

ASX/MEDIA RELEASE

ASX: MLA 11 June 2010

NOTICE OF GENERAL MEETING

The Company advises that the annexed Notice of General Meeting has today been sent to all shareholders.

Yours sincerely,

Ian Mitchell
Company Secretary

11 June 2010

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of shareholders of Medical Australia Limited ('the Company') will be held at Gould Ralph, Level 42, Suncorp Place, 259 George Street, Sydney NSW 2000 on Thursday 15 July 2010 at 11:00am to consider the following resolutions:

General Business

1. Approval of Non Renounceable rights issue to shareholders

To consider and, if thought fit, to pass as an ordinary resolution:

'THAT, the non-renounceable right to apply for 277,844,152 ordinary shares in the capital of the Company together with an attaching option to acquire a further new share for every two shares held in the Company as at 26 July 2010 on the terms and conditions contained in a replacement prospectus lodged with Australian Securities and Investments Commission on 7 June 2010 and the listing of such shares and options on the ASX Official List is approved and authorised.'

2. Authority to Issue Shares

'That, for the purpose of ASX Listing Rules 7.1 and 7.3 and Section 708(8) and Section 708(11) of the Corporations Act, and for all other purposes, the Directors be authorised to make placements of up to 41,500,000 fully paid ordinary shares at price(s) to be determined by the Directors of the Company, but not at less than 80% of the average ASX market price over the five days on which sales in the securities were recorded preceding the date of such placement(s), within 3 months from the date of this meeting to such professional and sophisticated investors as the directors may determine, as defined in the Corporations Act, other than related parties.'

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11 the Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and an associate of that person.

However, the Company need not disregard a vote if:

- a) 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
- b) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

3. Authority to Issue Options

'That, for the purpose of ASX Listing Rules 7.1 and 7.3 and Section 708(8) and Section 708(11) of the Corporations Act, and for all other purposes, the Directors be authorised to make placements

of up to 20,000,000 listed options at \$0.001 each, exercisable at \$0.025 on or before 14 July 2012 within 3 months from the date of this meeting to such professional and sophisticated investors as the directors may determine, as defined in the Corporations Act, other than related parties.'

Shareholders should read the Explanatory Statement set out below before determining their vote on this resolution.

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11 the Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and an associate of that person.

However, the Company need not disregard a vote if:

- c) 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
- d) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

4. Approval of Medical Australia Limited Employee Option Plan

'That for the purpose of Exception 9 to ASX Listing Rule 7.2 and Section 260C of the Corporations Act 2001 shareholders approve the establishment of the Medical Australia Limited Employee Option Plan a copy of which is annexed hereto and the terms and conditions thereof.'

Voting Exclusion Statement

In accordance with ASX Listing Rule 14.11 the Company will disregard any votes cast on this resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and an associate of that person.

However, the Company need not disregard a vote if:

- e) 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
- f) It is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

EXPLANATORY NOTE

ASX Listing Rules and Corporations Act 2001 require that shareholders determine whether or not to approve an Employee Option Plan and the terms and conditions thereof. An extract of the terms of the Medical Australia Employee Option Plan is annexed to this Notice. A full copy of the Plan is available to shareholders upon request. The exercise price of options issued under the Employee Option Plan will be as determined by the Board at the time of issue.

By Order of the Board

Ian Mitchell
Company Secretary

EXPLANATORY MEMORANDUM

1. Resolution 1 – Approval of Non Renounceable Rights Issue

The terms and conditions of Shares and Options for the issue of which the approval of shareholders is sought pursuant to this resolution are as set out in Rights Issue Prospectus lodged with ASIC on 3 June 2010.

Whilst the Company is relying on Exception 1 to Listing Rule 7.2 and Exception 1 to Listing Rule 10.12 for the issue of the shares and options, the Company nevertheless provides the following information in relation to the proposed issue.

