

MEDIC VISION LIMITED

ABN 67 099 084 143

Notice of Extraordinary General Meeting

NOTICE is given that an Extraordinary General Meeting of Medic Vision Limited ACN 099 084 143 ("**Company**") will be held at the offices of the Company at Suite 1, 261 Wattletree Road Malvern Victoria 3144 on Friday 14 March 2008 at 11.00 am

Business

Shareholders are invited to consider the following items of business at the Extraordinary General meeting:

Ordinary business

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

1. **Re-election of director**

"THAT **Mr Frank Cannavo**, who retires as a director of the Company by rotation in accordance with rule 17.1(a) of the constitution of the Company, be re-elected as a director of the Company."

2. **Approval of the Employee Share Option Plan**

"THAT the Medic Vision Limited Employee Share Option Plan (the **ESOP**) established by the Directors on 30 November 2007, the terms and conditions of which are summarised in the Explanatory Notes accompanying and forming part of this Notice of Meeting, be approved and adopted by the Company and the issue of options to subscribe for ordinary shares in the Company under the ESOP (and the issue of shares on exercise of such options) be approved as an exception to ASX Listing Rule 7.1 in accordance with exception 9(b) of ASX Listing Rule 7.2."

3. **Issue of options to Managing Director**

"THAT approval be given, for the purpose of ASX Listing Rule 10.11 and all other purposes, to the grant of 2,500,000 options to Mr Ross Horley, the Managing Director of the Company, each option entitling the holder to subscribe for one fully paid ordinary share in the Company on the terms and conditions summarised in the Explanatory Notes accompanying and forming part of this Notice of Meeting."

4. **Issue of options to Executive Director**

"THAT approval be given, for the purpose of ASX Listing Rule 10.11 and all other purposes, to the grant of 2,500,000 options to Mr Frank Cannavo, an Executive Director of the Company, each option entitling the holder to subscribe for one fully paid ordinary share in the Company on the terms and conditions summarised in the Explanatory Notes accompanying and forming part of this Notice of Meeting."

5. **Issue of options to Director**

"THAT approval be given, for the purpose of ASX Listing Rule 10.11 and all other purposes, to the grant of 500,000 options to Mr Patrick Cregan, a non-executive Director of the Company, each option entitling the holder to subscribe for one fully paid ordinary share in the Company on the terms and conditions summarised in the Explanatory Notes accompanying and forming part of this Notice of Meeting."

Dated: 7 February 2008

By order of the Board of Medic Vision Limited
Ross Horley
Managing Director

Voting information

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Extraordinary General meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.
- (e) A proxy form accompanies this notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a certified copy of that power or authority **by 11.00 am (Melbourne time) on 12 March 2008** at the registered office of the Company:
 - by post at Suite 1, 261 Wattletree Road Malvern Victoria 3144; or
 - by personal delivery at Suite 1, 261 Wattletree Road Malvern Victoria 3144; or
 - by facsimile: (03) 9576 3055.

Voting and other entitlements at the Extraordinary General meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations* 2001 that, for the purpose determining voting entitlements at the meeting, the shares on issue in the Company will be taken to be held by the persons who held them at 7.00 pm (Melbourne time) on 12 March 2008.

Voting exclusion statement

Resolution 2

The Company will disregard any votes cast by a Director of the Company or by any of their associates.

Resolution 3

The Company will disregard any votes cast by Mr Ross Horley or by any of his associates.

Resolution 4

The Company will disregard any votes cast by Mr Frank Cannavo or by any of his associates.

Resolution 5

The Company will disregard any votes cast by Mr Patrick Cregan or by any of his associates.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote and is cast 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 and is cast in accordance with a direction on the proxy form to vote as the proxy decides.

Explanatory notes to notice of Extraordinary General meeting

1. Re-election of director

Mr Cannavo has considerable experience within the listed company sector and in several cases has been instrumental in assisting them achieve their growth strategies. Mr Cannavo in the last 3 years had held the position as a Non-executive Director at Hannans Reward Ltd.

The Board, with Mr Cannavo abstaining, recommends that shareholders vote in favour of Mr Cannavo's re-election a Director.

2. Approval of the Employee Share Option Plan

In general, ASX Listing Rule 7.1 prohibits a company from issuing more than 15% of its securities in any 12 month period without first obtaining shareholder approval. There are a number of exceptions to the Rule.

Exception 9 in ASX Listing Rule 7.2 provides that shareholder approval is not required for an issue under an employee incentive scheme if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of the securities under the scheme as an exception to ASX Listing Rule 7.1.

Accordingly, shareholders are being asked, pursuant to exception 9 in ASX Listing Rule 7.2, to approve issues of securities under the Employee Share Option Plan (**ESOP**), the terms and conditions of which are summarised below, as an exception to ASX Listing Rule 7.1.

