ASX ANNOUNCEMENT

Eastland Medical Systems Ltd
www.eastlandmedical.com.au

20th October 2009

By e-lodgement 16 pages

NOTICE OF ANNUAL GENERAL MEETING

In terms of ASX Listing Rules, we enclosed the following documents which are being mailed to the Company's shareholders:

1. Notice of Annual General Meeting of Eastland Medical Systems Ltd to be held on Thursday 19th November, 2009 at 10:00am (WST), at The Melbourne Hotel, 942 Hays Street, Perth WA 6000.

2. Explanatory Memorandum.

3. Proxy Form with instructions

Share holders are able to access the company's Annual Report for 2009 on the Company's website at www.eastlandmedical.com.au/investor.asp

Dermot Patterson
Company Secretary

EASTLAND MEDICAL SYSTEMS LTD
54 Lindsay St, Perth, Western Australia, 6000
PO Box 8027, Perth Business Centre, Western Australia, 6849
T: +61 8 9436 9500 F: +61 8 9436 9505 E: eastland@eastlandmedical.com.au

EASTLAND MEDICAL SYSTEMS LTD

ABN 35 090 987 250

NOTICE OF ANNUAL GENERAL MEETING

DATE: Thursday 19th November 2009

TIME: 10:00 am (WST)

PLACE: The Melbourne Hotel, 942 Hay Street, Perth WA 6000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (61) 8 9436 9500

Eastland Medical Systems Ltd
54 Lindsay Street, Perth. WA 6000
Phone: 08 9436 9500 Fax: 08 9436 9505
Email: eastland@eastlandmedical.com.au

CONTENTS

VENUE

The Annual General Meeting of Shareholders of the Company to which this Notice of Meeting relates will be held at 10.00 am (WST) on 19th November 2009 at:

- The Melbourne Hotel, 942 Hay Street, Perth WA 6000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out in this Notice.

VOTING BY PROXY

Please note that failure to complete and deliver the proper proxy form, or the failure to follow the instructions contained in the proper proxy form, may result in your vote not being counted when determining whether a quorum exists or when tallying the final votes.
Even if you intend to attend the AGM in person, please sign, date and return the applicable proxy form as soon as possible.

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- **In Person**: Advanced Share Registry Ltd, 150 Stirling Highway, Nedlands WA 6009 **OR** Eastland Medical Systems Ltd, 54 Lindsay Street, Perth WA 6000; or

- **By Mail**: Advanced Share Registry Ltd, PO Box No 1156, Nedlands WA 6909 OR Eastland Medical Systems Ltd, PO Box No 8027, Perth Business Centre WA 6849; or

- **By Facsimile**: 61 8 9389 7871

so that it is received not later than 10.00 am (WST) on 17th November 2009

Proxy Forms received after this time will be invalid.

DETERMINATION OF VOTING ENTITLEMENTS

In accordance with regulation 7.11 of the Corporations Regulations 2001 [Cwlth] for the purposes of the meeting, persons holding shares at 17th November, 2009 at 10.00 am (WST) will be treated as shareholders. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to attend and vote in respect to that share at the Annual General Meeting.

NOTICE OF 2009
ANNUAL GENERAL MEETING.

Eastland Medical Systems LTD

ABN 35 090 987 250

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of *Eastland Medical Systems Ltd* ("Company") will be held at the Melbourne Hotel, 942 Hay Street, Perth WA on Thursday 19th November 2009 at 10:00 am (WST).

The Explanatory Memorandum to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the Proxy Form are part of this Notice of Meeting.

AGENDA

Ordinary Business

Item 1 Annual Financial Report, Directors' and Auditor's reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2009, together with the Directors' report and Auditor's report.

Item 2 Resolution 1 – Remuneration Report (Non-binding advisory vote)

To consider the Remuneration Report for the financial year ended 30 June 2009 as it appears in the Directors Report, and if thought fit, pass the following non-binding advisory resolution as an ordinary resolution in accordance with section 250R of the Corporations Act 2001:

"That the remuneration report as set out in the Annual Report for the financial year ended 30 June 2009 be adopted"

The remuneration is set out on pages 13 – 17 of the 2009 Annual Report.

