

MEDIGARD LIMITED
[ACN 090 003 044]
 (“Medigard” or “Company”)

SHARE PURCHASE PLAN 2017 OFFER DOCUMENT

This Offer of Shares is made on the terms and conditions of the Share Purchase Plan set out in this Offer Document and the accompanying Application Form. The closing date for this Offer is 7pm AEDT on 22 December 2017.

It is important you read this Offer Document and accompanying Application Form in full. You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

Certain capitalised terms used in this Offer Document have the meaning set out in the Glossary on page 7.

KEY OFFER DETAILS	
Issue price of shares offered under this Share Purchase Plan:	2 cents (\$0.02) per Share
Minimum application amount:	\$5,000 (250,000 shares)
Maximum application amount: [^]	\$15,000 (750,000 shares)
Applications can be made for parcels of Shares valued (at the issue price) at: [*]	The accompanying Application Form provides for acceptances of: A. \$5,000 (250,000 shares) B. \$10,000 (500,000 shares) C. \$15,000 (750,000 shares) The Company may, at its discretion, accept other amounts up to \$15,000 if paid by BPAY.
Maximum amount to be raised:	\$642,900. The Company intends to accept applications from all eligible shareholders under the SPP up to that amount, subject to any limitations under the Listing Rules and the Corporations Act.
Proposed use of funds:	Funds raised under the Offer will primarily be used to support careful further examination of and potential investment into some next-generation needle product innovations the Company has identified, improve the balance sheet strength in the context of the promising and exciting opportunities that are presently under review, for working capital and to pay costs of the SPP.
Is the Offer underwritten?	No, the Offer is not underwritten.
What will happen if the maximum raising is not reached?	The Company will issue the Shares for which valid applications have been received.
Offer Date:	8 December 2017, being the date of this Offer Document.
Eligibility:	To be eligible under the Offer, the applicant’s address in the Company’s register of members must be in Australia and New Zealand. The applicant must have been registered as a shareholder on the Record Date.
Record Date (for determining recipients of this Offer): ⁺	7pm AEDT on 6 December 2017, being the day before the date on which this Share Purchase Plan was announced to ASX.
Closing Date: ⁺	7pm AEDT on 22 December 2017 The Company may, in its absolute discretion, extend the Closing Date and/or accept late applications.
Anticipated issue of new Shares: ⁺	2 January 2018
Anticipated dispatch of holding statements and (if applicable) refunds: ⁺	2 January 2018
Anticipated commencement of trading of new Shares: ⁺	5 January 2018

[^] Custodians (within the meaning of ASIC CO 09/425) may apply for up to \$15,000 (750,000 shares) on behalf of each distinct beneficiary represented, by returning their completed Application Form and Custodian Schedule (“Custodian Schedule”) which can be obtained from the Company or the Share Registry. Further details are provided below.

^{*} The Board may scale back (reduce) applications received where applications exceed the maximum amount permitted under the Listing Rules. In that event, the Board will determine the manner in which acceptances are scaled back, which may include reducing the number of Shares issued to eligible applicants (proportionally or otherwise), giving preference to eligible applicants according to when their acceptance and/or payment was received, adjusting the respective proportions of acceptances to avoid small holdings and/or to “top up” holdings of less than a marketable parcel, or combinations of these, or any other method the Board in its absolute discretion considers appropriate. The Company also reserves the right, at its absolute discretion and without being obliged to do so, to issue Shares in addition to the maximum offered under this Share Purchase Plan by arrangement with relevant applicants who are not Directors or other related parties of the Company if it can do so lawfully from its existing capacity to issue securities without further shareholder approval under the Listing Rules.

Eligible Shareholders must ensure they apply for Shares prior to the Closing Date. The Company will refund to the applicant the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant. Refunds will be paid to the applicant by cheque, unless other arrangements are made with the Company or the Registry. No interest shall be paid on refunded application monies.

⁺ The above dates are indicative only. The Company reserves the right to change any date without notice including by postponing the closing date or closing the Offer early, or to withdraw or cancel this Offer. The Company may extend, close or withdraw the Offer by making an announcement to ASX, without being required to inform each Shareholder individually.