A summary of the key terms of the ESOP is set out below:

Eligibility	Employees (includes Directors) of the Company as determined by the Board.
Form of grant	Grants under the ESOP will be in the form of options, each option entitling the holder to subscribe for one fully paid ordinary share in the Company (subject to satisfaction of the terms and conditions of issue, including, if applicable, any performance conditions.
Participation	Eligible employees may be invited by the Board to participate in the ESOP.
Maximum Number of Options	The maximum aggregate number of options able to be issued under the ESOP is limited to no more than 5% of the total number of shares on issue in the Company at that time.
Performance conditions	The Board has discretion under the rules to set performance conditions which will apply to vesting and exercise of the options. The relevant performance conditions may vary between grants.
Issue price	It is intended that options will be granted at no cost to the participating employees (on the basis that the issue comprises part of the employee's remuneration).
Vesting and exercise price	The exercise price in respect of an option is fixed at the time of issue and is as determined by the Board or Plan Committee.
Restrictions attaching to Options	Options may only be transferred with the consent of the Board or if required by law (i.e. upon death or bankruptcy), and will lapse immediately if an employee purports to transfer them in breach of the ESOP Rules.
Cessation of employment	<p>If an employee ceases to be employed by the Company due to death, disability, or other reason with the approval of the Board, while the employee's unvested options will lapse, the employee's representatives will have until the last exercise date to exercise any vested options.</p> <p>If an employee ceases to be employed by the Company by reason of any fraudulent or dishonest act or breach of his or her obligations to the Company, all options held by the employee (whether vested or unvested) will lapse immediately.</p>

	<p>If an employee ceases to be employed by the Company due to bona fide redundancy, all unvested options will immediately vest and the employee will have until the earlier of the last exercise date or 12 months after the cessation of his/her employment to exercise the vested options.</p> <p>If an employee ceases to be employed by the Company for any other reason, all unvested options held by the employee will lapse immediately on the cessation of employment and the employee will have until the earlier of the last exercise date or 12 months after the cessation of employment to exercise any vested options.</p>
Takeover/scheme of arrangement	In the event of a takeover bid or scheme of arrangement in respect of the Company, all unvested options held by an employee will immediately vest and the employee will have until the last exercise date to exercise any vested options held by the employee.
Bonus issues, rights issues and reconstruction	If shares are issued pro rata to the Company's shareholders generally by way of bonus issue or rights issue or any reorganisation of the issued capital of the Company is effected, the number of shares to which an employee is entitled upon the exercise of options will be adjusted by the Board to ensure that no advantage or disadvantage accrues to the employee.
Administration	The ESOP will be administered, and the terms and conditions of all options granted under the ESOP will be determined, by the Board or by the Plan Committee (a committee appointed by the Board with responsibility for administration of the ESOP).
Amendment to the ESOP	Subject to the ASX Listing Rules and to specified restrictions in those Rules, the Company may at any time, by written instrument or by resolution of the Board, amend the ESOP Rules or the terms of options granted under the ESOP.

As the ESOP is a new employee incentive scheme, there have been no previous issues of options under the ESOP.

It is intended that the issue of options under the ESOP will be a standard component of senior executive remuneration and will comprise the Long Term Incentive component of the remuneration for all senior executives. Accordingly, options under the ESOP will be granted at no cost, but exercise will be subject in most cases to performance conditions as determined by the Board (or Plan Committee) at the time of each grant of options. The ESOP has generally been designed to link rewards to eligible employees and senior executives with improvements in Company performance and the delivery of returns to shareholders, and for other employees, to reward their performance.

3. Approval of issue of Options to Mr Horley, the Managing Director

In general, ASX Listing Rule 10.11 provides that a listed company must not issue securities to a related party, includes a director, without shareholder approval.

In accordance with the ASX Listing Rules, shareholders are being asked under Resolution 3 to approve the grant of options (and to the extent those options vest, the exercise of those options and the issue of shares) to Mr Ross Horley.

The number of options to be granted to Mr. Ross Horley is 2,500,000.

As each option will entitle the holder to subscribe for one ordinary share in the Company, the maximum number of shares which may be acquired by the Executive Director, Mr Ross Horley, is 2,500,000.

The options will vest in accordance with the following terms:

- 1,000,000 will vest immediately on issue;
- 500,000 will vest if, at any time within 12 months of the issue date of the options, the last sale price of the Company's shares on ASX equals exceeds \$0.35 for 14 consecutive trading days; and

- 1,000,000 will vest if, at any time within 24 months of the issue date of the options, the last sale price of the Company's shares on ASX equals exceeds \$0.45 for 14 consecutive trading days.

The exercise price of the options is \$0.177, being the weighted average sale price of the Company's shares on ASX in the 5 trading days prior to and including 30 November 2007.

The final exercise date for the options will be 30 November 2012.

If shareholder approval is obtained, the options will be granted to Mr Horley immediately after the meeting and, in any case, no later than one month after the date of the meeting.

No monies are payable by Mr Horley on the grant of the options and, if the options are exercised, the funds paid on exercise of the options will be used to supplement the working capital of the Company.

Details of the options held by, and exercised by, each Director, and the shares acquired by senior executives and Directors, will be published in each annual report of the Company.

