

Medigard Limited

A.B.N.49 090 003 044

Notice of Annual General Meeting 2011

Notice is hereby given that the Annual General Meeting of Medigard Limited will be held on Monday 21 November, 2011 at The Southport Yacht Club, Macarthur Parade, Main Beach, Queensland commencing at 9.30 am.

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, 2011.

2. Remuneration Report

To adopt the Remuneration Report for the year ended 30 June, 2011.

If the Chairman of the meeting is your proxy and you have not directed him/her to vote on this resolution, the Chairman will be prevented from casting your votes on the resolution. If the Chairman is your proxy, in order for your votes to be counted on the resolution, you must direct your proxy how to vote on the resolution.

3. Re-election of Dr C Bishop as a director

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

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

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 21-22 of the Medigard Limited Annual Report 2011. 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 C Bishop retires at the Annual General Meeting on 21 November, 2011.

In accordance with Article 40.7 of the Company's Constitution, a retiring director is eligible for re-election and Dr Bishop has offered himself for re-election at the annual general meeting. If re-elected Dr Bishop 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 Auckland), Ph.D. (Experimental Pathology) (University of Queensland)

Dr Bishop is Managing Director of Intellidesign Pty Ltd, an electronic design and manufacturing company that specialises in sophisticated electronic products including precision medical instruments and mobile wireless communication devices. After an academic career, Dr Bishop joined Cook Australia where he helped establish and manage a research and management group and manufacturing division in products that today are still widely exported internationally.

He chairs the Board's Finance Committee and is a member of the Audit and Risk Committee and the Nomination and Remuneration Committee.

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 19 November, 2011.

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:

Boardroom Pty 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.boardroomlimited.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 2011 Annual Report is now available for viewing and downloading on the Company's website www.medigard.com.au

By order of the Board.

Patricia Mary Boero
Company Secretary
14 October, 2011



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

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

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.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10:30 am
ADST SATURDAY 19th NOVEMBER 2011

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/medigardagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC:

Reference Number:

Please note it is important you keep this confidential

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 **9:30 am (local time) on Monday, 21st November 2011**. 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 – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

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

Vote online at:

www.boardroomlimited.com.au/vote/medigardagm2011
or turnover to complete the Form →

Attending the Meeting

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

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 Monday the 21st of November 2011 at 9:30 am (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.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 2, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

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

| Ordinary Business | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 2 Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Re-election of Dr C Bishop as a Director | <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 |
| <input style="width: 250px; height: 40px;" type="text"/> | <input style="width: 250px; height: 40px;" type="text"/> | <input style="width: 250px; height: 40px;" type="text"/> |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

Contact Name Contact Daytime Telephone Date / / 2011