N.B. This resolution shall be determined as if it were an ordinary resolution, but under s250R (3) of the Corporations Act, the vote does not bind the Directors of the Company.

Item 3 Resolution 2 – Re-election of Director – Mr. Dermot Patterson

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

"That Mr. D. Patterson, a Director retiring by rotation in accordance with the clause 3.6(b) of the Company's Constitution, and being eligible, offers himself for election, be re-elected as a Director of the Company."

54 Lindsay Street, Perth. Western Australia, 6000

Telephone: (61 8) 9436 9500

Post Office Box 8027, Perth BC, Western Australia 6849

Facsimile: (61 8) 9436 9505

Voting Exclusion: The Company will disregard any votes cast on this resolution by Mr Dermot Patterson, and any associates of that person.

Voting Exclusion Statement :
However, the entity need not disregard a vote if:

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

Item 4 Resolution 3 – Appointment of Auditors

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

"That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton (WA) Partnership, for the purposes of section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditors of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration".

The board recommends that shareholders vote in favour of this resolution.

Special Business – Ratification of Allotment and previous issue of Shares & Options.

Item 5 Resolution 4 – Ratification of Allotments of previous issues of 12,500,000 ordinary shares

To consider and if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX Limited, and for all other purposes, shareholders ratify the allotment and issue of 12,500,000 fully paid ordinary shares issued at $0.04 per share, to sophisticated investors in terms of the Corporations Act 2001 sections 708 and 708A, and within the limits of Eastland Medical Systems Ltd's 15% placement capacity".

Voting Exclusion: The Company will disregard any votes cast on this resolution by the recipients of this allotment, and any associates of that recipient.

Voting Exclusion Statement :
However, the entity need not disregard a vote if:

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

Item 6 Resolution 5 – Ratification of Allotment of previous issue of 12,500,000 ordinary listed options (EMSOB)

To consider and if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX Limited, and for all other purposes, shareholders ratify the allotment and issue of 12,500,000 ordinary listed options (EMSOB) issued free and attaching to new shares (ref. Resolution 4) to sophisticated investors in terms of the Corporations Act 2001 sections 708 and 708A, and within the limits of Eastland Medical Systems Ltd's 15% placement capacity". (Please refer to Annexure "A" for option terms and conditions attached to this Notice and Explanatory Memorandum).

Voting Exclusion: The Company will disregard any votes cast on this resolution by the recipients of this allotment, and any associates of those recipients.

Voting Exclusion Statement :
However, the entity need not disregard a vote if;

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

Item 7 Resolution 6 – Ratification of Allotment of previous issue of 1,266,667 ordinary shares

To consider and if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX Limited, and for all other purposes, shareholders ratify the allotment and issue of 1,266,667 fully paid ordinary shares issued at $0.30 per share, to The O'Sullivan Superannuation Fund in consideration for increased shareholding in Star Medical (Botswana) Limited in terms of Sales Agreements".

Voting Exclusion: The Company will disregard any votes cast on this resolution by the recipient of this allotment, and any associates of that recipient.

Voting Exclusion Statement :
However, the entity need not disregard a vote if:

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

Item 8 Resolution 7 – Ratification of Allotment of previous issue of 4,000,000 ordinary shares

To consider and if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX Limited, and for all other purposes, shareholders ratify the allotment and issue of 4,000,000 fully paid ordinary shares issued at $0.03 per share, to R M Corporate Finance Pty Ltd in consideration for Corporate Advisory Services in terms of Corporate Advisory Mandate".

Voting Exclusion: The Company will disregard any votes cast on this resolution by the recipient of this allotment, and any associates of that recipient.