If you wish to participate in this Share Purchase Plan you must apply for Shares using the personalised Application Form accompanying this Offer Document. If you are a Custodian and wish to apply on behalf of distinct beneficiaries, you must complete and return the personalised Application Form and Custodian Schedule which can be obtained from the Company or the Share Registry. If any of your details on the Application Form are incorrect, please contact the Company’s Share Registry urgently.

Certain capitalised terms used in this Offer Document have the meaning set out in the Glossary on page 7.

ABOUT MEDIGARD

Medigard Limited [ACN 090 003 044] (“**Medigard**” or the “**Company**”) is an ASX listed company engaged in the development and commercialisation of innovative medical technology.

ABOUT THE USE OF FUNDS

Funds raised under the Offer will primarily be used to support careful further examination of and potential investment into some next-generation needle product innovations the Company has identified, improve the balance sheet strength in the context of the promising and exciting opportunities that are presently under review, for working capital and to pay costs of the SPP Offer

Further details on the activities of the Company can be obtained by reviewing its ASX releases available from the ASX website www.asx.com.au under the code “MGZ”.

IMPORTANT INFORMATION

Participation in the Share Purchase Plan is optional and is subject to the terms and conditions of this Offer Document. The Company intends to raise up to \$642,900 at an issue price of 2 cents (\$0.02) per Share. This price represents a:

- 17.62% discount to the volume weighted average price of the Company’s shares sold on the ASX for the last five days on which the Company’s shares were traded prior to 7 December 2017, being the day this Offer was announced; and
- a 19.2% discount to the volume weighted average price for the last fifteen days on which the Company’s shares were traded prior to 7 December 2017, being the day this Offer was announced.

Fractional entitlements to Shares will be rounded down and amounts payable rounded to the nearest whole dollar.

Each offer made under this Share Purchase Plan to eligible Shareholders is made on the same terms and conditions.

The Offer is not underwritten.

Price Risk: Applicants should specifically consider the risk of movement in market value of the Shares. The market price of the Shares may change between the Offer Date and the date when the Shares are issued to applicants under this Share Purchase Plan, with the effect that the price or value of the Shares which applicants receive under this Share Purchase Plan may be more or less than the price paid for the Shares. The closing price of the Company’s shares on the last trading day before the announcement of the Offer was 2.9 cents (\$0.029). The trading price may rise or fall after the Offer Date, after the date upon which the Shares are applied for, before the Shares are issued, or before the Shares can be traded. There is no certainty that applicants will be able to sell their Shares for more than or at the same price as they paid for them, or at all. Information about the prices at which the Company’s trade on ASX can be obtained from the ASX website (www.asx.com.au) under using the code “MGZ”. Closing prices can also be found in daily newspapers.

No account has been taken of the particular objectives, financial situation or needs of recipients of this Offer Document. Because of this, recipients of this Offer Document should have regard to their own objectives, financial situation and needs.

Recipients of this Offer Document should make their own independent investigation and assessment of the Company, its business, assets and liabilities, prospects and profits and losses, and the risks associated with investing in the Company. Independent expert advice should be sought before any decision is made to apply for Shares under this Share Purchase Plan, or acquire additional Shares or other securities in the Company. The Company may make announcements between this Offer Document being sent to shareholders and the Closing Date. Shareholders should check the Company’s website, www.medigard.com.au, and announcements at the ASX website www.asx.com.au under the Company’s code “MGZ” for updated information during the Offer period.

The Offer under this Share Purchase Plan is non-renounceable, meaning that a Shareholder cannot transfer the right to participate in the Offer to another person or entity. Participation in this Offer is not compulsory.

The Offer is made pursuant to ASIC CO 09/425. Accordingly, the Company is exempted from the requirements contained in Parts 6D.2 and 6D.3 of the Corporations Act. The Company will not be issuing a prospectus in relation to the Shares offered under the Share Purchase Plan and is not required to seek the approval of shareholders in relation to the offer under the Share Purchase Plan.

