



Announcement Summary

Entity name

MEDADVISOR LIMITED

Announcement Type

New announcement

Date of this announcement

25/7/2022

The Proposed issue is: An accelerated offer A placement or other type of issue**Total number of +securities proposed to be issued for an accelerated offer**

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| MDR | ORDINARY FULLY PAID | 104,263,912 |

Trading resumes on an ex-entitlement basis (ex date)

27/7/2022

+Record date

27/7/2022

Offer closing date for retail +security holders

15/8/2022

Issue date for retail +security holders

22/8/2022

Total number of +securities proposed to be issued for a placement or other type of issue

| ASX +security code | +Security description | Maximum Number of +securities to be issued |
|--------------------|-----------------------|--|
| MDR | ORDINARY FULLY PAID | 57,118,490 |

Proposed +issue date

27/7/2022

Refer to next page for full details of the announcement





Part 1 - Entity and announcement details

1.1 Name of +Entity

MEDADVISOR LIMITED

We (the entity named above) give ASX the following information about a proposed issue of +securities and, if ASX agrees to +quote any of the +securities (including any rights) on a +deferred settlement basis, we agree to the matters set out in Appendix 3B of the ASX Listing Rules.

If the +securities are being offered under a +disclosure document or +PDS and are intended to be quoted on ASX, we also apply for quotation of all of the +securities that may be issued under the +disclosure document or +PDS on the terms set out in Appendix 2A of the ASX Listing Rules (on the understanding that once the final number of +securities issued under the +disclosure document or +PDS is known, in accordance with Listing Rule 3.10.3C, we will complete and lodge with ASX an Appendix 2A online form notifying ASX of their issue and applying for their quotation).

1.2 Registered Number Type

ABN

Registration Number

17145327617

1.3 ASX issuer code

MDR

1.4 The announcement is

New announcement

1.5 Date of this announcement

25/7/2022

1.6 The Proposed issue is:

An accelerated offer

A placement or other type of issue

1.6b The proposed accelerated offer is

Accelerated non-renounceable entitlement offer (commonly known as a JUMBO or ANREO)



Part 3 - Details of proposed entitlement offer issue

Part 3A - Conditions

3A.1 Do any external approvals need to be obtained or other conditions satisfied before the entitlement offer can proceed on an unconditional basis?

No

Part 3B - Offer details

Class or classes of +securities that will participate in the proposed issue and class or classes of +securities proposed to be issued

ASX +security code and description

MDR : ORDINARY FULLY PAID

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

If the entity has quoted company options, do the terms entitle option holders to participate on exercise?

No

Details of +securities proposed to be issued

ASX +security code and description

MDR : ORDINARY FULLY PAID

ISIN Code (if Issuer is a foreign company and +securities are non CDIs)

ISIN Code for the entitlement or right to participate in the offer (if Issuer is foreign company and +securities are non CDIs)

Offer ratio (ratio to existing holdings at which the proposed +securities will be issued)

Has the offer ratio been determined?

Yes

The quantity of additional +securities For a given quantity of +securities



| | |
|---------------------|-------------|
| to be issued | held |
| 5 | 21 |

| | |
|---|--|
| What will be done with fractional entitlements? | Maximum number of +securities proposed to be issued (subject to rounding) |
| Fractions rounded down to the nearest whole number or fractions disregarded | 104,263,912 |

Offer price details for retail security holders

Has the offer price for the retail offer been determined?
 Yes

| | |
|---|--|
| In what currency will the offer be made? | What is the offer price per +security for the retail offer? |
| AUD - Australian Dollar | AUD 0.14000 |

Offer price details for institutional security holders

Has the offer price for the institutional offer been determined?
 Yes

| | |
|---|---|
| In what currency will the offer be made? | What is the offer price per +security for the institutional offer? |
| AUD - Australian Dollar | AUD 0.14000 |

Oversubscription & Scale back details

Will individual +security holders be permitted to apply for more than their entitlement (i.e. to over-subscribe)?
 Yes

Describe the limits on over-subscription

Eligible retail shareholders may apply for new MedAdvisor Limited ordinary shares (New Shares) in excess of their entitlement (Additional New Shares). Any Additional New Shares will be limited to the extent that there are sufficient New Shares from eligible retail shareholders who do not take up their full entitlements.