Voting Exclusion Statement :
However, the entity need not disregard a vote if:

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

Item 9 Resolution 8 – Ratification of Allotment of previous issue of 7,000,000 ordinary listed options (EMSOB)

To consider and if thought fit, to pass with or without amendment the following resolution as an **ordinary resolution**:

"That pursuant to Listing Rule 7.4 of the Listing Rules of ASX Limited, and for all other purposes, shareholders ratify the allotment and issue of 7,000,000 ordinary listed options issued free to R M Corporate Finance Pty Ltd in consideration for Corporate Advisory Services in terms of Corporate Advisory Mandate". (Please refer to Annexure "A" for option terms and conditions attached to this Notice and Explanatory Memorandum).

Voting Exclusion: The Company will disregard any votes cast on this resolution by the recipient of this allotment, and any associates of that recipient.

Voting Exclusion Statement :
However, the entity need not disregard a vote if:

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

Dated this 20th day of October 2009

By Order of the Board,

Dermot Patterson
Company Secretary

A member is entitled to attend and vote, or to appoint a proxy to attend and vote in their stead.
That person need not be a member of the company, but should be a natural person over the age of 18 years.
Forms must be lodged at Advanced Share Registry, P.O. Box 1156 Nedlands WA or Facsimile (08) 9389 7871 or to the registered office, P.O. Box No 8027 Perth BC WA (Facsimile (08) 9436 9505) not less than 48 hours before the time of the meeting.

Annexure "A"

Details of the terms and conditions of the ordinary options subject to Resolutions Nos. 5 and 8.

TERMS AND CONDITIONS OF THE $0.10 cent LISTED OPTIONS (EMSOB)

a) Each Option entitles the Option holder, in respect of the relevant Option, to subscribe for one Ordinary Share upon Payment of $0.10 cents.

b) All Options expire at 5.00pm Western Standard time on 30 June 2011 and any Option, which has not been properly exercised prior to that time, will automatically lapse.

c) An Option holder may exercise some or all of their Options. Options can only be exercised by lodging the following with the Company's Share Registry at any time before 5.00pm Western Standard time on 30 June 2011:

(i) The Option certificate relating to the Options to be exercised.
(ii) The subscription moneys for the Ordinary Shares subscribed for, being $0.10 cents per Ordinary Share.

d) There are no participating rights or entitlements inherent in the Options and holders of the Options will not, by virtue of that Option holding, be entitled to participate in new issues of securities by the Company which may be offered to shareholders during the currency of the Options.

However Option holders have the right to exercise their Options prior to the date of determining entitlements to any new issues of securities to the then existing shareholders of the Company made during the currency of the Options, and will be granted a period of at least ten business days (as defined in the Listing Rules of the ASX) before and inclusive of the books closing date to exercise the Options.

e) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Options or the exercise price of the Options or both shall be reconstructed (as appropriate) in a manner which will not result in any benefits being conferred on Option holders which are not conferred on shareholders (subject to the provisions of the Listing Rules of the ASX with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving, the reconstruction of capital) but in all other respects the terms of the exercise of Options shall remain unchanged.

NOTE: OPTIONS NOT EXERCISED BY 30th JUNE 2011 WILL AUTOMATICALLY EXPIRE.

EASTLAND MEDICAL SYSTEMS LTD.

ABN. 35 090 987 250

EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO ACCOMPANY Notice of Annual General Meeting, 19th November 2009

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 19th October 2009) has been prepared for the information of shareholders in relation to the business to be conducted at the Company's 2009 Annual General Meeting to be held on Thursday 19th November 2009 at The Melbourne Hotel, 942 Hay Street, Perth WA 6000 commencing at 10:00 am, Australian Western Standard Time.

The Explanatory Memorandum provides shareholders with information that is reasonably required by shareholders to decide how to vote upon the resolutions. The Directors recommend that shareholders read this document before determining their vote on these resolutions. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding notice, please contact the Company, your financial advisor, stockbroker or solicitor.

Ordinary Business*.*

Financial Statements and Reports.