Directors and officers of the Company (and their associates) who hold Shares as at the Record Date may participate in this Offer, subject to the terms and conditions set out in this Offer Document and the Application Form.

The Company reserves the right to vary the terms and conditions of this Share Purchase Plan without notice. The Company reserves the right to waive strict compliance with the terms and conditions of this Share Purchase Plan, including but not only by accepting (at its absolute discretion) applications received after 7pm AEDT on the Closing Date.

The Company also reserves the right to terminate this Share Purchase Plan at any time. In the event of termination of this Share Purchase Plan, or rejection of any application for any reason, all monies received shall be refunded to the applicant by cheque without interest.

The Company's rights and powers may be exercised by the Directors or any delegate of the Directors.

This Offer Document, the Share Purchase Plan, Offer, and terms and conditions (including the Application Form) are governed by the laws applying in the State of Queensland, Australia. By applying for Shares applicants agree to submit to the exclusive jurisdiction of the Courts of that State and the courts of appeal from those Courts.

SHARES OFFERED

The Shares under the Offer are fully paid ordinary shares in the capital of the Company. Shares issued under this Share Purchase Plan shall rank equally with, and have the same terms as the Company's other Shares.

The Company will not be obliged to issue Shares and the applicant will not be entitled to receive or be issued Shares until the Board resolves to issue the Shares. After the Shares are issued, the Company will promptly make an application to the ASX for the Shares to be admitted to quotation. The anticipated timetable for issuing Shares and sending holding statements to successful applicants is set out on page 1 of this Offer Document. It is the responsibility of applicants to determine their allocation prior to trading in Shares. Applicants trading Shares before they receive their holding statements will do so at their own risk.

APPLYING FOR SHARES UNDER THE SHARE PURCHASE PLAN

To apply for Shares under the Share Purchase Plan, please utilise the payment options detailed below:

- Make your payment via BPAY^{®1} for one of the designated subscription amounts set out on the application form using the personalised customer reference number set out on the application form. There is no requirement to return the application form if you are paying by electronic means. You may only make a payment by BPAY if you are the holder of an account with an Australian Financial Institution. If applying by BPAY, you need to ensure your payment is received by the Share Registry by no later than 7pm AEDT on the Closing Date. Applicants should be aware that their own financial institution may implement early cut off times, or daily or per transaction limits, with regards to electronic payments and therefore should take this into consideration when making payment; or
- Complete the enclosed application form and return it, together with a cheque made payable to "Medigard Limited" and cross "Not Negotiable" in the amount equal to the designated subscription amounts selected, to the Share Registry's address below:

Medigard Limited, (Postal) GPO Box 3993, Sydney NSW 2001. (Delivery) Level 12, 225 George Street, Sydney NSW 2000.

By completing and returning the Application Form accompanying this Offer Document or making a payment for Shares offered under this Share Purchase Plan by BPAY, the applicant acknowledges that it is an eligible Shareholder and agrees to be bound by the Constitution of the Company and by the terms and conditions set out in this Offer Document and the Application Form. Receipt by the Company's Share Registry of a completed Application Form accompanying this Offer Document or payment for Shares offered under this Share Purchase Plan by BPAY constitutes an irrevocable and unconditional acceptance of the Offer in accordance with the terms and conditions of this Offer Document and the Application Form by the applicant.

It is the applicant's responsibility to ensure any application and application monies are received at the address specified on the Application Form before the close of this Offer being 7pm AEDT on the Closing Date. Note, your bank may impose cut off times for processing payments, and/or may impose daily limits – it is important that you make your payment in time and according to any limits so that payment for the full amount of Shares you wish to apply for is received on time and in full. Late applications or of application monies received after the specified time will not be accepted, unless the Company at its absolute discretion otherwise determines. Neither the Company nor the Company's Share Registry accepts any liability for lost, delayed or misdelivered application forms or application monies.

