MEDICAL DEVELOPMENTS INTERNATIONAL LIMITED

ACN 106 340 667

NOTICE OF

SECOND ANNUAL GENERAL MEETING

WHEN: Thursday 3rd November 2005 at 11:00am

WHERE: Balmoral Room
Stamford Plaza Hotel
111 Little Collins Street
Melbourne

MEDICAL DEVELOPMENTS INTERNATIONAL LIMITED ACN 106 340 667

NOTICE OF SECOND ANNUAL GENERAL MEETING

Notice of Meeting

Notice is hereby given that the Second Annual General Meeting (AGM) of Medical Developments International Limited (the Company) will be held at the Stamford Plaza Hotel, 111 Little Collins Street Melbourne on Thursday 3rd November 2005 at 11:00am.

Ordinary Business

1. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2005.

2. To adopt the Remuneration Report, required by section 300A of the Corporations Act, as contained in the Directors' Report for the year ended 30 June 2005

3. To elect two Directors.

   (a) Mr Allan McCallum who was appointed a Director on 16 September 2003 retires in accordance with Article 12.4 of the Company's Constitution and being eligible offers himself for re-election.

   (b) Dr Anthony Coulepis who was appointed a Director on 13 July 2005 retires in accordance with Article 12.6 of the Company's Constitution and being eligible offers himself for re-election

By Order of the Board

Jeremy Payling
Secretary

30th September 2005

Explanatory notes to the Ordinary Business

Item 1 Financial Statements and Reports

The Corporations Act 2001 requires the Directors' Report, Auditor's Report and the Financial Report to be laid before the AGM. Neither the Corporations Act nor the Company's Constitution require a vote of shareholders at the AGM to adopt such reports; however, shareholders will be asked to receive and consider the reports and will be given opportunity to raise questions with respect to these reports at the AGM.

Item 2 Remuneration Report

The Corporations Act 2001 requires a non-binding vote on the Remuneration Report (contained as a separate section within the Directors' Report). Shareholders will be asked to approve the report and will be given the opportunity to raise questions or make comments about the report at the AGM.

Item 3a Election of Director

The Company's Constitution (article 12.4) requires that one third of the Directors, excluding the Managing Director, (or if that number is not 3 or a multiple of 3, then the number nearest one third) retire at each AGM. The Company's Constitution (article 12.4) also provides that each Director who has been in office for 3 years or more since that Director's election or last re-election retire at the AGM.

Mr Allan McCallum retires pursuant to article 12.4 and being eligible offers himself for re-election.

Item 3b Election of Director

The Company's Constitution (article 12.6) requires that any Director appointed to fill a casual vacancy retire at the next AGM. Dr Tony Coulepis was appointed to a casual vacancy on 13th July 2005. Dr Coulepis has many years experience in the biotech, pharmaceutical and diagnostics industries and was the founding Executive Director of AusBiotech Ltd in 2001, Australia's peak biotechnology industry organisation.

Dr Anthony Coulepis retires pursuant to article 12.6 and being eligible offers himself for re-election.

The Board recommends that shareholders vote in favour of Item 1.

The Board recommends that shareholders vote in favour of Item 2.

The Board recommends that shareholders vote in favour of Item 3a.

The Board recommends that shareholders vote in favour of Item 3b.

Voting Eligibility, Voting Procedures and Proxies

1. On a poll, shareholders have 1 vote for every fully paid ordinary share held.

2. A member of the company who is entitled to attend and cast a vote may appoint a person as the member's proxy. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If it is desired to appoint 2 proxies, then an additional proxy form can be obtained from the company's share registrar, Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford VIC 3067. Fax number 03 9473 2555.

3. The proxy form may specify the proportion or number of votes that the proxy may exercise. If the member appoints 2 proxies and does not specify the proportion or the number of the member's votes each proxy may exercise, each proxy may exercise half the votes. Any fractions of results will be disregarded.

4. A proxy does not need to be a member of the company.

5. A proxy may vote on a show of hands but a person holding proxy for more than 1 member has only 1 vote.

6. Proxy forms must be signed:

   (a) by the appointor or the attorney of the appointer duly authorised in writing; or

   (b) if the appointer is a corporation, either under seal or by an officer or attorney of the appointer duly authorised in writing.

7. To be effective, proxy forms (and if the appointment is signed by the appointer's attorney, the original authority under which the appointment is signed or a certified copy of the authority) must be received by the Company's Share Registrar, Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne VIC 3001, Fax number 03 9473 2555 at least 48 hours before the AGM.

8. In accordance with the *Corporations Act 2001* and the Company's constitution, all ordinary securities of the Company that are quoted securities at 7:00pm, 1st November, are taken, for the purposes of the AGM, to be held at the time of the meeting by the persons who held them at that time. Only those persons will be entitled to vote at the AGM.

9. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all powers that the appointing body could exercise at a meeting or on voting on a resolution. The representative should bring to the general meeting the appropriate "Certificate of Appointment of Corporate Representative" unless it has previously been given to the Company. A form of the certificate may be obtained from the Company's share registry.

Proxy Form

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

Medical Developments International Limited
ABN 14 106 340 667

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

000001 000 MVP
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)

I 1234567890 IND

Appointment of Proxy

I/We being a member/s of Medical Developments International Ltd 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 to act generally at the meeting 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) at the Annual General Meeting of Medical Developments International Ltd to be held at Balmoral Room, Stamford Plaza, 111 Little Collins Street, Melbourne on 3rd of November 2005 at 11.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark X to indicate your directions

		For	Against
Item 1	To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2005		
Item 2	To adopt the Remuneration Report, required by section 300A of the Corporations Act, as contained in the Directors' Report for the year ended 30 June 2005		
Item 3 (a)	Re-elect as a Director - Mr Allan McCallum		
Item 3 (b)	Re-elect as a Director - Dr Anthony Coulepis		

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

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

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name ______ Contact Daytime Telephone ______ Date / /

MVP 14PR

MVP_LIVE_120613/000001/000004/i

How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the two 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.

4 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 share registry or you may copy this form.

To appoint a second proxy you must:

(a) 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 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.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy 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 company's share registry or at **www.computershare.com**.

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 no later than 48 hours before the commencement of the meeting at 11.00am on 3rd of November 2005. 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:

IN PERSON	Registered Office - Factory 7, 56 Smith Road, SPRINGVALE VICTORIA 3171 AUSTRALIA
	Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL	Registered Office - Factory 7, 56 Smith Road, SPRINGVALE VICTORIA 3171 AUSTRALIA
	Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX	61 3 9473 2555