

Dear Shareholder

Mediland Pharm Limited Annual General Meeting 2021

On behalf of the Board of Directors, I am pleased to invite you to attend our 2021 **Annual General Meeting (AGM)** of the shareholders of Mediland Pharm Limited which will be physically held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am AEDT on Tuesday, 30 November 2021.

The Board has made the decision that it will hold a physical meeting with appropriate social distancing measures in place to comply with the Federal and State Government's current restrictions for physical gatherings.

For those who decide to attend in person, the hotel is registered as a COVID safe venue with the NSW Government. As such, the hotel adheres to a COVID 19 Safety Plan as developed under NSW Government Guidelines and is also operating under the public health orders of the NSW Government. Restrictions will apply to mitigate the spread of COVID-19; therefore, the hotel will only allow entry to those who are fully vaccinated or have a medical exemption. If you are planning to attend the AGM physically, **please pre-register** to attend five business days prior to the meeting and understand that upon arrival, all attendees must provide proof of vaccination or an exemption.

In accordance with the Treasury Laws Amendment (2021 Measures No.1) Act 2021 (Cth), the Company will not be dispatching hard copies of the **Notice of the 2021 Annual General Meeting** (the **Notice**) to shareholders. Instead, the Notice of the 2021 Annual General Meeting can be viewed and downloaded at <https://www.medilandpharm.com.au/shareholder-information/> and the Company's announcement page on ASX: <https://www2.asx.com.au/markets/company/ MPH> (use "MPH").

If you are unable to attend the meeting, we **strongly encourage** you to submit your voting instructions online at www.investorvote.com.au. Online proxies and voting forms must be received by 11.00 am AEDT on Sunday, 28 November 2021. The Annual Report will be available on the Mediland Pharm Limited website at www.medilandpharm.com.au. If you would prefer to receive your copy of the Annual Report electronically, please visit www.investorcentre.com and provide your e-mail address. If you are new to the Investor Centre website, simply click: Access a Single Holding Enquiry" and enter you SRN/HIN and postcode.

A representative of the Company's auditor will be available during the meeting to answer questions relevant to the audit of the statutory financial statements for the year ended 30 June 2021. In addition, the Company will be happy to accept and answer questions that are submitted prior to the Meeting. Shareholders are invited to submit written questions relevant to the business of the AGM by sending an e-mail containing their question(s) to ir@medilandpharm.com.au by 23 November 2021.

For all enquiries regarding the Notice of Meeting, your holding of Shares, change of address or other registry matters, please contact Computershare 1300 850 505 (for callers within Australia) and +61 (0)3 9415 4000 (for callers outside Australia).

Circumstances relating to COVID-19 are changing rapidly. The Company will update Shareholders if such circumstances impact the planning or arrangements for the Meeting by way of announcement on the ASX and details also will be made available on our website at www.medilandpharm.com.au.

I look forward to your attendance at the meeting.

Yours sincerely



Dr Peter French
Chairman

MEDILAND PHARM LIMITED
ABN 83 628 420 824

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT

Date of Meeting: 30 November 2021
Time of Meeting: 11.00 am AEDT
Place of Meeting: Holiday Inn Parramatta,
18-40 Anderson Street, Parramatta NSW 2150

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor, or other professional adviser prior to voting.

Should you wish to discuss the matters in this notice of Annual General Meeting, please do not hesitate to contact Indira Naidu (Company Secretary) by e-mail at indira.naidu@medilandpharm.com.au.

MEDILAND PHARM LIMITED

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2021 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Mediland Pharm Limited (“**Mediland**” or “**the Company**”) will be held at the Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am (AEDT) on Tuesday, 30 November 2021 to conduct business set out in this Notice.

The Explanatory Statement which accompanies, and forms part of, this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms that are not defined in full in this Notice of Meeting. The Explanatory Statement, the Schedules noted above, and the Proxy Form are part of this Notice.

Due to COVID-19 restrictions on public gatherings, we strongly encourage shareholders to vote online and register to attend the meeting 5 days prior the Meeting.