Will a scale back be applied if the offer is over-subscribed?
 Yes

Describe the scale back arrangements

If there are excess oversubscription applications MedAdvisor Limited reserves the right to scale back applications for Additional New Shares at its absolute discretion. If in the event of a scale the difference between the application monies received and the number of Additional New Shares allocated to an eligible retail shareholder multiplied by the offer price will be refunded following the allotment. No interest will be paid on any application monies received and returned.

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?



– Yes

Part 3D - Timetable

3D.1a First day of trading halt

25/7/2022

3D.1b Announcement date of accelerated offer

25/7/2022

3D.2 Trading resumes on an ex-entitlement basis (ex date)

27/7/2022

3D.5 Date offer will be made to eligible institutional +security holders

25/7/2022

3D.6 Application closing date for institutional +security holders

26/7/2022

3D.8 Announcement of results of institutional offer

(The announcement should be made before the resumption of trading following the trading halt)

27/7/2022

3D.9 +Record date

27/7/2022

3D.10a Settlement date of new +securities issued under institutional entitlement offer

2/8/2022

3D.10b +Issue date for institutional +security holders

3/8/2022

3D.10c Normal trading of new +securities issued under institutional entitlement offer

3/8/2022

3D.11 Date on which offer documents will be sent to retail +security holders entitled to participate in the +pro rata issue

1/8/2022

3D.12 Offer closing date for retail +security holders

15/8/2022



3D.13 Last day to extend retail offer close date

10/8/2022

3D.19 +Issue date for retail +security holders and last day for entity to announce results of retail offer

22/8/2022

Part 3E - Fees and expenses

3E.1 Will there be a lead manager or broker to the proposed offer?

Yes

3E.1a Who is the lead manager/broker?

MA Moelis Australia Advisory Pty Ltd ABN 72 142 008 446
Peloton Capital Pty Ltd ABN 22 149 540 018

3E.1b What fee, commission or other consideration is payable to them for acting as lead manager/broker?

The Joint Lead manager will receive:
Management fee of 3% of proceeds
Selling fee of 2.75% of proceeds

3E.2 Is the proposed offer to be underwritten?

Yes

3E.2a Who are the underwriter(s)?

MA Moelis Australia Advisory Pty Ltd ABN 72 142 008 446
Peloton Capital Pty Ltd ABN 22 149 540 018

3E.2b What is the extent of the underwriting (ie the amount or proportion of the offer that is underwritten)?

The Institutional Entitlement Offer is fully underwritten to approximately \$10M

3E.2c What fees, commissions or other consideration are payable to them for acting as underwriter(s)?

There is no additional fee payable for the underwriting other than the management fee and selling fee referred to in Item 3E.1b

3E.2d Please provide a summary of the significant events that could lead to the underwriting being terminated

Termination events standard for an underwriting agreement including, but are not limited to;
Misleading disclosure,
Adverse change,
Market falls greater than 10%,
Force majeure,
Cease to be listed,
Misleading or deceptive conduct,
Insolvency.

3E.2e Is a party referred to in listing rule 10.11 underwriting or sub-underwriting the proposed offer?

Yes



3E.2e (i) What is the name of that party?

Guild Group Holdings Limited ABN 72 060 237 774

3E.2e (ii) What is the extent of their underwriting or sub-underwriting (ie the amount or proportion of the offer they have underwritten or sub-underwritten)?

Sub-underwriting of Institutional Entitlement Offer up to \$3 million

3E.2e (iii) What fee, commission or other consideration is payable to them for acting as underwriter or sub-underwriter?

None

3E.3 Will brokers who lodge acceptances or renunciations on behalf of eligible +security holders be paid a handling fee or commission?

No

3E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed offer

N/A

Part 3F - Further Information

3F.1 The purpose(s) for which the entity intends to use the cash raised by the proposed issue

Funds raised will support:

- acceleration of growth initiatives in Australia;
- integration of GuildLink;
- costs of the offer and acquisition;
- Syneos earn-out payment;
- US growth initiatives; and
- general working capital.

3F.2 Will holdings on different registers or subregisters be aggregated for the purposes of determining entitlements to the issue?

No

3F.3 Will the entity be changing its dividend/distribution policy if the proposed issue is successful?

