



13 October, 2010

Manager of Company Announcements
Australian Stock Exchange Limited
Level 6, 20 Bridge Street
SYDNEY NSW 2000

By e-lodgement

No of pages: 6 inclusive

Notice of Annual General Meeting and Proxy Form

Please find attached various Meeting Documents being Notice of Annual General Meeting, Explanatory Notes and Proxy Form.

It is anticipated that the Meeting Documents, along with the 2010 Annual Report to those who requested a copy, will be sent to shareholders today.

Peter Emery
Chief Executive Officer

For further information contact:
Peter Emery, Telephone (07) 5528 0370



Medigard Limited

A.B.N.490 090 003 044

Notice of Annual General Meeting 2010

Notice is hereby given that the Annual General Meeting of Medigard Limited will be held on Tuesday 23 November, 2010 at The Southport Yacht Club, Macarthur Parade, Main Beach, Queensland commencing at 6.00 pm.

Agenda

Business

1. Financial Statements and Reports

To receive and consider the Financial Reports of the Company, the Directors' Report and the Auditor's Report for the year ending 30 June, 2010.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June, 2010.

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Re-election of Dr P Clark as a director

Dr Peter Clark retires by rotation in accordance with the Constitution of the Company, and being eligible, offers himself for election.

4. Increase in Directors' Fee Pool

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

"That in accordance with ASX Listing Rule 10.17 and Clause 41.5 of the Company's Constitution, the maximum aggregate remuneration payable out of the funds of the Company to Non Executive Directors of the Company be increased by \$130,000 from \$120,000 per annum to a maximum sum of \$250,000 per annum (inclusive of superannuation)".

Voting Exclusions

In accordance with the ASX Listing Rules, the Company will disregard any votes cast:

- a) on Item 3, by the director standing for re-election and any associate of that director; and
- b) on Item 4, by each director of the Company and any associate of any director

unless the vote 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.

Explanatory Notes

Item 1 - Financial Statements and Reports

It is intended to provide an opportunity for shareholders to raise questions on the reports and on the performance of the Company generally.

Item 2 - Remuneration Report

The Remuneration Report is set out on pages 27-29 of the Medigard Limited Annual Report 2010. The report details the remuneration policy of Medigard and sets out details of remuneration of directors and relevant executives. A reasonable opportunity for discussion of the report will be provided to shareholders at the meeting.

The Directors unanimously recommend that shareholders vote in favour of Item 2.

Item 3 - Re-election of Director

In accordance with Article 40.1 of the Company's Constitution, which provides for the retirement by rotation at each annual general meeting of one third of the directors, and in accordance with Australian Securities Exchange Limited Listing Rule 14.4 which prohibits directors from holding office (without re-election) past the third annual general meeting following the Director's appointment or 3 years whichever is longer, Dr P Clark retires at the Annual General Meeting on 23 November, 2010.

In accordance with Article 40.7 of the Company's Constitution, a retiring director is eligible for re-election and Dr Clark has offered himself for re-election at the annual general meeting. If re-elected Dr Clark would be entitled to serve another three years unless he retires earlier.

Details of Dr Clark as a candidate are as follows:

B.Sc. (University of Queensland) Ph.D. (Chemistry) (Indiana University) and M.B.A. (University of Queensland).

Dr Clark has had a distinguished career as an academic serving on the faculties of the Australian National University, University of Queensland, Queensland University of Technology and the School of Business at Bond University. For the past twelve years, Dr Clark has been involved in various commercialisation ventures specialising in innovation, business planning, market research and analyses. He is current or former director of several companies involved with the commercialisation of innovations.

Dr Clark is Chairman of the Board's Audit and Risk and Nomination and Remuneration Committees.

Item 4 – Increase in Directors' Fee Pool

Total fees paid to directors of the Company are limited to a maximum amount set by shareholders. The present limit of \$120,000 per annum was set prior to the Company listing on the ASX in February 2004. At this time the Company had three directors and that number has not increased.

To allow for the appointment of additional directors should that occur, shareholder approval is sought to increase this limit by \$130,000 to \$250,000 per annum inclusive of superannuation contributions. Should the increased fee pool be approved, it is intended that the current salaries of the Non Executive Chairman and the other directors remain unchanged. No additional fees are paid to directors for membership of Board committees. The Company reserves the right to review that practice in the future.

The Board believes that it is necessary to ensure that the company is able to maintain and attract a Board of sufficient calibre and experience in order to deliver the best result for shareholders.

All directors of the Company and their associates are excluded from voting on this resolution.

Entitlement to Attend and Vote

The Board has determined that, for the purposes of the meeting (including voting at the meeting), members are those persons who are registered holders of shares at 7.00 pm (Sydney time) on 21 November, 2010.

Voting by Proxy

A member who is entitled to attend and vote at the meeting may appoint not more than 2 other persons, whether members or not, to attend and vote at the meeting.

A member may instruct his or her proxy or proxies to vote for or against any specific resolution.

Where a member appoints 2 proxies, the appointment will be of no effect unless each proxy is appointed to represent a specified portion of the member's voting rights. If a member appoints 2 proxies then neither shall be entitled to vote on a show of hands.

To be valid, the instrument appointing a proxy must be in writing and signed by the member or his or her attorney or if such appointer is a corporation, then properly executed by the corporation under the law.

A proxy form accompanies this notice together with instructions for completion. The proxy forms duly completed and signed must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry being:

Registries Limited
GPO Box 3993
Sydney NSW 2001

Level 7, 207 Kent Street
Sydney NSW 2000

Proxies may be sent to facsimile 02 9290 9655

Proxies may also be lodged online at www.registries.com.au/vote/medigardagm2010

Voting by Attorney

A member may appoint an attorney to vote on his or her behalf. For an appointment to be valid, the instrument effecting the appointment or a certified copy thereof must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry as detailed above.

Corporate Representatives

A member that is a corporation may appoint an individual to act as its representative at the meeting. The instrument effecting the appointment must be received at least 48 hours before the meeting. The forms should be forwarded to the Company's share registry as detailed above.

Annual Report

Please be advised that the 2010 Annual Report is now available for viewing and downloading on the Company's website www.medigard.com.au

By order of the Board.



Peter Mark Emery
Company Secretary
13 October, 2010

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Registries Limited
GPO Box 3993
Sydney NSW 2001
Australia

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 7pm ADST
SUNDAY 21st NOVEMBER 2010
TO VOTE ONLINE**



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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**



Reference Number: <HIN/SRN>

STEP 1 : VISIT www.registries.com.au/vote/medigardagm2010

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

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.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- (a) 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.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 your vote on that item will be invalid.

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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **time 7pm ADST on Sunday, 21st November 2010**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

**www.registries.com.au/vote/medigardagm2010
or turn over to complete the Form ➔**

Attending the Meeting

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

Medigard Limited

<BARCODE>

- <Address 1>
- <Address 2>
- <Address 3>
- <Address 4>
- <Address 5>
- <Address 6>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Medigard Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Medigard Limited to be held at the Southport Yacht Club, Macarthur Parade, Main Beach QLD 4217, on Tuesday the 23rd of November 2010 at 6pm (local 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.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, 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 Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

Ordinary Business	For	Against	Abstain*
Resolution 2 To adopt the Remuneration Report for the year ended 30 June, 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Dr P Clark as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Increase in Director's Fee Pool	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.
 *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 votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf 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 / / 2010