If you have been nominated as a third-party proxy, for any enquiries relating to the meeting, please contact the Company’s Share Registry on 1300 850 505 (for callers within Australia) and +61 (0)3 9415 4000 (for callers outside Australia).

If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that shareholders are given as much notice as possible. Further information and guidance will be made available on the Company’s website <https://www.medilandpharm.com.au/shareholder-information/> and on ASX website at <https://www2.asx.com.au/markets/company/mph>.

BUSINESS OF THE MEETING

AGENDA

FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, the Directors’ report for the Company and Auditor’s report for the Group for the year ended 30 June 2021.

Note: There is no requirement for Shareholders to approve these reports.

RESOLUTION 1 – Adoption of Remuneration Report

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

“That, for the purposes of section 250R (2) of the Corporations Act 2001 (Cth) and for all other purposes, the Company adopt the Remuneration Report for the financial year ended 30 June 2021.”

Note: Resolution 1 will be decided as if it were an ordinary resolution, but under section 250R (3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

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Voting Exclusion Statement:

In accordance with sections 250BD(1) and 250R(4) of the Corporations Act, no member of the Key Management Personnel of the Company or the Group (KMP) (details of whose remuneration are included in the Remuneration Report), nor a Closely Related Party of a KMP, may vote on Resolution 1.

However, in accordance with the Corporations Act, a person described above may vote on Resolution 1 if:

- it is cast by such person as proxy for a person who is permitted to vote, in accordance with the direction specified on the Proxy Form as to how to vote on Resolution 1; or*
- it is cast by the Chairman of the Meeting as proxy for a person who is permitted to vote and the appointment of Chairman as proxy:*
 - a.) does not specify the way the proxy is to vote on the Resolution; and*
 - b.) expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of a KMP.*

If the Chairman of the Meeting is appointed as a proxy for a person who is permitted to vote on Resolution 1, the Chairman will vote any proxies which do not indicate on their Proxy Form the way the Chairman must vote, in favour of Resolution 1.

If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above), and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

RESOLUTION 2 - Re-election of John Shen as Director

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

“That, John Shen, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”

Note: John Shen retires as a director in accordance with the requirement of clause 21.2 of the Constitution. Being eligible, he offers himself for re-election. Biographical information on John Shen is set out in the explanatory notes to this notice.

RESOLUTION 3 - Re-election of Theo Renard as Director

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

“That, Theo Renard, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”

Note: Theo Renard retires as a director in accordance with the requirement of clause 21.2 of the Constitution. Being eligible, he offers himself for re-election. Biographical information on Theo Renard is set out in the explanatory notes to this notice.

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RESOLUTION 4 - Approval of additional 10% placement capacity

To consider, and if thought fit, pass the following Resolution as a special resolution:

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12-month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting

Resolution 4 is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by Shareholders entitled to vote on Resolution 4, are voted in favour.

RESOLUTION 5- Expansion of Mediland’s Main Undertaking

To consider, and if thought fit, pass the following Resolution as an ordinary resolution:

“That, for the purposes of ASX Listing Rules 11.1.2 and for all other purposes, Shareholders approve the “expansion in the main undertaking” of the Company.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of a person, or any associate of that person, who might obtain a material benefit as a result of the proposed change in the main undertaking, or any associate of a person who might obtain a material benefit (except a benefit solely by reason of being a holder of ordinary securities in the entity).

However, the Company will not disregard a vote cast in favour of the Resolution if:

A person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or

The Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or

A holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

The beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

The holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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RESOLUTION 6- Change of Company Name

To consider, and if thought fit, pass the following Resolution as an ordinary resolution:

“That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the name of the Company to be changed to Innlanz Limited and that for the purposes of section 136(2) of the Corporations Act 2001 (Cth.) and for all other purposes, all references to “Mediland Pharm Limited” in the Company’s Constitution, be replaced with references to “Innlanz Limited”.

OTHER BUSINESS

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company, the *Corporations Act* and the ASX Listing Rules.

