

MEDIGARD LIMITED
[ABN 49 090 003 044]

NOTICE OF 2019 ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

TIME: 10:30am (Brisbane time)

DATE: Wednesday 13 November 2019

PLACE: Southport Yacht Club, 1 Macarthur Parade, Main Beach, Queensland 4217

MEDIGARD LIMITED
ABN 49 090 003 044

NOTICE OF 2019 ANNUAL GENERAL MEETING

Notice is given that the 2019 Annual General Meeting (the **Meeting**) of Medigard Limited (the **Company** or **Medigard**) will be held at Southport Yacht Club, 1 Macarthur Parade, Main Beach, Queensland 4217 on Wednesday 13 November 2019 at 10:30am (Brisbane time).

Further details in respect of each of the Resolutions proposed in this Notice of Annual General Meeting (**Notice**) are set out in the Explanatory Memorandum (the **Memorandum**) accompanying this Notice. The details of the resolutions contained in the Memorandum should be read together with, and form part of, this Notice.

GENERAL BUSINESS

2019 Annual Financial Statements

To lay before the meeting and consider the 2019 Annual Financial Report of the Company in respect of the year ended 30 June 2019 together with the Directors' Report and the Auditor's Report.

RESOLUTION 1: NON-BINDING RESOLUTION TO ADOPT REMUNERATION REPORT

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

"That the Company approve the adoption of the Remuneration Report, included in the Directors' Report, for the year ended 30 June 2019."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

A vote on Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or*
- (b) a closely related party of such a member,*

*(referred to herein as "**Restricted Voters**").*

*However, a person ("**voter**") may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a Restricted Voter and the voter is appointed as a proxy in writing that specifies the way the proxy is to vote on Resolution 1. The Chair may also exercise undirected proxies if the vote is cast on behalf of a person entitled to vote and the proxy appointment expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of members of the key management personnel of the Company.*

Voting Notes:

Directors of the Company who are key management personnel whose remuneration details are included in the 2019 Remuneration Report, any other key management personnel whose remuneration details are included in the 2019 Remuneration Report, or any of their closely related parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolution 1.

RESOLUTION 2: RE-ELECTION OF MR CRAIG CAMERON AS A DIRECTOR

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

"That Craig Cameron, who retires as a Director by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

RESOLUTION 3: RATIFICATION OF PRIOR ISSUE OF SHARES TO SOL-MILLENNIUM MEDICAL HK LIMITED

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 all other purposes, shareholders ratify the prior issue of 5,000,000 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Sol-Millennium Medical HK Limited (and/or its nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion

The Company will disregard votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or any associates of that person.

However, the Company need not disregard a vote on this Resolution if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- it is cast by the person Chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.*

RESOLUTION 4: APPROVAL TO ISSUE SHARES TO A DIRECTOR – DR CHRISTOPHER BISHOP

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, shareholders approve the issue of 1,818,570 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Dr Christopher Bishop, a director of the Company (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion

A voting exclusion statement as set out below applies to this Resolution 4.

RESOLUTION 5: APPROVAL TO ISSUE SHARES TO A DIRECTOR – MR DONALD CHANNER

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, shareholders approve the issue of 7,142,857 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Mr Donald Channer, a director of the Company (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion

A voting exclusion statement as set out below applies to this Resolution 5.

RESOLUTION 6: APPROVAL TO ISSUE SHARES TO VESTCARE PTY LTD

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, shareholders approve the issue of 7,142,857 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Vestcare Pty Ltd, (and/or its nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice."

Voting Exclusion

A voting exclusion statement as set out below applies to this Resolution 6.

RESOLUTION 7: APPROVAL TO ISSUE SHARES TO A DIRECTOR – DR IAN DIXON

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, shareholders approve the issue of 10,208,569 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Dr Ian Dixon, a director of the Company (and/or his nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Exclusion

A voting exclusion statement as set out below applies to this Resolution 7.

RESOLUTION 8: APPROVAL TO ISSUE SHARES TO ALTNIA OPERATIONS PTY LTD

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, shareholders approve the issue of 4,400,000 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Altnia Operations Pty Ltd (and/or its nominee(s)) as described in the Memorandum which accompanied and formed part of this Notice.”