No

3F.4 Countries in which the entity has +security holders who will not be eligible to participate in the proposed issue

Australia and New Zealand

3F.5 Will the offer be made to eligible beneficiaries on whose behalf eligible nominees or custodians hold existing +securities

Yes

3F.5a Please provide further details of the offer to eligible beneficiaries

The Retail Entitlement Offer will be made available to nominees with a registered address in Australia or New Zealand who were registered as a holder of MedAdvisor Shares at 7.00pm (Melbourne time) on Wednesday, 27 July 2022 and who held those Shares on behalf of underlying beneficial holders (wherever they reside), except to the extent that those



underlying beneficial holders are not an eligible retail shareholder. The Retail Entitlement Offer is not available to shareholders that are in the United States or who are, or are acting for the account or benefit of, persons in the United States.

3F.6 URL on the entity's website where investors can download information about the proposed issue

<https://www.mymedadvisor.com/investors/asxannouncements>

3F.7 Any other information the entity wishes to provide about the proposed issue

N/A

3F.8 Will the offer of rights under the rights issue be made under a disclosure document or product disclosure statement under Chapter 6D or Part 7.9 of the Corporations Act (as applicable)?

No

3F.9 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)



Part 7 - Details of proposed placement or other issue

Part 7A - Conditions

7A.1 Do any external approvals need to be obtained or other conditions satisfied before the placement or other type of issue can proceed on an unconditional basis?

No

Part 7B - Issue details

Is the proposed security a 'New class' (+securities in a class that is not yet quoted or recorded by ASX) or an 'Existing class' (additional securities in a class that is already quoted or recorded by ASX)?

Existing class

Will the proposed issue of this +security include an offer of attaching +securities?

No

Details of +securities proposed to be issued

ASX +security code and description

MDR : ORDINARY FULLY PAID

Number of +securities proposed to be issued

57,118,490

Offer price details

Are the +securities proposed to be issued being issued for a cash consideration?

No

Please describe the consideration being provided for the +securities

All of the issued shares in GuildLink Pty Limited from Guild Group Holdings Limited.

Please provide an estimate of the AUD equivalent of the consideration being provided for the +securities

9,138,958.400000

Will these +securities rank equally in all respects from their issue date with the existing issued +securities in that class?

Yes



Part 7C - Timetable

7C.1 Proposed +issue date

27/7/2022

Part 7D - Listing Rule requirements

7D.1 Has the entity obtained, or is it obtaining, +security holder approval for the entire issue under listing rule 7.1?

No

7D.1b Are any of the +securities proposed to be issued without +security holder approval using the entity's 15% placement capacity under listing rule 7.1?

Yes

7D.1b (i) How many +securities are proposed to be issued without security holder approval using the entity's 15% placement capacity under listing rule 7.1?

57,118,490

7D.1c Are any of the +securities proposed to be issued without +security holder approval using the entity's additional 10% placement capacity under listing rule 7.1A (if applicable)?

No

7D.2 Is a party referred to in listing rule 10.11 participating in the proposed issue?

No

7D.3 Will any of the +securities to be issued be +restricted securities for the purposes of the listing rules?

No

7D.4 Will any of the +securities to be issued be subject to +voluntary escrow?

Yes

7D.4a Please enter the number and +class of the +securities subject to +voluntary escrow and the date from which they will cease to be subject to +voluntary escrow

28,559,245 shares released on 27 July 2023
28,559,245 shares released on 27 July 2024

Part 7E - Fees and expenses

7E.1 Will there be a lead manager or broker to the proposed issue?

No

7E.2 Is the proposed issue to be underwritten?

No



7E.4 Details of any other material fees or costs to be incurred by the entity in connection with the proposed issue

N/A

Part 7F - Further Information

7F.01 The purpose(s) for which the entity is issuing the securities

Consideration for the acquisition of all of the shares in GuildLink Pty Limited from Guild Group Holdings Limited

7F.1 Will the entity be changing its dividend/distribution policy if the proposed issue proceeds?

No

7F.2 Any other information the entity wishes to provide about the proposed issue

N/A

7F.3 Any on-sale of the +securities proposed to be issued within 12 months of their date of issue will comply with the secondary sale provisions in sections 707(3) and 1012C(6) of the Corporations Act by virtue of:

The publication of a cleansing notice under section 708A(5), 708AA(2)(f), 1012DA(5) or 1012DAA(2)(f)