BY ORDER OF THE BOARD

Indira Naidu
Company Secretary
29 October 2021

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2021 NOTICE OF ANNUAL GENERAL MEETING (continued)

NOTES

YOUR VOTE

The business of Annual General Meeting affects your shareholding, and your vote is important.

WHO MAY VOTE

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting and any adjourned meeting will be those persons set out in the register of Shareholders as at 7 pm (AEDT) on 28 November 2021. This means that any Shareholder registered at 7 pm (AEDT) on 28 November 2021 is entitled to attend and vote at the Meeting.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING ONLINE

If you are unable to attend the meeting, we encourage you to submit your vote online at www.investorvote.com.au. For intermediary online subscribers only (custodians) www.intermediaryonline.com.

PROXIES

A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the stakeholder. A suitable proxy form accompanies this Notice of Annual General Meeting.

A proxy need not be a shareholder.

If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the

appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder.

Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.

A Proxy Form accompanies this Notice.

Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.

The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the *Corporations Act*.

If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.

The Proxy Form (together with any relevant authority) must be received by no later than 11 am (AEDT) on 28 November 2021 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).

The completed Proxy Form must be delivered to Computershare Investor Services Pty Limited, either:

- By facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
- By post to GPO Box 242, Melbourne, VIC 3001; or
- By delivery to Level 3, 60 Carrington Street
- **Not less than 48 hours prior to the meeting. Proxy Forms received later than this time will be invalid.**

Shareholders are encouraged to submit their Proxy Forms Online ahead of the meeting. If you wish to post a Proxy Form, please be aware of current postal timeframes, including the possibility of delays due to COVID-19 regulations and reduced frequency of deliveries.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising him or her to act as that company's representative. The authority must be sent to the Company's Share Registry at least 24 hours in advance of the Meeting.

POLL

Voting on all items will be determined by a poll during the Meeting. Shareholders not attending the Meeting may vote online or use the Voting Form enclosed with the AGM letter for those who have received this correspondence via the post before the deadline listed above.

SHAREHOLDER QUESTIONS

Shareholders are able to submit written questions ahead of the Meeting. To submit a written question, shareholders are encouraged to email ir@medilandpharm.com.au by no later than 23 November 2021 which is five business days before the Meeting. Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of the Meeting.

Shareholders may also ask questions during the meeting. The Chair will address the shareholder questions, during the meeting at appropriate times.

RESULTS OF THE MEETING

Voting results will be announced on the Australian Securities Exchange as soon as practical after the Meeting and will also be made available on the Company's website at: www.medilandpharm.com.au.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 at 11.00 am AEDT on Wednesday, 30 November 2021.

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

Terms used but not defined in this Explanatory Memorandum have the meanings given to them in the Glossary.

1. FINANCIAL REPORT AND DIRECTORS' REPORT

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2021, together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

Action Required

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the financial reports and accounts and on the management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor or the auditor's representative questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the independent audit report;
- (c) the accounting policies adopted by the Company in relation to the preparation of accounts; and
- (d) the independence of the auditor in relation to the conduct of the audit.

The Chairman will also allow a reasonable opportunity for the auditor or their representative to answer any written questions submitted to the auditor under section 250PA of the *Corporations Act* (which requires questions to be submitted no later than 5 business days prior to the Meeting).

The Company will not provide a hard copy of the financial report to Shareholders unless specifically required to do so. The Financial Report will be available at <http://www.medilandpharm.com.au>.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

2. RESOLUTION 1 – REMUNERATION REPORT**Background**

In accordance with section 250R (2) of the *Corporations Act*, the Company is required to put to its Shareholders a resolution that the Remuneration Report as disclosed in the Company's 2021 annual financial report, be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ended 30 June 2021.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

While the vote on Resolution 1 is advisory only and does not bind the Directors or the Company, under the *Corporations Act*, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the re-election of all of the Directors (other than the Managing Director) who were in office when the applicable Director's Report was approved at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting. All of the Directors (other than the Managing Director) who were in office when the Directors' Report (as included in the Company's annual financial report for the financial year ended immediately before the second annual general meeting) was approved, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as Directors of the Company is approved by the Shareholders, will be the Directors of the Company. At the Company's previous annual general meeting the votes cast against the Remuneration Report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

3. RESOLUTION 2 – RE-ELECTION OF JOHN SHEN AS DIRECTOR**Background**

The Company's Constitution provides that an election of directors must be held at each annual general meeting. John Shen retires and being eligible, wishes to stand for re-election in accordance with the Company's Constitution. John Shen was appointed as a Director of the Company on 15 October 2018.