Voting Exclusion

A voting exclusion statement as set out below applies to this Resolution 8.

RESOLUTION 9: APPROVAL TO ISSUE SHARES TO A DIRECTOR – MR CRAIG CAMERON

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, shareholders approve the issue of 1,454,856 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Mr Craig Cameron, a director of the Company (and/or his nominee(s)) as described in the Explanatory Memorandum which accompanied and formed part of this Notice.”

Voting Exclusion

A voting exclusion statement as set out below applies to this Resolution 9.

Voting Exclusion Statement – Resolutions 4 to 9

The Company will disregard any votes cast in favour of each of Resolutions 4 to 9 by a person who is to receive securities in relation to the Company or any of their associates in respect of Resolutions 4 to 9 separately.

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*
- *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.*

SPECIAL BUSINESS

RESOLUTION 10: APPROVAL OF PLACEMENT FACILITY

To consider, and if thought fit, pass with or without amendment the following resolution as a **special resolution**:

“That for the purposes of ASX Listing Rule 7.1A, shareholders approve the Company having the capacity to issue fully paid ordinary shares in the capital of the Company up to the maximum number permitted under ASX Listing Rule 7.1A.2 at an issue price which is not less than 75% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made as described in the Explanatory Memorandum which accompanied and formed part of the Notice.”

Voting Note:

If as at the time of the Meeting, the Company:

- is included in the S&P/ASX 300 Index; and/or
- has a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of greater than \$300 million,

then this Resolution will be withdrawn.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- *a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or*
- *an associate of those persons.*

However, the Company need not disregard a vote on this Resolution if:

- *it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.*

RESOLUTION 11: AMENDMENT OF CONSTITUTION

To consider, and if thought fit, pass with or without amendment the following resolution as a **special resolution**:

“That, for the purposes of section 136(2) of the Corporations Act 2001 (Cth) and for all other purposes, the constitution of the Company be amended as set out in Annexure B of the Memorandum which accompanied and formed part of the Notice of Meeting with effect immediately upon the passing of this Resolution.”

Dated: 11 October 2019

By the order of the Board

Patricia Boero
Company Secretary

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

PROXY AND VOTING INSTRUCTIONS

Proxy Instructions

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

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

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

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged with the Company's share registry not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

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

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

A proxy form is attached to this Notice.

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

Corporate Representatives

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

Voting Entitlement

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 6:00pm Brisbane time on Monday 11 November 2019 (Queensland time) are entitled to attend and vote at the Meeting.

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

How the Chair Will Vote Undirected Proxies

Subject to the restrictions set out below, the Chair of the meeting will vote undirected proxies in favour of all of the proposed resolutions.

Voting Restrictions on Resolution 1

The Remuneration Report identifies key management personnel (**Key Management Personnel**) for the year ended 30 June 2019. Their closely related parties (**Closely Related Parties**) are defined in the Corporations Act 2001 (Cth) and include specified family members, dependents and companies they control.

Directors of the Company who are Key Management Personnel whose remuneration details are included in the 2019 Remuneration Report, any other Key Management Personnel whose remuneration details are included in the 2019 Remuneration Report, or any of their Closely Related Parties, will not be able to vote on Resolution 1 or to vote undirected proxies held by them on Resolutions, provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Special Resolutions

Resolutions 10 and 11 are proposed as special resolutions. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by shareholders (by number of shares) must be in favour of the resolution.

MEDIGARD LIMITED
ABN 49 090 003 044
(the Company or Medigard)

2019 ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM

PURPOSE OF INFORMATION

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's Notice of Annual General Meeting (**Notice**) for the Annual General Meeting (**Meeting**) to be held at Southport Yacht Club, 1 Macarthur Parade, Main Beach, Queensland 4217 on Wednesday, 13 November 2019 at 10:30am (Brisbane time).

The Notice incorporates, and should be read together, with this Memorandum.

GENERAL BUSINESS

2019 Annual Financial Statements

The 2019 Annual Financial Statements, comprising the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2019 will be laid before the Meeting.

There is no requirement for Shareholders to approve the Annual Financial Statements. However, Shareholders will have the opportunity to ask questions about, or make comments on, the 2019 Annual Financial Statements and the management of the Company. A representative of the auditor will be invited to attend to answer questions about the audit of the Company's 2019 Annual Financial Statements.

