or his nominee (Resolution 8) and 500,000 Options to Terence Wong or his nominee (Resolution 9).

Shareholder approval is sought for the purposes of ASX Listing Rule 10.11 and all other purposes.

Jitto Arulampalam, Frank Cannavo, Jason Edwards and Terence Wong are related parties of the Company by virtue of their positions as directors of the Company. For the purposes of the ASX

Listing Rule 10.11, resolutions 6, 7, 8 & 9 are required to be passed before the Options can be issued.

ASX Listing Rule 10.11 & 10.13

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities (including options) to a related party without the approval of holders of ordinary securities.

In accordance with ASX listing rule 7.2 (Exception 14) if approval is given under listing rule 10.11, approval is not required under listing rule 7.1.

The following information is provided in accordance with ASX Listing Rule 10.13.

A total of 3,000,000 Options will be issued if Resolution 6 is approved. The Options will be issued to Jitto Arulampalam or his nominee. The 3,000,000 Options will be exercisable at \$0.15 and will expire on 30 November 2013.

A total of 3,000,000 Options will be issued if Resolution 7 is approved. The Options will be issued to Frank Cannavo or his nominee. The 3,000,000 Options will be exercisable at \$0.15 on or before 30 November 2013.

A total of 500,000 Options will be issued if Resolution 8 is approved. The Options will be issued to Jason Edwards or his nominee. The 500,000 Options will be exercisable at \$0.15 and will expire on 30 November 2013.

A total of 500,000 Options will be issued if Resolution 9 is approved. The Options will be issued to Terence Wong or his nominee. The 500,000 Options will be exercisable at \$0.15 and will expire on 30 November 2013.

The Options the subject of resolutions 6, 7, 8 & 9 will be issued for nil consideration. No funds will be raised from the issue. It is anticipated that any funds raised from the exercise of Options will be used for working capital purposes. There is no guarantee that the Options will be exercised at all. The Company will issue the Options within one month of the date of the Meeting.

Terms & Conditions of Options

General terms and conditions of the Options not outlined above are:

- Each Option entitles the holder, on exercise, to one Share
- All Shares issued on the exercise of the Options will rank pari passu in all respects with the Company's existing issued Shares.
- The Company will not apply to ASX for official quotation of the Options.
- The Company will apply for quotation by ASX of all Shares issued upon the exercise of the Options.
- An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

- In the event of any reconstruction of the issued capital of the Company prior to the expiry date, all rights of the Option holder will be varied in accordance with the ASX Listing Rules.
- The Options will vest immediately upon issue and no restrictions will be placed on the exercise of the Options.

Directors Recommendations

Resolution 6

Jitto Arulampalam's fellow Directors Frank Cannavo, Jason Edwards and Terence Wong do not have a personal interest in resolution 6 and recommend that non-associated shareholders vote in favour of resolution 6. The issue of 3,000,000 Options to Mr. Arulampalam provides incentive based remuneration which will further encourage and reward his efforts to improve the financial performance and share price of the Company to the commercial benefit of all Shareholders. Jitto Arulampalam declines to make a recommendation to Shareholders in relation to resolution 6 due to a conflict of interest.

Resolution 7

Frank Cannavo's fellow Directors Jitto Arulampalam, Jason Edwards and Terence Wong do not have a personal interest in resolution 7 and recommend that non-associated shareholders vote in favour of resolution 7. Frank Cannavo currently does not receive any cash payment of fees for being a director of Medic Vision and thus for the current financial year will be remunerated solely from the issue of Options the subject of resolution 7. The issue of 3,000,000 Options to Mr. Cannavo provides an incentive based form of remuneration which will further encourage and reward his efforts to improve the financial performance and share price of the Company to the commercial benefit of all Shareholders. Mr. Cannavo declines to make a recommendation to Shareholders in relation to resolution 7 due to a conflict of interest.

Resolution 8

Jason Edwards' fellow Directors Frank Cannavo, Jitto Arulampalam and Terence Wong do not have a personal interest in resolution 8 and recommend that non-associated shareholders vote in favour of resolution 8. The issue of 500,000 Options to Mr. Edwards provides incentive based remuneration which will further encourage and reward his efforts to improve the financial performance and share price of the Company to the commercial benefit of all Shareholders. Jason Edwards declines to make a recommendation to Shareholders in relation to resolution 8 due to a conflict of interest.

