

Dear Investor

Medtech Global Limited
Level 2, 180 Albert Road
South Melbourne, VIC 3205, Australia
Ph: +61 3 9690 8666 Fx: +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 Friday 28th August 2015 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 2015 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 2015 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.

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

medtechglobal.com

RESOLUTION 2 – RE-APPOINTMENT OF DIRECTOR (DARRYL STUART)

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

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

“Resolved that Mr Darryl Stuart be re-appointed as a director to hold office as provided under the Company's Constitution.”

RESOLUTION 3 – RE-APPOINTMENT OF DIRECTOR (MICHAEL GAYLARD)

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

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

“Resolved that Mr Michael Gaylard be re-appointed as a director to hold office as provided under the Company's Constitution.”

RESOLUTION 4 – RESIGNATION AND APPOINTMENT OF AUDITORS

“Resolved that, subject to the approval of ASIC to the resignation of EY as auditor, Pitcher Partners be appointed to act as auditors of the company. The company has received a written undertaking from Pitcher Partners Australia to act as the company's auditors if appointed by the members at the AGM and the said appointment being approved by ASIC.”

EXPLANATORY NOTES FOR RESOLUTION 4

The proposed change will lead to a better value for the cost associated with the annual audit of the Company. Also, Ernst & Young act as Tax advisors for the company. There are no disputes between the Company and Ernst & Young Australia and shareholders are being asked to support the change.

As required under Section 328A and 328B (3) of the Corporations Act, prior consent in writing has been received from Pitcher Partners consenting to the appointment as auditors at the Annual General Meeting.

ASIC have been advised of the proposal to accept the resignation of the existing auditors and make the new appointment. The required approval is expected to be received before the date of the Annual General Meeting.

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 25th August 2015 will be taken, for the purpose of the annual general meeting, to be held by persons who held them at that time.

DATED THIS 17/07/2015

BY ORDER OF THE BOARD



Michael Gaylard
Director and Company Secretary

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

medtechglobal.com

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 28th August 2015 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).

PROPOSED RESOLUTIONS

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 2 Re-appointment of Director (Darryl Stuart)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 3 Re-appointment of Director (Michael Gaylard)</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<i>Resolution 4 Resignation and appointment of auditors</i>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed by the said Member of the Company this.....day of2015

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.