- (a) The maximum number of securities to be issued: the maximum number of Shares to be issued is 277,844,152 and the minimum number of options to be issued is 138,922,046.
- (b) The date by which the securities will be issued: no later than three months from the date of shareholder approval, and in any event before 19 August 2010 (subject to shareholder approval).
- (c) The issue price of the securities: the issue price of the Shares will be \$0.02 per Share.
- (d) The names of the allottees: Non renounceable rights to the Shares are to be made to all shareholders of the Company on the record date on the basis of one Share per share held on that date together with an attaching option to acquire a further new share for every two shares held.
- (e) The terms of the Options: the Options have an exercise price of \$0.025 each and an expiry date of 14 July 2012.
- (f) The intended use of the funds received: the funds raised from the issue and exercise of the Shares and Options will be used to fund the purchase of the business and selected assets of Care Essentials Pty Limited, Stock, working capital and costs of the issue.
- (g) The dates of allotment or a statement that allotment will occur progressively: the Shares will be issued within three days of shareholder approval.

The Directors unanimously recommend that Shareholders vote in favour of the Resolution. The Chairman intends to vote undirected proxies in favour of this Resolution.

2. Resolution 2 – Authority to Issue Shares

In accordance with ASX Listing Rule 7.3 the Company discloses

- a) The maximum number of securities to be issued pursuant to this resolution is 41,500,000
- b) The date of allotment and issue of the securities will be as soon as practicable but in any event no later than three months from the date of this meeting.
- c) The issue price of the securities will be a price not less than 80% of the average ASX market price of ordinary shares of the Company over the five days on which sales in the securities were recorded preceding the date of the issue thereof
- d) The allottees of the securities are not known at this time but will be such persons or entities who are professional and sophisticated investors as the Directors may determine as defined in the Corporations Act, other than related parties
- e) The funds to be raised from the placements of the shares will be applied towards the acquisition of the business of Care Essentials Pty Limited, stock and additional working capital for the Company.
- f) The securities will rank pari passu with all other ordinary shares issued by the Company

Basis of Share Issue

Pursuant to Resolution 2 the Company is seeking approval for the issue and allotment of up to 41,500,000 shares which may be released periodically over the next three months. The

details of each issue, including date and number of shares, will be determined by the Board. There is at present no definite basis on which Directors will decide who the allottees will be. If any issue of shares is to be made, Directors will allot the shares to Investors who are prepared to take up shares at not less than the minimum issue price. The minimum issue price will be 80% of the average market price for the Company's securities traded on the ASX. The average market price will be calculated over the last five days on which sales were recorded on the ASX before the day on which the issue(s) will be made, in accordance with ASX Listing Rule 7.3.3. Such shares may not be issued or allotted to related parties as to do so would require, inter alia, the issue of a product disclosure statement.

Purpose of Share Issue

Whilst the amount of funds to be raised pursuant to this resolution are not as yet ascertainable, the intention is to apply all of such funds, less any costs of fund raising, to the acquisition and development of business assets and provision of further working capital for the Company.

3. Resolution 3 – Authority to Issue Options

In accordance with ASX Listing Rule 7.3 the Company discloses

- a) The maximum number of securities to be issued pursuant to this resolution is 20,000,000 listed options
- b) The date of allotment and issue of the securities will be as soon as practicable but in any event no later than three months from the date of this meeting.
- c) The issue price of the securities will be \$0.001 per option and the exercise price thereof will be \$0.025
- d) The allottees of the securities are not known at this time but will be such persons or entities who are professional and sophisticated investors as the Directors may determine as defined in the Corporations Act, other than related parties
- e) The funds to be raised from placements of the options will be utilised to pay commissions to brokers and for the provision of broking and financial services to the Company connected with fund raising for the Company, placement of shares and for related purposes.
- f) The securities will rank pari passu with other ordinary listed options issued by the Company
- g) The exercise date of the options will be 14 July 2012. The options will be issued subject to the same terms and conditions as those options referred to in Resolution 1.