The Company's 2019 Annual Financial Statements are set out in the Company's 2019 Annual Report which can be obtained from the Company's website, www.medigard.com.au or upon request to the Company Secretary, Patricia Boero at the office of the Company, Suite 14, 30 Tedder Avenue, Main Beach, Qld (telephone 07 5528 5640).

Resolution 1: Non-binding Resolution - Remuneration Report

As a listed entity, the Company is required pursuant to the Corporations Act 2001 (Cth) (the **Corporations Act**), to propose a non-binding resolution regarding the 2019 Remuneration Report, which forms part of the Director's Report in the 2019 Annual Financial Statements. The vote is advisory only and does not bind the Directors or the Company.

Shareholders attending the 2019 Annual General Meeting of the Company will have an opportunity to discuss and put questions in respect of the Remuneration Report.

The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies. Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (**AGM**) (treating this AGM as the first such meeting), shareholders will be required to vote at the second of those AGM's on a resolution (a **spill resolution**) that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director and CEO) must be put up for re-election.

At the 2018 AGM greater than 75% of the votes cast on the adoption of the Remuneration Report contained in the Company's 2018 Annual Financial Statements were in favour of its adoption and therefore on this occasion a spill resolution will not be required in the event 25% or more of votes that are cast on Resolution 1 are against the adoption of the 2019 Remuneration Report. However, in the event that 25% or more of votes that are cast on Resolution 1 are against the adoption of the 2019 Remuneration Report, shareholders should be aware that if there is a 'no' vote of 25% or more for the same resolution at the 2020 AGM the consequences are that it may result in the re-election of the Board.

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, Directors and other members of the key management personnel details of whose remuneration are included in the Remuneration Report or a closely related party of those persons must not vote on Resolution 1 and must not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote provided however that the Chair may vote undirected proxies on behalf of persons eligible to vote where expressly authorised to do so on the proxy form.

Resolution 2: Re-Election of Mr Craig Cameron as a Director

Resolution 2 is a resolution for the re-election of Mr Craig Cameron as a Director of the Company.

Pursuant to the constitution of the Company, one-third of the Directors or, if their number is not a multiple of three, the number nearest to but not exceeding one-third, but disregarding the Managing Director and Directors appointed to fill casual vacancies, are required to retire by rotation at each AGM. The Company has four Directors, none of whom is a CEO/Managing Director. Accordingly, one Director is required to retire by rotation at the Meeting.

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

Mr Cameron has almost 30 years' CEO and board experience in a broad range of industries working in the USA, Canada, Japan, Australia, New Zealand and the UK running start-ups, turnarounds and mature businesses in IT services, nutraceuticals, information technology, communications, healthcare, green tech and clean technology industries. He has served as a Director of Medigard Limited since 25 November 2016.

The Board (with Mr Cameron abstaining) unanimously support the re-election of Mr Cameron as a Director of the Company.

Resolution 3: Ratification of prior issue of shares to Sol-Millennium Medical HK Limited

Resolution 3 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 5,000,000 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Sol-Millennium Medical HK Limited (**Medical HK**) (and/or its nominee(s)) as part consideration for cancellation of convertible notes (**Notes**) issued by the Company to Medical HK and Shanghai Sol-Millennium Medical Products Co., Ltd (**Products Co**).

Neither Products Co or Medical HK are, or have ever previously been, related parties of the Company.

The shares the subject of Resolution 3 were issued on 10 September 2019 and an Appendix 3B was released to ASX on that date.

Background to issue of shares

The Company issued one Note to Products Co on 31 July 2014 and two further Notes to Medical HK on 6 January 2015. The dates for redemption of all three Notes have been extended by mutual agreement of the Company, Products Co and Medical HK a number of times, the latest being an extension to 30 April 2019 following which the Company, Products Co and Medical HK agreed to freeze the amount due on, and process for, redemption of the Notes (including accrued interest) at \$615,000 and entered into negotiations for settlement of the amount owed under the Notes by the Company.