John Shen was appointed to the Board in October 2018 as a Director. (Qualifications: Master of Finance and Accounting from the University of New South Wales)

Mr Shen is a businessman with a track record of developing profitable businesses and incubating new business opportunities through acquisition in the retail, tourism, travel, and hospitality sectors. He has first-hand experience within the Company since March 2015. During this time, he has gained extensive knowledge and experience, which has assisted him to better understand how to operate a successful retail operation within Australia through offering high appealing products to the Chinese consumer.

Directors' recommendation

The Directors unanimously (excluding John Shen) recommend that the Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 – RE-ELECTION OF THEO RENARD AS DIRECTOR**Background**

The Company's Constitution provides that an election of directors must be held at each annual general meeting. Theo Renard retires and being eligible, wishes to stand for re-election in accordance with the Company's Constitution. Theo Renard was appointed as a Director of the Company on 24 January 2019.

Theo Renard was appointed to the Board in January 2019 as a Director. (Qualifications: Chartered Accountant). Theo Renard has over 20 years' experience in credit and relationship banking in commercial and investment banking with Nedcor in South Africa and Asia and ABN AMRO in Australia and Asia. He spent over two years as CFO and Company Secretary with a retail group and retail and manufacturing operations in Asia and the Sub-continent, during that time he was a director of several of the listed companies and affiliates. Mr Renard also has over 10 years' experience in the resources sector as Chief Financial Officer and Company Secretary.

Directors' recommendation

The Directors unanimously (excluding Theo Renard) recommend that the Shareholders vote in favour of Resolution 3.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

5. RESOLUTION 4: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

General

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index, and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

The Resolution seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If the Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If the Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

The Resolution is a special resolution and therefore requires approval of 75% of the votes cast by Shareholder's present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Eligibility

An eligible entity under ASX Listing Rule 7.1A is one which, at the date of the resolution, has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company anticipates that it will be an eligible entity for the purposes of ASX Listing Rule 7.1A at the time of the Meeting.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 which provides those eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) - E$

Where

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue (the **relevant period**):

- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2 other than exception 9, 16 or 17;
- plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities under rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under these rules to have been approved, under rule 7.1 or rule 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under rule 7.1 or 7.4;
- plus the number of fully paid ordinary securities issued in the relevant period with approval under rule 7.1 or rule 7.4;
- plus the number of partly paid ordinary securities that became fully paid in the 12 months;
- less the number of fully paid ordinary securities cancelled in the 12 months;

Note that A has the same meaning in the ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under ASX Listing Rules 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has one class of quoted securities, being Shares (ASX Code: MPH).

Required information

The following information is provided to Shareholders to allow them to assess the Resolution, including for the purposes of ASX Listing Rule 7.3A.

As at the date of this Notice, the Company has the following securities on issue:

- 303,448,512 Shares;
- 1,500,000 unquoted NED Rights; and

and the capacity to issue:

- 45,517,276 Equity Securities under Listing Rule 7.1; and
- 30,344,851 Equity Securities under Listing Rule 7.1A.

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Minimum price

As required by ASX Listing Rule 7.1A.3, any equity securities issued by the Company under ASX Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed by the Company and the recipient of the securities; or
- if the securities are not issued within 10 trading days of the date in paragraph (a) above, the date on which the securities are issued.