Resolution 9

Terence Wong's fellow Directors Frank Cannavo, Jitto Arulampalam and Jason Edwards do not have a personal interest in resolution 9 and recommend that non-associated shareholders vote in favour of resolution 9. The issue of 500,000 Options to Mr. Wong provides incentive based remuneration which will further encourage and reward his efforts to improve the financial performance and share price of the Company to the commercial benefit of all Shareholders. Terence Wong declines to make a recommendation to Shareholders in relation to resolution 9 due to a conflict of interest.

Resolution 10: Change of Company Name

The Company proposes to change its name to Motopia Limited. In accordance with section 157(1) of the Corporations Act, the proposed change of company name requires the approval of Shareholders by special resolution.

The Directors unanimously resolved that the name change to Motopia Limited be put to Shareholders at this meeting. The Directors unanimously recommend that Shareholders vote in favor of Resolution 10 to change the Company's name to Motopia Limited.

GLOSSARY

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEDT means Australian Eastern Daylight Saving Time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Company or **Medic Vision** means Medic Vision Limited (ABN 67 099 084 143).

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this notice of general meeting.

mConnect or mConnect Group means MConnect Pty Ltd (ACN 117 053 399), Zeal Entertainment Pty Ltd (ACN 122 549 679) and Zeal Entertainment International Pte Ltd (Registration No 200812405K) a company duly registered under the laws of Singapore.

Meeting means the 2010 Annual General Meeting of the Shareholders of the Company to be held on 7 December 2010, to which the Notice of Meeting and Explanatory Statement relate.

Notice of Meeting means the notice of meeting of the Company dated 1 November 2010.

Option means an option to subscribe for a Share in the Company

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.

Appointment of Proxy Form – 2010 Annual General Meeting

Medic Vision Limited (ACN 099 084 143)

I/We
of

being a member/shareholder of Medic Vision Limited entitled to attend and vote at the Annual General Meeting, hereby:

Appoint

or the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the Annual General Meeting to be held at 3:00 pm (EDST) on Tuesday, 7 December 2010, at the Hotel Charsfield, 478 St Kilda Road, Melbourne, VIC, 3004 and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

If the Chair of the Annual General Meeting is appointed as your proxy, or may be appointed by default, and you do not wish to direct your proxy how to vote as your proxy in respect of Resolutions 1 to 10 please place a mark in this box.

By marking this box, you acknowledge that the Chair of the Annual General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 10 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 10 other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on Resolutions 1 to 10 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 10. Alternatively, you can complete the table below:

RESOLUTIONS FOR APPROVAL (TICK IN THE BOX)	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of Remuneration Report			
Resolution 2 – Election of Director – Jason Edwards			
Resolution 3 – Election of Director – Terence Wong			
Resolution 4 – Issue of Shares & Options for the acquisition of mConnect Group			
Resolution 5 – Issue of Shares for the acquisition of cBox Pty Ltd			
Resolution 6 – Issue of Options to Indrajit Arulampalam			
Resolution 7 – Issue of Options to Frank Cannavo			
Resolution 8 – Issue of Options to Jason Edwards			
Resolution 9 – Issue of Options to Terence Wong			
Resolution 10 – Change of company name to Motopia Limited			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority on a poll.

Signature of Member(s): Date:

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name:Contact Ph (daytime):

Medic Vision Limited

ACN 099 084 143

Instructions for Completing 'Appointment of Proxy Form'

1. **(Appointing a Proxy):** A member entitled to attend and vote at an Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - (a) **(Individual):** Where the holding is in one name, the member must sign.
 - (b) **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - (c) **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - (d) **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) sending the proxy form by facsimile to the Company on facsimile number (03) 9012 4376; or
 - (b) sending the proxy form by post to Medic Vision Limited, Suite 4.13 / 4.12 Level 4
343 Little Collins Street, Melbourne VIC 3000, Australia so that it is received not later than 3:00 pm (EDST) on Sunday 5 December 2010.

Proxy forms received later than this time will be invalid.