4. Approval of issue of Options to Mr Cannavo, an Executive Director

In general, ASX Listing Rule 10.11 provides that a listed company must not issue securities to a related party, includes a director, without shareholder approval.

In accordance with the ASX Listing Rules, shareholders are being asked under Resolution 4 to approve the grant of options (and to the extent those options vest, the exercise of those options and the issue of shares) to Mr Frank Cannavo.

The number of options to be granted to Mr. Frank Cannavo is 2,500,000.

As each option will entitle the holder to subscribe for one ordinary share in the Company, the maximum number of shares which may be acquired by the Executive Director, Mr Frank Cannavo, is 2,500,000.

The options will vest in accordance with the following terms:

- 1,000,000 will vest immediately on issue;
- 500,000 will vest if, at any time within 12 months of the issue date of the options, the last sale price of the Company's shares on ASX equals exceeds \$0.35 for 14 consecutive trading days; and
- 1,000,000 will vest if, at any time within 24 months of the issue date of the options, the last sale price of the Company's shares on ASX equals exceeds \$0.45 for 14 consecutive trading days.

The exercise price of the options is \$0.177, being the weighted average sale price of the Company's shares on ASX in the 5 trading days prior to and including 30 November 2007.

The final exercise date for the options will be 30 November 2012.

If shareholder approval is obtained, the options will be granted to Mr Cannavo immediately after the meeting and, in any case, no later than one month after the date of the meeting.

No monies are payable by Mr Cannavo on the grant of the options and, if the options are exercised, the funds paid on exercise of the options will be used to supplement the working capital of the Company.

Details of the options held by, and exercised by, each Director, and the shares acquired by senior executives and Directors, will be published in each annual report of the Company.

5. Approval of issue of Options to Executive Director

Similar to the above, in accordance with the ASX Listing Rules 10.11 and 10.13, shareholders are being asked under Resolution 5 to approve the grant of options (and to the extent those options vest, the exercise of those options and the issue of shares) to Mr Patrick Cregan.

The number of Options to be granted to Mr Patrick Cregan will be 500,000.

As each option will entitle the holder to subscribe for one ordinary share in the Company, the maximum number of shares which may be acquired by the non-executive Director, Mr Patrick Cregan, is 500,000).

All options to be issued to Mr Cregan will vest immediately on issue.

The exercise price of the options is \$0.20. The final exercise date for the options will be 28 February 2012.

If shareholder approval is obtained, then the granting of the options to Mr Cregan will be made immediately after the meeting and, in any case, no later than one month from the date of the meeting.

No monies are payable by Mr Cregan on the grant of the options and, if the options are exercised, the funds paid on exercise of the options will be used to supplement the working capital of the Company.

Details of the options held by, and exercised by, each Director, and the shares acquired by senior executives and Directors, will be published in each annual report of the Company.

Proxy Form

NAME
ADD1
ADD2
ADD3
ADD4
ADD5

HIN / SRN:

SECTION A

Appointment of Proxy

I/We being a member (s) of Medic Vision Limited and entitled to attend and vote hereby appoint:

the Chairman of the Meeting

Or

(mark with "X" in box if you wish to appoint the Chairman)

(write here the name of the person you are appointing if this person is someone other than the Chairman of the meeting)

or failing the person named, or if no person 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 General Meeting of the Company to be held at 11:00am on Friday 14 March 2008, at 1/261 Wattletree Road, Malvern Victoria and at any adjournment of that meeting.

SECTION B

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

Ordinary Business

	FOR	AGAINST	ABSTAIN *
Resolution 1 Re-election of director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval of the Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Issue of options to Mr Horley - Managing Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Issue of options to Mr Cannavo - Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Issue of options to Mr Cregan – non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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.

Please note that your Chairman intends to vote undirected proxies in favour of each item of business

If the Chairman of the General Meeting is appointed 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 the box.. By marking the box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolutions and that votes cast by the Chairman 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 will not cast your votes on the resolutions and your votes will not be counted in the required majority.

SECTION C

Appointment of a Second Proxy

I / We wish to appoint a second Proxy

Mark '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

PLEASE SIGN BELOW

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security holder 1

Security holder 2

Security holder 3

Sole Director and sole Company Secretary

Director

Director/ Company Secretary

Contact name

Contact day time telephone

Date

NOTES

1. Name and Address

This is the name and address on the Share Register of Medic Vision Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your Proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairman as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairman of the Meeting please write the name of that person in Section A. 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 Shareholder of Medic Vision Limited.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as 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 (03) 8508 8288 or you may photocopy 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 of your votes; and
- (b) Return both forms in the same envelope.

5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

Joint Holding: where the holding is in more than one name all of the Shareholders must 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 11.00am on Wednesday 12 March 2008 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company. You are encouraged to submit your proxy by mail or fax 03 9576 3055. The addresses are as follows:

- By mail: **Medic Vision Ltd**
Suite 1, 261 Wattletree Road
Malvern Victoria 3144
- By hand: Suite 1, 261 Wattletree Road
Malvern Victoria 3144
- By Fax: Fax number + 61 3 9576 3055
- By email: adam.legg@medicvision.com.au