Risk of economic and voting dilution to existing Shareholders

If the Resolution is approved by Shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of potential dilution scenarios for a capital raising which may be conducted under ASX Listing Rule 7.1A as required by ASX Listing Rule 7.3A.4 where the number of the Company's Shares on issue (Variable "A" in the formula in ASX Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the Share price has decreased by 50%, remained current or increased by 100% based on the closing Share price on ASX at 8 October 2021.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		\$0.03 50% decrease in Current Market Price	\$0.06 Current Market Price	\$0.12 100% increase in Current Market Price
Current Variable A 303,448,512 Shares	10% Voting Dilution	30,344,851	30,344,851	30,344,851
	Funds Raised	910,346	1,820,691	3,641,382
50% increase in current Variable A 455,172,768 Shares	10% Voting Dilution	45,517,277	45,517,277	45,517,277
	Funds Raised	1,365,518	2,731,037	5,462,073
100% increase in current Variable A 606,897,024 Shares	10% Voting Dilution	60,689,702	60,689,702	60,689,702
	Funds Raised	1,820,691	3,641,382	7,282,764

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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

The above dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- a) the “issue price at current market price” is the closing price of the Shares on ASX on 8 October 2021.
- b) Variable “A” is 303,448,512 which equates to the number of current Shares on issue at 8 October 2021. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro-rata issue) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders meeting;
- c) the Company issues the maximum number of securities available under the additional 10% ASX Listing Rule 7.1A approval;
- d) the table shows only the effect of issues of securities under ASX Listing Rule 7.1A, not under the 15% placement capacity under ASX Listing Rule 7.1;
- e) no options, warrants, performance rights or convertible notes (including any options issued under the 10% Placement Capacity) are exercised or converted into Shares before the date of issue of equity securities;
- f) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- g) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of the placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Annual General Meeting;
- h) the issue of Shares under ASX Listing Rule 7.1A consists only of fully paid ordinary shares in the Company; and
- i) “Funds Raised” are before any capital raising costs which may be incurred.

10% Placement Period

Shareholder approval under ASX Listing Rule 7.1A is valid from the date of the Annual General Meeting at which approval is obtained until the earlier of:

- a) the date which is 12 months after the date of the Annual General Meeting at which the approval was obtained;
- b) the time and date of the Company's next annual general meeting; or
- c) the date of approval by Shareholders of a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking).

Purpose of additional 10% Placement Capacity

While the Company does not have any immediate plans to issue Shares under the 10% Placement Capacity, the Company may seek to issue securities under the 10% Placement Capacity for:

Cash consideration - the Company may use the funds for working capital, investing activities (including possible complementary business acquisitions if any are identified and approved by the Board), meeting financing commitments or other capital management activities deemed by the Board to be in the best interests of the Company.

The Company will comply with any disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.3 upon the issue of any securities under ASX Listing Rule 7.1A.

MEDILAND PHARM LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are then available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under any capital raising which may be conducted under the 10% Placement Capacity pursuant to ASX Listing Rule 7.1A have not been determined as at the date of this Notice of Meeting and may include existing and/or new Shareholders but cannot include any related parties or associates of a related party of the Company.

Previous Issue of Securities under ASX Listing Rule 7.1A

This is the first occasion on which Shareholder approval is being sought under ASX Listing Rule 7.1A.

Compliance with ASX Listing Rules 7.1A.4 and 3.10.3

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a) a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with ASX Listing Rule 7.1A.4; and
- b) the information required by ASX Listing Rule 3.10.3 for release to the market.

At the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing Shareholder or an identifiable class of existing Shareholder to participate in an offer under ASX Listing Rule 7.1A. Accordingly, no existing Shareholder will be excluded from voting on this Resolution.

If Resolution 4 is passed, the Placement Shares will be excluded from calculation of the Company's combined 25% limit in Listing Rules 7.1 and 7.1A, effectively increasing the number of equity securities the Company can issue without Shareholder approval over the 12 months following the date of issue of the Placement Shares.

If Resolution 4 is not passed, the Placement Shares will be included in calculating the Company's combined 25% limit in Listing Rule 7.1 and 7.1A, effectively decreasing the number of equity securities the Company can issue without Shareholder approval over the 12-month period following the date of issue of the Placement Shares.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.