Following these negotiations and as announced to ASX on 28 August 2019, the Company has entered into an arrangement for the cancellation of the Notes and extinguishment of the associated \$615,000 debt for consideration comprising:

- transfer of intellectual property covered by the prior licence agreement between the Company and Products Co (items known as the blood collection device and blood flash needle) to Medical HK (or their nominee(s));
- issue of 5,000,000 shares in the Company to Medical HK (or their nominee(s)) (the subject of Resolution 3); and
- cancellation of the licence agreement and associated option agreement between the Company and Medical HK.

As part of the settlement, Medical HK granted the Company a limited licence to use the transferred intellectual property for research purposes.

The settlement completed on 10 September 2019 with the shares the subject of Resolution 3 issued on that date.

ASX Listing Rules

The 5,000,000 shares the subject of Resolution 3 were issued without shareholder approval under ASX Listing Rule 7.1. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue during any twelve (12) month period any equity securities, or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the share capital of the Company at the commencement of that twelve (12) month period.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1. The Company

seeks approval under Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under Listing Rule 7.1.

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

- The total number of securities issued was 5,000,000 fully paid ordinary shares.
- The shares were issued at a deemed issue price of \$0.014 (1.4 cents) per share as part consideration for the cancellation of the Notes and extinguishment of the associated \$615,000 debt.
- The shares have the same terms and rights as, and rank equally with, the Company's existing fully paid ordinary shares.
- The shares were issued to Medical HK, who is not a related party of the Company.
- No funds were raised from issue of the shares. The shares were issued at a deemed issue price of \$0.014 (1.4 cents) per share as part consideration for the cancellation of the Notes and extinguishment of the associated \$615,000 debt.
- A voting exclusion statement is contained in the Notice accompanying this Explanatory Memorandum.

The Directors of the Company believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Resolutions 4 to 9 – approval for issues of shares to Directors and entities associated with Directors

Resolutions 4 to 9 seek shareholder approval for the issue of a total of 32,167,709 fully paid ordinary shares at a deemed issue price of \$0.014 (1.4 cents) per share to Directors and entities associated with Directors (and/or their respective nominee(s)).

Each of the proposed recipients of shares under Resolutions 4 to 9 is a related party of the Company for the purposes the ASX Listing Rules and the Corporations Act.

Background to Resolutions 4 to 9

The proposed issues of shares under Resolutions 4 to 9 are in lieu of cash for satisfaction of loans and accrued interest (if any) made by each of the named entities (each being either a Director or an entity associated with a Director) to the Company. The loans and (where applicable) accrued interest proposed to be settled by an issue of shares total \$450,347.94 as at the date of the Notice. The loans are proposed to be converted to shares at a deemed issue price of \$0.014 (1.4 cents) per share.

Each entity has agreed to the conversion of their loans and (where applicable) accrued interest to shares, subject to shareholder approval.

The entities who provided the loans to the Company, the quantum of the outstanding amount on each loan (including where applicable accrued interest) being converted to shares and the entitlement to shares upon conversion are set out in the table on page 11 of this Memorandum. Recipients of shares may be issued to nominee(s) of the relevant entity as advised to the Company.

Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the company's members.

Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- directors of the public company (section 228(2)(a)); and
- an entity controlled by directors of the public company (section 228(4)).

Each party proposed to receive shares under Resolutions 4 to 9 are Directors, or entities controlled by the Directors, and are therefore related parties of the Company for the purposes of Chapter 2E of the Corporations Act.

A “financial benefit” is defined in section 229 of the Corporations Act and includes issuing shares to a related party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party where the financial benefit is on terms that would be reasonable if the company and the related party were dealing at arm’s length or on terms that are less favourable to the related party than terms that would be reasonable if the company and the related party were dealing at arms’ length terms.

The Directors (each being excluded from any involvement in any proposed issue of shares to them or their associates to satisfy debt owed) have formed the view that the terms upon which shares will be issued to satisfy outstanding debt are reasonable, or less favourable to the related party than terms that would be reasonable, in the circumstances if the Company and each of the respective parties were dealing on arms’ length terms.