The accompanying Application Form provides for acceptances to be made in one of three designated amounts set out in the Application Form, each of which identifies the number of Shares represented by each amount. The Company may, at its discretion, accept other amounts up to \$15,000 if paid by BPAY.

The Company reserves the right to reject an application received, and/or may refuse to issue Shares under this Share Purchase Plan, if the Company believes that acceptance of the application or issue of the Shares may be contrary to any applicable law, the terms of ASIC CO 09/425 (or any replacement class order), the Listing Rules of ASX, or the terms and conditions of this Share Purchase Plan.

The Company may amend or complete any application received if such amendment would assist or permit the Company to issue and/or the applicant to receive Shares under this Share Purchase Plan, provided no amendment shall result in the number of Shares to be issued exceeding the number of Shares which may be issued at the Offer price represented by the application monies received. If a cheque or other form of payment of application monies is not honoured, the Company may at its sole discretion issue Shares in response to the application and recover the application monies as a debt due or reject the application.

EFFECT OF RECEIPT

In addition to any acknowledgment noted herein, receipt by the Share Registry of a completed Application Form or payment for Shares offered under this Share Purchase Plan by BPAY:

- constitutes an irrevocable and unconditional acceptance of the Offer in accordance with the terms and conditions set out in this Offer Document and the Application Form by the applicant;
- represents an acknowledgment that the applicant is lawfully permitted to accept the Offer to acquire the Shares under the Share Purchase Plan and participate in the Share Purchase Plan in accordance with the applicable laws in Australia and any other applicable laws in the jurisdiction in which the applicant and/or the beneficial owner of the Shares is situated;
- represents an acknowledgement that the applicant accepts the risk that the market price of the Shares may fall between the date on which the Application is submitted and the date the Shares the subject of the Offer are issued and allocated;
- represents an acknowledgement by the applicant that the Company is not liable for any exercise of its discretions referred to in the terms and conditions of this Offer Document or the Application Form; and
- represents an acknowledgement by the applicant that under the terms and conditions of this Offer Document and the Application Form, to the maximum extent possible at law, the applicant releases the Company and its Directors and officers from any liability for any loss the applicant may suffer as a result of making any investment in the Company under the Share Purchase Plan.

MAXIMUM APPLICATIONS

Each eligible Shareholder who is not a Custodian may only apply for up to \$15,000 of Shares. If a registered holder of Shares receives more than one offer under this Share Purchase Plan (for example, due to multiple registered holdings, including joint holdings), it may only apply for up to \$15,000 of shares in total.

Accordingly, applicants must provide the Company with certification to the effect that the total of the application for Shares the subject of the Application Form and any other Shares applied for by the applicant under a share purchase plan or similar arrangement in the 12 months prior to the application (including any Shares which the applicant has instructed a Custodian to acquire on their behalf under a share purchase plan including this Share Purchase Plan or similar arrangement) does not exceed \$15,000. Joint holders are counted as a single shareholder for the purposes of determining entitlements. A joint holder who receives more than one offer under the Share Purchase Plan due to multiple registered holdings (including both sole and joint holdings) may only apply for up to \$15,000 of shares in total.

Applications counted in determining whether the \$15,000 limit would be exceeded include application made through a Custodian or other nominee. The Application Form includes a statement that the acceptance by the Company of the application will not result in the applicant acquiring Shares under this Offer (or under any other share purchase plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the prior 12-month period. The statement also applies to applications made by BPAY.

CUSTODIANS

A registered shareholder who is a Custodian holding Shares on behalf of two or more beneficial holders as at the Record Date may acquire multiple parcels with an application price totalling up to \$15,000 (750,000 Shares) on behalf of distinct beneficiaries, subject to compliance with the procedures and certification requirements set out in ASIC CO 09/425. In addition, where requested by the Company, Custodians must provide evidence satisfactory to the Company of distinct

holdings when accepting the Offer under this Share Purchase Plan. Custodians must establish that the issue of Shares applied for on behalf of a beneficiary will not result in the beneficiary acquiring Shares under this Offer (or under any other share purchase plan of the Company or similar arrangement) with an application price totalling more than \$15,000 in the 12-month period prior to an application under this Share Purchase Plan.