Pursuant to the Corporations Act, the Directors of a Public Company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company (including the Directors' Report, Directors' Declaration and Auditor's Report) for the previous year before the members at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, Directors' Report and Auditor's Report in the Annual Report of the Company and the consolidated group for the year ended 30 June 2009. A copy of the Annual Report has been forwarded to each shareholder other than those shareholders who have previously notified the Company that they elect not to receive the Annual Report, whether in paper or electronic form. Any shareholder who has made this election and now wishes to receive a paper or electronic copy of the Annual Report should contact the Company's office by phone on 08 9436 9500 to arrange receipt. The Annual report can also be viewed, printed and downloaded from the Company's website www.eastlandmedical.com.au. A copy of the financial statements, Directors' Report, Directors' Declaration and the Auditor's Report will also be tabled at this meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the reports of the Company at the Annual General Meeting is to provide the shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements or reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no formal resolution to adopt, receive or consider the Company's financial statements or the reports (other than the Remuneration Report) will be put to the shareholders at the meeting.

Members will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will be available at the meeting to answer any questions in relation to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and independence of the Auditor in relation to the conduct of the audit.

Resolution 1: Remuneration Report.

The Corporations Act 2001 requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. The Company's Remuneration Report which forms part of the Directors' Report is set out on pages 13 to 17 of the Annual Report and reports on the remuneration arrangements in place for executive directors, non-executive directors and specified executives.

The Corporations Act expressly provides that voting on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders attending the Annual General Meeting will be given reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

Resolution 2: Re-election of Directors.

The Company's Constitution Clause 3.6 requires one third (or the nearest number) of the Directors (excluding Directors appointed by the Board and the Managing Director) to retire at the annual general meeting of the Company. Listing Rule 14.4 also requires Directors to retire at the third annual general meeting following their last appointment. Any Directors who retire in accordance with Clause 3.6 (b) are eligible for re-election at the annual general meeting.

Resolution 2: Re-election of Mr. Dermot Patterson. (Executive Director & Chief Executive Officer)

Mr. Dermot Patterson retires in accordance with Clause 3.6 (b) of the Company's Constitution "Rotation of Directors" and offers himself for re-election.

Mr Patterson was appointed a executive director of Eastland Medical Systems Ltd on 3 July 2006 and to the position of Chief Executive Officer on 4th December 2006.

.

The Board recommends that shareholders vote in favour of Mr. Patterson's re-election

Voting Exclusion:
The Company will disregard any votes cast on the resolution by:

- that Director of the Company, and
- any associates of that Director.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; and
- it is cast by the person chairing the meeting as a 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 3: Appointment of Auditors

Grant Thornton has recently combined from a state based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various state based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The Board has considered and agreed to this change and the Board has agreed to this resolution being presented to the shareholders of the Company for a formal vote. To give effect to the change the current Grant Thornton entity has requested Australian Securities and Investments Commission ("ASIC") consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton (WA) Partnership, and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this Notice of Meeting. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

Subject to approval by the shareholders, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2010 financial year. Grant Thornton (WA) Partnership remained responsible for the 2009 financial year.

The Board recommends that shareholders vote in favour of this resolution.

Special Business

Resolutions: Ratification of Allotments of previous Issues of Shares & Options:

Resolution 4: On 4th September 2009 the Company placed 12,500,000 ordinary fully paid shares in the Company at $0.04 per share, to sophisticated investors in terms of the Corporations Act 2001 sections 708 and 708A, and within the limits of Eastland Medical Systems Ltd's 15% placement capacity. The proceeds of the placement will be used by Eastland Medical Systems Ltd to fund the final step in the ArTiMist™ anti malaria sublingual Phase III clinical field trials and working capital. The recipient is not a related party of the Company and the shares issued are on the same terms as existing fully paid shares ranking equally in all respects.

Resolution 5: On 4th September 2009 the Company placed 12,500,000 ordinary options free attaching to the new shares referred to in Resolution 4 above. No funds were raised from this issue. The recipient is not a related party of the Company and the options issued are on the same terms as existing ordinary options ranking equally in all respects.