The Directors (with each being excluded from any involvement in any proposed issue of shares to them or their associates) have formed this view with regard to:

- repaying the debts, or a portion of the debts, in equity allows for the elimination of existing debts whilst retaining cash reserves in the Company. This flexibility to satisfy the repayment of debt by way of an issue of equity is less favourable to the proposed recipients of shares than if the parties were dealing on arms’ length terms;
- the deemed issue price of \$0.014 (1.4 cents) per share is the same as the deemed issue price for those shares issued to Medical HK, who is unrelated to the Company, as part-consideration for the cancellation of debt instruments (being the Notes) in the Company (refer Resolution 3 for further details). The deemed issue price for those shares issued to Medical HK was the subject of arms’ length negotiations and reflect a genuine agreement as to price between the Company and an unrelated third party taking into account market conditions; and
- the issue of equity to satisfy the relevant debt(s) is subject to receipt of shareholder approval, failing which the debts will be repayable in cash.

Having regard to the above, the Directors (each being excluded from any involvement in any proposed issue of shares to them or their associates) consider the issue of shares as provided for in resolutions 4 to 9 are reasonable and on terms that would be offered to parties on arms’ length from the Company having regard to the purpose of the issue.

As such, the Directors (each being excluded from any involvement in any proposed issue of shares to them or their associates) consider the proposed issue of shares falls within the exception set out in section 210 of the Corporations Act.

The nature of the financial benefit to be given is the shares to be issued to each of the recipients (and/or their nominee(s)) pursuant to Resolutions 4 to 9.

ASX Listing Rules

ASX Listing Rule 10.11 requires a company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the company. For the purposes of Listing Rule 10.11, a related party includes a Director, an entity over which a Director has control and an entity which ASX believes, or has reasonable grounds to believe, is likely to become a related party of the company in the future.

Shareholder approval is being sought under Listing Rule 10.11 and, as such, approval is not required under ASX Listing Rule 7.1.

ASX Listing Rule 10.13 requires the meeting documents concerning a proposed resolution to approve an issue of securities in accordance with ASX Listing Rule 10.11 must include specific information which is set out below with respect to Resolutions 4 to 9:

- The proposed recipients and the maximum number of shares proposed to be issued under each Resolution (aggregate maximum of 32,167,709 shares) are set out in the table below:

Resolution	Entity*	Loan amount to be converted to shares (including accrued interest if applicable)	Shares to be issued upon conversion of loan amount at \$0.014 (1.4 cents)
4	Dr Christopher Bishop	\$25,459.98	1,818,570 shares
5	Mr Donald Channer	\$100,000.00	7,142,857 shares
6	Vestcare Pty Ltd (an entity associated with Mr Donald Channer)	\$100,000.00	7,142,857 shares
7	Dr Ian Dixon	\$142,919.97	10,208,569 shares
8	Altnia Operations Pty Ltd (an entity associated with Dr Ian Dixon)	\$61,600.00	4,400,000 shares
9	Mr Craig Cameron	\$20,367.99	1,454,856 shares
Total		\$450,347.94	32,167,709 shares

- Shares the subject of Resolutions 4 to 9 will be issued and allotted no later than one (1) month after the date of the Meeting (or such later date as may be permitted by an ASX waiver of the ASX Listing Rules, the Corporations Act and/or the Australian Securities and Investments Commission).
- A voting exclusion for Resolutions 4 to 9 is contained in the Notice accompanying this Memorandum.
- The shares the subject of Resolutions 4 to 9 will have the same terms and rights as, and rank equally with, the Company's existing fully paid ordinary shares.
- Each Director abstains from making any recommendation with respect to the Resolution(s) relating to the issue of any securities to them or an entity associated with them. All other non-associated Directors recommend shareholders vote in favour of those Resolutions of Resolutions 4 to 9 that do not relate to an issue of shares to them or an entity associated with them.

SPECIAL BUSINESS

Resolution 10: Approval of placement facility

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

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

Although the Company previously obtained shareholder approval for the 10% Placement Facility at its 2018 AGM, no shares have previously been issued by the Company under ASX Listing Rule 7.1A.

The Directors of the Company believe that Resolution 10 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Description of ASX Listing Rule 7.1A

- Shareholder approval

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

- Equity securities

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

- Formula for calculating 10% Placement Facility

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

(A x D) – E

where:

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

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

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

D is 10%

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.