Custodians must obtain a separate Custodian Schedule from the Company or the Company's Share Registry if they wish to accept multiple parcels on behalf of distinct beneficiaries. The lodgement of the personalised Application Form which accompanies this Offer may be treated by the Company as an acceptance by the holder named on the form and not as being made on behalf of distinct beneficiaries.

When requesting a Custodian Schedule from the Company or the Company's Share Registry, Custodians must allow time for the dispatch, completion and return of the form. Requests should be made in writing via email at registrar@securitytransfer.com.au. Requests made on or after the fifth business day before the Closing Date may not result in the separate Application Form being received in sufficient time to allow for lodgement before 5.00pm AEDT on the Closing Date.

If you are unsure whether you are a Custodian for the purposes of the Offer you should obtain independent legal advice.

EXCLUDED APPLICANTS

A Shareholder who alone or with its associates would obtain an interest in more than 20% of the issued voting shares of the Company may be ineligible to accept an offer under this Share Purchase Plan. The Company reserves the right to refuse an application if the applicant (alone or with its associates) would obtain an interest in more than 20% of the issued voting shares of the Company. The Company may amend any application received such that the applicant's interest alone or with its associates is no more than 20% of the issued voting shares of the Company. In the event that an application is adjusted, the Company will refund to the applicant by cheque without interest the difference between the application monies received by the Company and application monies payable for the number of Shares actually issued to the applicant.

Only shareholders whose address in the Company's register of members is in Australia and New Zealand may apply. Regardless of their address in the register, applicant's resident in countries outside Australia and New Zealand should consult their professional advisers as to whether any governmental or other consents are required or whether formalities need to be observed to enable them to apply for and accept Shares.

Only applicants registered as a shareholder in the Company's register of members at 7pm AEDT on the Record Date may apply.

Accordingly, this document does not constitute an offer of Shares in any place in which, or to any person to whom, it would not be lawful to make such an offer. Return of an Application Form or payment of application monies will be taken by the Company to constitute a representation by the applicant that there has been no breach of such requirements.

BROKERAGE

No brokerage is payable by applicants in respect of applications or the issue of Shares to applicants under this Share Purchase Plan.

ENQUIRIES

You should seek independent legal and/or financial advice if you are in any doubt about the terms of this Offer or whether to accept this Offer.

If you have any questions about this Offer or how to accept this Offer, please contact your stockbroker or professional adviser, or the Company on 07 5578 7822.

GLOSSARY

AEDT	Australian Eastern Daylight Time in Sydney New South Wales.
ASIC CO 09/425	ASIC Class Order 09/425 issued by the Australian Securities and Investments Commission, as amended.
ASX	means ASX Limited [ACN 008 624 691] and the prescribed financial market known as the Australian Securities Exchange.
Application Form	means the personalised application and acceptance form which accompanies this Offer Document.
Board	means the Board of Directors of the Company from time to time.
Company or MGZ	means Medigard Limited [ACN 090 003 044]
Corporations Act	means the Corporations Act 2001 (Cth).
Custodian	means a custodian within the meaning of ASIC Class Order 09/425.
Custodian Schedule	means a separate schedule which can be requested, completed and submitted by a Custodian.
Director	means a Director of the Company.
Eligible Shareholder	means a Shareholder who is eligible to participate in the Share Purchase Plan.
Listing Rules	means the Listing Rules of ASX.
Offer	means the offer of fully paid ordinary shares to eligible Shareholders made in this Share Purchase Plan Offer Document.
Offer Document	means this Share Purchase Plan offer document.
Record Date	means 7pm AEDT on 6 December 2017.
Share	means an ordinary fully paid share in the capital of the Company (including those proposed to be issued under the Share Purchase Plan and “ Shares ” has a corresponding meaning.
Shareholder	means a person who holds Shares.
Share Purchase Plan	means the share purchase plan described in this Offer Document.
Share Registry	means Boardroom Pty Limited [ACN 003 209 836]