Resolution 6: On 17th September 2009 the Company issued 1,266,667 ordinary fully paid shares in the Company, at an issue price of $0.30 per share to The O'Sullivan Superannuation Fund for a value of $380,000. The securities were issued in consideration for the increased share holding in Star Medical (Botswana) Limited in terms of a sale agreement. Star Medical (Botswana) Limited is 100% owned by Eastland Medical Systems Ltd, and its rights and obligations in relation to the Malaria project, are vested in Eastland Medical Systems. The recipients are not related parties of the Company and the shares issued are on the same terms as existing fully paid shares ranking equally in all respects.

Resolution 7: On 15th October 2009 the Company issued 4,000,000 ordinary fully paid shares in the Company at $0.03 per share to R M Corporate Finance Pty Ltd in consideration for various Corporate Advisory Services in terms of a Corporate Advisory Mandate executed by Eastland Medical Systems Ltd and R M Corporate Finance Pty Ltd on 21st May 2009. The recipient is not a related party of the Company and the shares issued are on the same terms as existing fully paid shares ranking equally in all respects.

Resolution 8: On 15th October 2009 the Company issued 7,000,000 ordinary listed options (EMSOB) free in consideration for various Corporate Advisory Services in terms of a Corporate Advisory Mandate executed by Eastland Medical Systems Ltd and R M Corporate Finance Pty Ltd on 21st May 2009. No funds were raised from this issue. The recipient is not a related party of the Company and the options issued are on the same terms as existing ordinary options ranking equally in all respects.

All the shares set out in the above Resolutions Nos. 4, 6, and 7 have the same terms and rank equally with all existing shares on issue.

The options set out in the above Resolutions Nos. 5 and 8 are exercisable at $0.10 cents expiring on 30th June 2011, and rank equally with existing ordinary EMSOB options from the date of allotment.

Notes:
ASX Listing Rule 7.1 states that prior approval of shareholders is required for an issue of securities if the securities when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period. The Company is permitted to issue up to 15% of its securities within any 12 month period without shareholder approval.

ASX Listing Rule 7.4 states that an issue by a company of securities made without approval under Rule 7.1 is treated as having been made with such approval if the issue did not breach Rule 7.1 and the company's members subsequently approve the issue.
Resolutions Nos. 4, 5, 6, 7 and 8 seek shareholder approval for, and ratification of the issues of securities as stated above.

NB. ***All of the above allotments have been made within the 15% ceiling permitted under Listing Rule 7.1. This will provide the Company greater flexibility in managing future share issues, by reinstating the 15% threshold of its total ordinary shares in any twelve month period.***

Definitions

In this Explanatory Memorandum the following terms have these meanings:

ASX	means the securities exchange operated by ASX Limited
Board	means the Board of Directors of the Company
Company	means Eastland Medical Systems Ltd (ABN 35 090 987 250)
Director	means a Director of the Company
Explanatory Memorandum	means this memorandum
Listing Rules	means the listing rules of ASX
Meeting	means the Meeting convened by this notice
Notice	means the Notice of Annual General Meeting accompanying this Explanatory Memorandum
Option Holder	means an Option holder in the Company
Resolution	means a Resolution set out in the Notice of Meeting
Shareholder	means a Shareholder in the Company

Notice of Nomination of Auditor
of Eastland Medical Systems Ltd
ABN 35 090 987 250
12 October 2009

Appointment of Auditors

Following the resignation of Grant Thornton (WA) Partnership, subject to ASIC consent, I wish to nominate Grant Thornton Audit Pty Ltd as auditor of Eastland Medical Systems Ltd at the forthcoming Annual General Meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the Annual General Meeting and Grant Thornton Audit Pty Ltd.

