

Dear Investor

Medtech Global Limited
Level 2, 180 Albert Road
South Melbourne, VIC 3205, Australia
Ph: +61 3 9690 8666 Fax: +61 3 9690 8010

medtechglobal.com

NOTICE IS HEREBY GIVEN that the Annual General Meeting of **MEDTECH GLOBAL LIMITED** (the "Company") will be held at *The St Kilda Road Parkview Hotel, 562 St Kilda Road, Melbourne, Victoria 3004* on Monday 25th August 2014 commencing at 10.00 am.

MEETING AGENDA

ORDINARY BUSINESS

Financial Statements:

To receive, consider and discuss the Company's financial statements for the year ended 31 March 2014 and reports of the directors and auditors on those statements.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That the remuneration report forming part of the Company's 2014 Annual Report which accompanied the notice convening this meeting be adopted."

Note: The *Corporations Act 2001* provides that a resolution that the remuneration report be adopted must be put to a vote at a listed company's annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

A reasonable opportunity will be provided for discussion of the remuneration report at the annual general meeting.

Voting exclusion statement with regards to Resolution 1:

In respect of Resolution 1, the Company will disregard any votes cast on the resolution:

- By or on behalf of a member of the key management personnel whose remuneration is disclosed in the remuneration report and any closely related parties of those persons; or
- As a proxy by a member of the key management personnel or a key management personnel's closely related party.

However, the Company need not disregard any vote by any such person excluded from voting on Resolution 1 if:

- It is cast by any of them as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by any of them who is chairing the Annual General Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the proxy form.

RESOLUTION 2 – RE-APPOINTMENT OF DIRECTOR (RUSSELL CLARKE)

In accordance with Article 3.6 of the Company's Constitution, Mr Russell Clarke retires and, being eligible, offers himself for re-election.

RESOLUTION 3 – RE-APPOINTMENT OF DIRECTOR (ROSS TANNER)

In accordance with Article 3.6 of the Company's Constitution, Mr Ross Tanner retires and, being eligible, offers himself for re-election.

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PROXIES

In accordance with section 249L of the *Corporations Act 2001*, members are advised that:

- Each member has a right to appoint a proxy;
- The proxy need not be a member of the Company;
- A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then in accordance with section 249X (3) of the *Corporations Act 2001*, each proxy may exercise one-half of the votes.

In accordance with section 250BA of the *Corporations Act 2001*, the Company specifies the following information for the purposes of receipt of proxy appointments:

Registered Office: Level 2
180 Albert Road
South Melbourne
Victoria 3205
AUSTRALIA

Facsimile Number: +61 3 9690 8010

Each member entitled to vote at the annual general meeting has the right to appoint a proxy to attend and vote at the meeting on their behalf. The member may specify the way in which the proxy is to vote on each resolution or may allow the proxy to vote at their discretion.

The instrument appointing the proxy must be received by the Company at the address specified above at least 48 hours before the time notified for the meeting (proxy forms may be lodged by facsimile).

In accordance with regulation 7.11.38 of the *Corporations Regulations 2001*, the Company determines that ordinary shares held as at 5.00pm on the 22nd August 2014 will be taken, for the purpose of the annual general meeting, to be held by persons who held them at that time.

DATED THIS 22/07/2014

BY ORDER OF THE BOARD



Russell Clarke
Executive Director

PROXY FORM

The Secretary
 Medtech Global Limited
 ACN 009 203 203
 Facsimile +61 3 9690 8010
 Level 2, 180 Albert Road, South Melbourne
 Victoria 3205, Australia

I/We.....

Of.....

being a member(s) of Medtech Global Limited (the "Company") and entitled to attend and vote in respect of..... shares, hereby appoint:

Full name of proxy.....

Address.....

.....

or failing him/her, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on 25th August 2014 and at any adjournment thereof, in the manner indicated below.

If you do not wish to direct your proxy how to vote, you should place a mark in this box

By marking this box you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. It is the Chairman's intention that all undirected proxies will be directed in favour of all resolutions.

Should you wish to instruct the proxy to vote, you should place a mark in the appropriate place against each item hereunder, otherwise the proxy may vote as he or she thinks fit (or abstain from voting).

<u>PROPOSED RESOLUTIONS</u>	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 2 Re-appointment of Director (Russell Clarke)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3 Re-appointment of Director (Ross Tanner)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed by the said Member of the Company this.....day of2014

Shareholder's Signature.....

OR

The Common seal of the Director.....

Member was hereunto affixed in Accordance with its Constitution

Director/Secretary.....

PROXIES

Forms of proxy must be deposited at the registered office of the Company in Melbourne not less than forty-eight (48) hours before the time appointed for holding of the meeting. An electronically transmitted facsimile of any instrument appointing a proxy received by the Company and apparently signed by the appointer or his/her or its attorney shall be sufficient instrument of proxy. The facsimile number to which a proxy form may be sent is + 61(3) 9690 8010.