MEDILAND PHARM LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

6. RESOLUTION 5: EXPANSION OF MEDILAND'S MAIN UNDERTAKING

Background

The Company has undergone several changes operationally and financially since November 2019. First the bushfires affected the second quarter results of the financial year (FY) ended 30 June 2020 (FY2020) and later in February 2020 due to the global pandemic COVID-19, Mediland had to close the doors of all four retail shops. Both these events had a severe impact on the Company's financial performance in FY2020. The pandemic continued to negatively impact the Company in FY2021.

As a result of above events, initially there were cancellation of tour groups bookings which later developed into international travel sanctions which completely stopped international inbound Chinese visitors to Australia.

Management quickly and pro-actively responded to this adverse impact and entered into contracts with local pharmacies to distribute Mediland branded products, launched its own App and applied additional resources to its online platform business to increase online revenue.

Management also put in rigid cost control measures to preserve the Company's cash. With a high degree of uncertainty when the international travel restrictions would lift and when Mediland can open its shops, to restructure its arrangements and prevent from further draining of the Company's cash, reluctantly the Australian Subsidiaries in which these operations were conducted were placed into External Administration.

With the aim to address the strategic issue of potentially zero income from its core business, Mediland sought shareholders' approval to acquire Hamilton Ambassador Hotel in New Zealand. The successful completion of the Hamilton Hotel transaction had contributed to 2 months of good trading result in FY2021.

In the June quarter results, the Company reported 100% revenue from the Hotel Operations and at the back end of settling and terminating remaining lease obligations of the Company. Based on the audited financial statements at 30 June 2021 the following were noted:

- Revenue from hotel operations constituted 34%;
- Tangible hotel assets constituted 54%;
- The Company made a loss from non-hotel operations of over \$1m, of which \$60k constituted profit from hotel operations.

With the positive impact of entering into the hospitality and hotel sector on the Company's financial status, Management is actively seeking new opportunities in the hospitality and hotel space and intends to utilise the Company's placement capacity to raise funds to fund acquisition of further hospitality/tourism strategic assets.

MEDILAND PHARM LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Considering above events and financial results, the Board and Management are of the view that the Company is progressively expanding its main undertaking hence there is a need to obtain approval from its Shareholders.

Management is still open to re-enter the leisure market once the world returns to some form of normalcy. We acknowledge our business may not be the same form, shape, or size as it was pre-COVID-19, however strategically acquiring more hospitality/tourism strategic investments and assets should make the platform for the Company to be able to not only better serve its customers but also to diversify and achieve a stronger cash position.

To practice good governance and to communicate these apparent changes in our operations, we consider an expansion in our main undertaking is warranted.

To this end, we believe shareholders' approval is important for the Company to expand Mediland's Main Undertaking to be able to survive during these challenging times without impacting our shareholders wealth.

Listing Rule Requirements

Mediland is proposing to expand its main undertaking to include hospitality and hotel operations in addition to its original main undertaking which is the sale, through its retail outlets, of health and well-being products in the Australian and New Zealand tourism markets. Any further acquisition(s) of strategic hotel assets will be likely to cause a major change of the scale of the Company's activities and the character of its main undertaking.

Listing Rule 11.1.2 empowers ASX to require a listed company to obtain the approval of its shareholders to a significant change to the nature or scale of its activities. Based on the events since COVID-19 with respect to the Company operations, the Company's main and only revenue is from hotel operations. Also, whilst considering diversifying revenue further in order to acquire more strategic assets, Company is of the opinion that it makes commercial sense to seek the approval of Shareholders to expand its main undertaking.

ASX takes no responsibility for the contents of the Notice.

Resolution 5 seeks shareholder approval to expand its main undertaking to hospitality and hotel operations under and for the purposes of Listing Rule 11.1.2

If the Resolution is passed, Mediland will be able to proceed with its diversification strategy to pursue strategic opportunities outside of the current retail operations. Subject to securing the opportunity to invest and subject to shareholder approval with respect to such future transactions, Mediland will be able to further its business in the hospitality sector until such time as it can re-enter its retail market in the health and well-being sector.

