



TOWARD A SAFER WAY.

23 September 2009

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of shareholders is to be held at Gould Ralph, Level 42, Suncorp Place, 259 George Street, Sydney NSW 2000 on Friday 23 October 2009 at 11.00 am.

### Ordinary Resolutions

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 30 June 2009.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

#### 1. Adoption of the Remuneration Report

'That the Remuneration Report for the year ended 30 June 2009 be and is hereby adopted.'

#### 2. Election of a Director

'That Geoffrey Cumming be and is hereby elected as a Director.'

#### 3. Election of a Director

'That Ian Burnham Mitchell be and is hereby elected as a Director.'

#### 4. Issue and Allotment of Options – Thomas Mann

'That options to take up 1,000,000 fully paid shares in the Company at 8 cents per share be issued and allotted to Thomas Mann, a Director of the Company, which such options shall expire on 30 June 2014'

#### 5. Issue and Allotment of Options – Gary Lewis

'That options to take up 1,000,000 fully paid shares in the Company at 8 cents per share be issued and allotted to Gary Lewis, a Director of the Company, which such options shall expire on 30 June 2014'

#### 6. Issue and Allotment of Options – Ian Mitchell

'That options to take up 500,000 fully paid shares in the Company at 8 cents per share be issued and allotted to Ian Mitchell, a Director of the Company, which such options shall expire on 30 June 2014'

#### 7. Issue and Allotment of Options – Geoffrey Cumming

'That options to take up 500,000 fully paid shares in the Company at 8 cents per share be issued and allotted to Geoffrey Cumming a Director of the Company, which such options shall expire on 30 June 2014'

**Special Resolution**

**8. Change of Company Name**

'That the name of the Company be changed from 'BMDI TUTA Limited' to 'Medical Australia Limited'.

To transact any other business that may be brought forward in accordance with the Company's Constitution.

Yours sincerely

Ian Mitchell  
Company Secretary

**ANNUAL GENERAL MEETING  
TO BE HELD ON 23 OCTOBER 2009  
EXPLANATORY MEMORANDUM**

**Resolution 1**

The Remuneration Report, which can be found in the Directors' Report in the Company's 2009 Annual Report, contains certain prescribed details and sets out the policy adopted by the Board of Directors and discloses the payments to Directors.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. The resolution is advisory only and does not bind Directors.

**Resolution 2**

In accordance with Article 56.2 of the Company's Constitution and the Corporations Act, having been appointed as a Director during the year, Geoffrey Cumming retires as a Director and, being eligible, offers himself for election.

**Resolution 3**

In accordance with Article 56.2 of the Company's Constitution and the Corporations Act, having been appointed as a Director during the year, Ian Burnham Mitchell retires as a Director and, being eligible, offers himself for election.

**Resolutions 4 to 7 inclusive**

Resolutions 4 to 7 inclusive propose the granting of options to directors of the Company whose names appear in each of the resolutions in the numbers stated in each resolution. Shareholder approval is required under listing rule 10.11 as the issue of options will be made to directors who are classified as related parties of the Company. The options will be issued upon the following principal terms and conditions, details of which are provided pursuant to Listing Rule 10.13:

- |                              |  |
|------------------------------|--|
| • Allottees:                 | As set out in Resolutions 4 to 7 inclusive   |
| • Number of options:         | a total of 3,000,000 as set out in Resolutions 4 to 7 inclusive  |
| • Issue Date:                | Immediately following shareholder approval of the grant and in any event within one month following the Annual General Meeting   |
| • Issue price:               | \$nil  |
| • Entitlement per option:    | Exercisable at any time before the expiry date to acquire 1 fully paid ordinary share  |
| • Expiry date:               | 30 June 2014   |
| • Exercise price per option: | \$0.08   |
| • Voting Exclusion:          | The Company will disregard any votes cast on Resolutions 4, 5, 6 and 7 by any of the proposed grantees and their associates.<br>However, the Company need not disregard a vote if:<br>It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or<br>It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. |

No funds will be raised from the issue of the options. In the event that any of the options are exercised, the funds raised will be used for the continued development and promotion of the Company's new and existing product ranges and for working capital purposes.

The options which may be granted are intended to provide an incentive to the directors named in the resolutions. The Directors consider that the incentive represented by these options is a cost effective and efficient incentive offered by the Company when compared with alternative forms of incentive such as directors' fees being paid at a market rate

The options are not proposed to be granted under a formal employee incentive scheme.

Approval for the issue of the options to the directors is sought in accordance with listing rule 10.11. If approval is given under listing rule 10.11, approval will not be required under listing rule 7.1.

## **Resolution 8**

Resolution 8, a Special Resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution to be voted in favour of the resolution, is proposed to simplify the Company's name and to reflect the growing market branding of the Company's product range. The proposed name has been reserved with ASIC.

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the Australian Stock Exchange Limited at 7:00pm Sydney time on 21 October 2009 are taken, for the purposes of the general meeting to be held by the person who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.



TOWARD A SAFER WAY.

FORM OF PROXY

I/we .....
of .....

being a member/members of BMDi TUTA Limited HEREBY APPOINT

.....
or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf
at the Annual General Meeting of Members of the Company to be held at 11.00 am on 23 October
2009 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate boxes below:

Table with 4 columns: RESOLUTION, FOR, AGAINST, ABSTAIN. Rows include Adoption of the Remuneration Report, Election of Geoffrey Cumming as Director, etc.

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. 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.

Important:

If you do not wish to direct your Proxy how to vote, please place a mark in the box: [ ]

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an
interest in the outcome of the resolution and votes cast by him other than as proxy holder will be
disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of
each item.

If the Chair 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 the box. [ ]

*By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has 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 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.*

Dated this . . . . . day of . . . . . 2009.

Signatures of Member(s) . . . . .

THE COMMON SEAL of . . . . . A.C.N. . . . .

was hereunto affixed in accordance with its Constitution in the presence of:

.....

Director

Secretary

### **PROXY INSTRUCTIONS**

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. All executors of deceased estates must sign.
6. This Proxy Form (and the original or certified copy of any power of attorney under which this proxy form is signed) must be received at the address given below no later than 48 hours before the time appointed for holding the meeting:
  - in person or by mail to the Company's registered office, Level 11, 37 Bligh Street, Sydney, NSW 2000 Australia; or
  - by facsimile on +61 2 9232 6826; or
  - in person; or
  - mail to Gould Ralph at Level 42, Suncorp Place, 259 George Street, Sydney NSW 2000 or
  - their facsimile on +61 2 9032 3088