

Appointment of Proxy Form – 2009 Annual General Meeting

Medic Vision Limited (ACN 004 488 420)

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 Monday, 7 December 2009, at 191 Burgundy Street Heidelberg VIC 3084 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 13 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 13 and that votes cast by the Chair of the Annual General Meeting for Resolutions 1 to 13 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 13 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 13. 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 – Indrajit Arulampalam			
Resolution 3 – Election of Director – Vincenzo Leone			
Resolution 4 – Re-election of Director – Frank Cannavo			
Resolution 5 – Issue of Convertible Notes			
Resolution 6 – Issue of Shares to Creditors			
Resolution 7 – Issue of Shares to Related Parties			
Resolution 8 – Issue of Warrant to Strand Hanson Securities Ltd (UK)			
Resolution 9 – Issue of Shares & Options (Expiry: 31/12/12) to Vincenzo Leone			
Resolution 10 – Issue of Shares & Options (Expiry:31/12/12) to Indrajit Arulampalam			
Resolution 11 – Issue of Options (Expiry:31/12/12) to Frank Cannavo			
Resolution 12 – Employee Share Option Plan			
Resolution 13 – Placement of Shares			

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) 9639 6499; or
 - (b) sending the proxy form by post to Medic Vision Limited, 45 Stubbs Street, Kensington VIC 3031 Australia so that it is received not later than 3:00 pm (EDST) on Saturday 5 December 2009.

Proxy forms received later than this time will be invalid.