If the resolution is not passed, Mediland will not be able to pursue its strategy to acquire strategic assets to increase its revenue. Mediland will have to be dependent on international borders, political stability, and the Chinese Tourism Industry to return to normalcy before it can re-enter its retail market in the health and well-being sector. Furthermore, Resolution 6 will not be tabled for voting.

MEDILAND PHARM LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

7. RESOLUTION 6: CHANGE OF COMPANY NAME

Resolution 6 is a special resolution and seeks the approval of Shareholders of the Company to change its name to Innlanz Limited.

Assuming that Resolution 5 is passed, the Board believes that the proposed name change reflects the Company's expanded main undertaking and strategic direction and will help position it appropriately to carry out its core business growth plans.

The resolution requires a special resolution, which requires the support of at least 75% of the votes cast. The proposed name has been reserved by the Company.

If the resolution is passed, the Company will lodge a copy of the special resolution with ASIC following the meeting, in order to effect the change. The change of name will take effect when ASIC alters the details of the Company's registration and the Company's Constitution is altered to reflect the change of name.

If the resolution is not passed, the Company's name will remain unchanged.

It is proposed that the Company's ASX listing code will also change from "MPH" to "NLZ" (subject to ASX approving it).

Directors Recommendation

The Directors unanimously recommend that Shareholders vote in favour of the resolution 6.

MEDILAND PHARM LIMITED

ABN 83 628 420 824

EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

Glossary of Terms

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Statement have the following meanings:

"**AEDT**" means Australian Eastern Daylight Time.

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting of Shareholders to be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta NSW 2150 on 30 November at 11.00am AEDT or any adjournment thereof.

"**Associate**" has the meaning given to that term in sections 10 to 17 of the Corporations Act.

"**ASIC**" means the Australian Securities Investment Commission.

"**ASX**" means ASX Limited CAN 008 624 691, or the securities exchange conducted by ASX, as the context requires.

"**Board**" means the board of directors.

"**Chair**" means the person appointed to chair the Meeting convened by this Notice.

"**Closely Related Party**" has the meaning given to that term in section 9 of the *Corporations Act*.

"**Company**" or "**Mediland**" means Mediland Pharm Limited ABN 83 628 420 824.

"**Constitution**" means the constitution of the Company, as amended from time to time.

"**Corporations Act**" means the *Corporations Act* 2001 (Cth).

"**Directors**" means the directors of the Company, from time to time.

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

"**Equity Securities**" includes a Share, a right to a share or option, an option, a convertible security, and any security that ASX decides to classify as and Equity Security.

"**Financial Report**" means the financial report of the Company ending 30 June 2021 and attached to this Notice of Meeting.

"**Group**" means the Company and its controlled entities.

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 30 November 2021 which accompanies this Explanatory Memorandum.

"**Proxy Form**" means the proxy form that is enclosed with, and forms part of, this Notice.

MEDILAND

Pharm Limited

ABN 83 628 420 824

Need assistance?



Phone:

1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact

MPH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Mediland Pharm Limited Annual General Meeting

The Mediland Pharm Limited Annual General Meeting will be held on Tuesday, 30 November 2021 at 11:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 11:00am (AEDT) on Sunday, 28 November 2021.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta, NSW 2150

MEDILAND

Pharm Limited

ABN 83 628 420 824

MPH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (AEDT) on Sunday, 28 November 2021.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

SRN/HIN: I9999999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Mediland Pharm Limited hereby appoint

☐

the Chairman
of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Mediland Pharm Limited to be held at Holiday Inn Parramatta, 18-40 Anderson Street, Parramatta, NSW 2150 on Tuesday, 30 November 2021 at 11:00am (AEDT) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolution 1 by marking the appropriate box in step 2.

Step 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of John Shen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Theo Renard as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Expansion of Mediland's Main Undertaking	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

MPH

2 8 1 8 0 3 A



Computershare