- ASX Listing Rule 7.1 and ASX Listing Rule 7.1A

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

As at the date of this Memorandum, the Company has 140,300,327 fully paid ordinary shares on issue and therefore would have capacity to issue:

- (i) 21,045,049 equity securities under Listing Rule 7.1 (15% capacity); and*
- (ii) subject to shareholders approving this Resolution, 14,030,032 equity securities under Listing Rule 7.1A (10% capacity).*

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

- Minimum Issue Price

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

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

- 10% Placement Period

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

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

- ASX Listing Rule 7.1A

The effect of Resolution 10 will be to allow the Directors of the Company to issue the equity securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1. Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

Specific information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- Any equity security issued will be issued at an issue price of not less than 75% of the VWAP for the Company's equity securities over the 15 trading days immediately before:
 - (i) The date on which the price at which the equity securities are to be issued is agreed; or
 - (ii) If the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.
- If Resolution 10 is approved by the Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company would be diluted as shown in the below table (in the case of options, only if the options are exercised). There is a risk that:
 - (i) the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - (ii) the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

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

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

The table also shows:

- Two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro-rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and
- Two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the closing price of the Company's shares on 8 March 2019, being the day that trading of the Company's shares on ASX was suspended.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution			
		\$0.01 50% decrease in Deemed Price	\$0.02 Deemed Price	\$0.03 50% Increase in Deemed Price	\$0.04 100% Increase in Deemed Price
Current Variable A 140,300,327 shares	10% Voting Dilution	14,030,032	14,030,032	14,030,032	14,030,032
	Funds raised	\$140,300	\$280,600	\$420,900	\$561,200
50% increase in current Variable A 210,450,490 Shares	10% Voting Dilution	21,045,049	21,045,049	21,045,049	21,045,049
	Funds raised	\$210,450	\$420,900	\$631,351	\$841,800
100% increase in current Variable A 280,600,654 shares	10% Voting Dilution	28,060,065	28,060,065	28,060,065	28,060,065
	Funds raised	\$280,600	\$561,201	\$841,801	\$81,122,402

The table above has been prepared on the following assumptions:

- The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting.
- No options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A.
- The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting.
- The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule".
- The price of ordinary securities is deemed for the purposes of the table above to be \$0.02 (2 cents) (**Deemed Price**), being the closing price of the Company's listed securities on ASX on 8 March 2019 being the date on which trading in the Company's shares on ASX was suspended. The Deemed Price is indicative only and does not consider the up to 25% discount to market that the securities may be placed at.
- The table does not take into account the issue of any securities for which shareholder approval is being sought at this Meeting. The table does not demonstrate the effect of options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

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

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

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

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

- the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

- the effect of the issue of the equity securities on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (if applicable).

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

The Company has previously obtained shareholder approval under ASX Listing Rule 7.1A at its 2018 AGM. In the 12 months preceding the date of the 2019 AGM and as at the date of the Notice, the Company has issued 5,000,000 fully paid ordinary shares. The issue of these fully paid ordinary shares represents approximately 3.70% of the total number of fully paid ordinary shares on issue at the commencement of the 12 month period preceding the date of the Meeting.

The Company did not issue any shares pursuant to ASX Listing Rule 7.1A during the 12 month period preceding the date of the Meeting.

The Company also proposes issuing an aggregate of 32,167,709 fully paid ordinary shares under Resolutions 4 to 9 for satisfaction of debt and (where applicable) interest in lieu of cash. The issue of these shares is subject to receipt of shareholder approval.

Further details of the issues of all equity securities made by the Company during the 12 months period preceding the proposed date of the Meeting, and proposed issues set out in the Notice, are set out in Annexure A.

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

The Directors of the Company unanimously recommend shareholders vote in favour of Resolution 10.

Resolution 11 - Amendment to Constitution

It is proposed that the Constitution of the Company be amended as set out in Annexure B. The amendment is proposed to update the Constitution of the Company to reflect changes made to the ASX Listing Rules, which are proposed to take effect on 1 December 2019.