Basis of Option Issue

Pursuant to Resolution 3 the Company is seeking approval for the issue and allotment of up to 20,000,000 options which may be released periodically over the next three months. The details of each issue, including date and number of options, will be determined by the Board. There is at present no definite basis on which Directors will decide who the allottees will be. Such options may not be issued or allotted to related parties as to do so would require, inter alia, the issue of a product disclosure statement. These options will be issued at \$0.001 each and exercisable by 14 July 2012 at \$0.025 each.

Purpose of Option Issue

The funds to be raised pursuant to this resolution are \$20,000. The intention is to apply all of such funds to the acquisition and development of business assets for the Company and as an incentive to professional and sophisticated investors to take up placements of shares in the Company.

Voting and Proxies

Determination of entitlement to vote

The Company has determined, in accordance with regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, The Company's shares quoted on ASX and listed at 7:00pm (Sydney time) on 12 July 2010, will be taken, for the purposes of the general meeting, to be held by the persons who held them at that time. Accordingly those persons are entitled to attend and vote at the meeting.

Proxies

2. A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint up to two proxies to attend and vote on behalf of that shareholder. A shareholder entitled to cast one vote may appoint one proxy. If you require an additional proxy form, please contact Gould Ralph Pty Limited on +61 2 9032 3000.
3. If a shareholder appoints two proxies, the appointment of the proxies may specify the proportion or the number of that shareholder's votes that each proxy may exercise. If the appointment does not so specify, each proxy may exercise half of the votes. Fractions of votes will be disregarded.
4. If a shareholder appoints one proxy, that proxy may, subject to the *Corporations Regulations 2001 (Cth)*, vote on a show of hands. Where a shareholder appoints more than one proxy, neither proxy is entitled to vote on a show of hands. A proxy may demand or join in demanding a poll.
5. A proxy need not be a shareholder of the Company.
6. To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 11:00am (Sydney time) on 13 July 2010.
7. Proxies may be lodged with The Company:
 - By mail to Gould Ralph Pty Limited using the enclosed reply envelope to Level 42, Suncorp Place, 259 George Street, Sydney or
 - By Facsimile to Gould Ralph Pty Limited on +61 2 9032 3088; or
 - By Facsimile to WHL Energy Limited's registered office on +61 2 9233 3828
 - By Delivery to WHL's registered office at Websters Solicitor, Level 11, 37 Bligh Street, Sydney NSW 2000
8. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised officer or attorney.
9. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
10. If a shareholder appoints the chairperson of the meeting as the shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for the shareholder, in favour of that item on a poll.

Medical Australia Limited

Extracts from Employee Option Plan

This is an employee share option plan for the benefit of employees of the Company or any associated Company (whether full or part-time), Directors, and any other person whom the Directors at their absolute discretion invite to participate in the plan but to whom an offer of Options under this plan need not require disclosure under the Corporations Act or any Applicable Law.

The Company may offer Options to any eligible person at such times and on such terms as the Board considers appropriate, provided that the number of ordinary Shares that may be issued under the plan when aggregated with the number of ordinary Shares in the same class that have been issued in the previous five years pursuant to the plan or any other employee share scheme extended only to employees and Directors of the Company and any associated Company, must not exceed 5% of the issued ordinary Shares at the time of the grant of the Shares under this plan.

Upon receiving an offer, eligible persons may, within a specified period (such period to be determined by the Board):

- (a) accept the whole or any lesser number of Options offered by notice in writing to the Board;
- (b) Nominate a nominee in whose favour the eligible person wishes to renounce the offer by notice in writing to the Board.

Holders may only participate in new issues of Shares if any Option has been exercised and Shares allocated in respect of the Option before the record date for determining entitlements to the issue and the Company is required to give at least nine (9) business days notice to holders of any new issue before the record date for determining the entitlements to the issue in accordance with the Listing Rules.



FORM OF PROXY

I/we
 of
 being a member/members of Medical Australia 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 General Meeting of Members of the Company to be held at 11.00 am on 15 July 2010 and at any adjournment thereof.

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Approval of Non Renounceable Rights			
Issue to Shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Authority to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Authority to Issue Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 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 2010.

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