Signed:

12 October 2009

Peter Jooste QC qq
Director duly authorised
On behalf of
Zulu [WA] Proprietary
Member

Date

ZULU (WA) PROPRIETARY * ACN 058 281 244 *
Common Seal

Form of Proxy

2009 Annual General Meeting

Eastland Medical Systems LTD

ABN 35 090 987 250

I/We

....of…………………………………………………..,

being a member/s of Eastland Medical Systems Ltd, and entitled to attend and vote hereby appoint:

………….. of …………………………………. or in their absence,

☐ The Chairman of the Meeting (mark with an 'X')

as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10:00 am (WST) on Thursday 19th November 2009 or at any adjournment of that meeting.

Individual /Security holder 1 Director	Security holder 2 Director/Secretary	
		this day of 2009

Please sign here

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. It is the Chairs intention to **vote in favour** of these resolutions. Should the member wish to direct the proxy how to vote, the resolutions should be completed.

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 as your proxy in respect of a resolution, please place a mark in this box.

☐ Please mark with an 'X'

By marking this box, you acknowledge the Chair of the Meeting may exercise your proxy notwithstanding an interest in the outcome of the resolution/s and that votes cast by the Chair 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 Chair 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 on the resolution.

NB. If transmitting your Proxy Vote by facsimile, ensure both pages are transmitted.

Eastland Medical Systems Ltd

Ordinary Business:		**For**	**Against**	**Abstain**
Resolution 1	Adoption of the Remuneration Report.			
The vote on this resolution is advisory only and does not bind the Company or its directors				
Resolution 2	Re-election of Mr. Dermot Patterson as a director			
Resolution 3	Appointment of Auditors			
Special Business:				
Resolution 4	Ratify the Allotment of 12,500,000 ordinary shares			
Resolution 5	Ratify the Allotment of 12,500,000 ordinary listed options (EMSOB)			
Resolution 6	Ratify the Allotment of 1,266,667 ordinary shares			
Resolution 7	Ratify the Allotment of 4,000,000 ordinary shares			
Resolution 8	Ratify the Allotment of 7,000,000 ordinary listed options (EMSOB)			

Appointing a second Proxy.
I/We wish to appoint a second proxy

☐ Mark with an 'X' if you wish to appoint a second proxy AND ☐ % OR ☐ State the percentage of your voting rights or the number of securities for this Proxy Form

NB. If transmitting your Proxy Vote by facsimile, ensure both pages are transmitted.

Instructions to complete this Proxy Form

1	**Your Name and Address** This is your name and address as it appears on the share register of Eastland Medical Systems Ltd. If this information is incorrect, please obtain a form from the Share Registry and mark the box and make the correction on that form. Security holders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your shares using this form.**
2	**Appointment of a Proxy** If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chair of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy and vote on your behalf. A proxy may be an individual or a corporation, but need not be a security holder of Eastland Medical Systems Ltd.
3	**Votes on Items of Business** You may direct your proxy how to vote by placing a mark in one of the three 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 will vote as they choose. If you mark more than one box on an item your vote on that item will be invalid.
4	**Appointment of a Second Proxy** If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the share registry of Eastland Medical Systems Ltd or you may copy this form. When more than one proxy is appointed, neither proxy is entitled to vote on a show of hands. To appoint a second proxy you must: (a) indicate that you wish to appoint a second proxy by marking the form. (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointment does not specify the percentage or number of the shareholder's voting rights each proxy may exercise half the votes (c) return both forms together in the same envelope.
5	**Signing Instructions and Authorised Signature(s)** You must sign this form as follows in the spaces provided:

Joint Holding :	where the holding is in more than one name all of the holders must sign.
Power of Attorney:	if signed under a Power of Attorney, this document must have already been lodged with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. A sole Director of a corporation without a Company Secretary can sign, pursuant to s127 of the Corporations Act 2001. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the share registry or Eastland Medical Systems Ltd administration.

Lodgement of Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 10.00 am 17th November 2009 being 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or: by posting, or	Eastland Medical Systems Ltd share registry: Advanced Share Registry Ltd PO Box 1156, Nedlands. W.A. 6909 Australia
By facsimile to Eastland Medical Systems Ltd share registry at the number opposite:	Facsimile 61 8 9389 7871