In particular, the amendment is proposed to specifically address the new terms of ASX Listing Rule 15.12 which, subject to transitional arrangements for existing listed entities, provides that the constitution of a listed entity must include specific text. This specific text is set out in full in Annexure B. An outline of the impact of these changes is set out below:

- adding that, if restricted securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored sub-register and to have a holding lock applied for the duration of the escrow period applicable to those securities. This formalises prior requirements of ASX that each holder of restricted securities must sign a written restriction agreement with respect to those restricted securities;
- adding that a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the listing rules of ASX. This amendment contains similar content to ASX Listing Rule 7.24A which provides an entity must not return capital to holders of restricted securities; and
- other consequential drafting changes to clarify the application of ASX Listing Rule 15.12.

As the Company is already listed, any existing restricted securities on issue are subject to transitional arrangements. However, if the Company:

- undertakes a transaction requiring re-compliance with Chapters 1 & 2 of the ASX Listing Rules under ASX Listing Rule 11.1.3 (full re-compliance) involving the issue of restricted securities;
- issues restricted securities to a party referred to in ASX Listing Rule 10.1 for the acquisition of a substantial classified asset from that party,

it will be required to comply with the new terms of ASX Listing Rule 15.12 in respect of any of its restricted securities following the above transaction(s).

Noting the above, the Company considers the Meeting an opportunity to update its Constitution to address the upcoming changes to the ASX Listing Rules as described above.

Currently Article 84 of the Constitution paraphrases the existing wording of parts of Listing Rule 15.12 and includes requirements or limitations not contained in the Listing Rules. Article 88 of the Company's Constitution contains a provision required by ASX to the effect that if the Constitution contains a provision that is inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision. Therefore, to the extent that requirements or limitations not contained in the Listing Rules are included in the existing Article 84, those requirements or limitations would not be effective. Accordingly, the requirements or limitations not contained in the Listing Rules will not be retained.

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

The proposed amendment to the Constitution is set out in Annexure B.

The Directors of the Company unanimously recommend shareholders vote in favour of Resolution 11.

ANNEXURE A

Date	Quantity	Class	Recipients	Issue price and discount to Market Price (if applicable)	Form of consideration (cash/non-cash)
10 September 2019	5,000,000	MGZ	Sol-Millennium Medical HK Limited	Deemed issue price of \$0.014 (1.4 cents). The Company's shares were suspended at the time of issue.	Non-cash, issued as part-consideration for the cancellation of debt instruments (being the Notes).

ANNEXURE B

(RESOLUTION 11: AMENDMENT OF CONSTITUTION)

Amendment of Article 84 of the Constitution of the Company by deleting Article 84 in full and substituting the following:

"84. RESTRICTED SECURITIES

At times when the Company's shares are listed for quotation on the Exchange, for so long as the Company has any restricted securities on issue and despite any other provision in this Constitution:

- (a) a holder of restricted securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;
- (b) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the restricted securities are to be kept on the entity's issuer sponsored subregister and are to have a holding lock applied for the duration of the escrow period applicable to those securities;
- (c) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of restricted securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;
- (d) a holder of restricted securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or the Exchange;
- (e) if a holder of restricted securities breaches a restriction deed or a provision of the Company's constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues; and
- (f) in this Article 84, and for the purposes of this Constitution generally when used in connection with this Article 84 or its subject matter, the following words and phrases have the meaning given to them in the Listing Rules: "class"; "dispose" or "disposal" (which include using an asset as collateral - see chapter 19 of the Listing Rules); "holding lock"; "issuer sponsored subregister"; "restricted securities"; "restriction deed"; and "securities".



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (Brisbane time) on Monday 11 November 2019.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, **10:30am (Brisbane time) on Monday 11 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged in the following method:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/we being a member/s of **Medigard Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair 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 below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **Southport Yacht Club, 1 Macarthur Parade, Main Beach QLD 4217 on Wednesday 13 November 2019 at 10:30am (Brisbane time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1 and 4 to 9, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1 and 4 to 9 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1 and 4 to 9). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Non-Binding Resolution to Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Craig Cameron as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Shares to Sol-Millennium Medical HK Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to Issue Shares to a Director – Dr Christopher Bishop	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval to Issue Shares to a Director – Mr Donald Channer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Shares to Vestcare Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval to Issue Shares to a Director – Dr Ian Dixon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval to Issue Shares to Altnia Operations Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval to Issue Shares to a Director – Mr Craig Cameron	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of Placement Facility (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11	Amendment of Constitution (Special Resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019