



NOTICE OF MEETING – 4th JULY 2012

With EXPLANATORY MEMORANDUM and PROXY FORM

Notice is hereby given that a General Meeting (“Meeting”) of shareholders of Telezon Limited (“the Company”) will be held for the purposes of transacting the business set out in this Notice,

TIME: **10.00am** (Melbourne time)
DATE: **Wednesday, 4th July 2012**
VENUE: **365 Little Collins Street Business Centre, 365 Little Collins Street, Melbourne VIC 3000.**

If you are unable to attend the Meeting, you are encouraged to complete and return the enclosed Proxy Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf.

The completed Proxy Form must be received by Advanced Share Registry Services no later than **10.00am** (Melbourne time) on **Monday, 2nd July 2012**, being 48 hours before the commencement of the meeting.

ITEMS OF BUSINESS

To consider, and if thought fit, pass each of the following resolutions:

1. Approval of Share Issue

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

“That, in accordance with the Prospectus and on the terms laid out in explanatory memorandum, the Company issue up to 48,000,000 new fully paid ordinary Shares and up to 48,000,000 new exercisable Options, and has the right to accept oversubscriptions by the Issue of up to a further 8,000,000 new Shares together with Attaching Options to raise up to an additional \$1,000,000. The Directors of the Company are authorised to do all things reasonably necessary or desirable to give effect to the raising.”

The Board recommends that shareholders support Resolution 1.

2. Approval for Related Parties to Participate in the Offer

To consider, and if thought fit, pass the following as a **special resolution**.

“That related parties, as defined in Corporations Act 2001 (Cth), can participate in the Offer equally to any existing Shareholder.”

Voting Exclusion Statement (Resolution 2)

The Company will disregard any votes cast on Resolution 2 by Related Parties, as defined in the Corporations Act 2001. However, the Company need not disregard a vote if:

- it is cast by a Related Party as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the Chair of 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.

Refer to Explanatory Memorandum for further information on proposed resolutions.

“Snap-shot” Time

The Board has determined that for the purposes of Section 1109N of the Corporations Act 2001 and determining voting entitlements at the Meeting, the persons eligible to vote at the meeting will be those persons who are registered Shareholders of the Company at **10.00am** (Melbourne time) on **Monday, 2nd July 2012**.

Voting Entitlements

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion or number of votes of the member's voting rights, but where the proportion is not specified each proxy may exercise half of the votes.
3. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or a person duly authorised by the company.
4. A proxy need not be a member of the Company.
5. To be effective, the proxy form must be received by Advanced Share Registry Services – PO Box 1156, Nedlands, WA 6909 or by facsimile (08) 9389 7871 – no later than 48 hours before the scheduled commencement of the Meeting.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

By order of the Board,
Dr MICHELLE CARR
Company Secretary
5 June 2012



EXPLANATORY MEMORANDUM

This Explanatory Memorandum and all attachments are important documents. You should read all documents carefully. If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice of Meeting, you should contact your stockbroker or other professional adviser.

General Information

This Explanatory Memorandum has been prepared for the information of Shareholders of Telezon in connection with the business to be conducted at the Meeting to be held at appointed venue and on the date as set out in this Notice of Meeting. The purpose of this Explanatory Memorandum is to provide Shareholders with information which is reasonably required by Shareholders to decide how to vote upon the resolution. This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Meeting.

1. Approval of Share Issue

Background

- 1.11 The Company intends to raise new capital of up to \$6 million by the issue of up to 48,000,000 new Shares at \$0.125 per Share plus the issue of 48,000,000 new Options for nil consideration (one Option for every one new ordinary Share purchased). These options will be exercisable at AUD \$0.20 with an expiry date of 8 June 2015.
- 1.12 If the Company receives oversubscriptions, the Company has the right to accept oversubscriptions of up to a further 8,000,000 new Shares together with new or attaching Options to raise up to an additional \$1,000,000.
- 1.13 If approved, and assuming a minimum subscription of \$1,500,000 is received, the Public Offer will:
- raise working capital to accelerate the commercialisation of the Company's products and technology including its revolutionary plastic hypodermic needle (or Polydermic[®] needle), the blunt SoloFlow[®] needle, as well as supporting increased production volumes of the already commercialised SoloFlow[®] needle;
 - pay fees and expenses associated with the Public Offer (outlined in the Offer Document available on the Company's website).
- 1.14 SIM VSE Listing Rule 5.2 provides that, subject to certain exceptions, a Company may not issue securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period. Listing Rule 5.4 provides an exception where shareholder approval is granted for the issue.
- 1.15 The Company intends to raise capital under the Public Offer.
- 1.16 For the purposes of SIM VSE Listing Rule 5.5 and pursuant to the requirements of the Exchange, the following information is provided in relation to this Resolution to allow Shareholders to assess the proposed issue of Shares and Options pursuant to the Public Offer:
- i. the maximum number of Shares which may be allotted and issued under the Public Offer is 56,000,000;
 - ii. the maximum number of Options which may be allotted and issued under the Public Offer is 56,000,000;
 - iii. the Shares and Options will be issued and allotted no later than three months after the date of this Meeting or such later date as approved by SIM VSE;
 - iv. the issue price of the Shares proposed to be allotted and issued will be AUD \$0.125 per Share;
 - v. the exercisable price of the Options proposed to be allotted and issued will be AUD \$0.20 per Option, with an expiry date of 8 June 2015;
 - vi. the allottees in respect of this Resolution are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage the Public Offer. No subscriber, either individually or in association with any related entity, will be allotted securities, which would, if added to existing holdings, result in the holder and their related entities holding 20% or more of the issued capital of the Company should this Resolution be approved;
 - vii. the Public Offer is not limited to existing Shareholders;
 - viii. Shares will be issued on a first come basis but Directors will endeavour to allocate existing Shareholders in accordance with their application and Directors have nominated a Priority Offer period and amount for existing Shareholders (outlined in the Offer Document, available on the Company's website);
 - ix. for any Shareholder who chooses not to take up Shares pursuant to the Public Offer, their holding will be diluted;
 - x. the Shares to be issued will rank equally on issue with the existing Shares;
 - xi. the Shares and Options to be issued will be allotted upon completion of, and as allottees are identified under, the Public Offer; and;
 - xii. the allocation will be made entirely at the discretion of the Directors.

The Board recommends that shareholders vote in favour of Resolution 1.



2. Approval for Related Parties to Participate in the Offer

The purpose of this **special resolution** is for the Company's shareholders to consider the Board's proposal to allow Related Parties, as defined in Corporations Act 2001, to participate in the Offer with their application treated equally to existing Shareholders.

- i. A voting exclusion will apply to Related Parties for Resolution 2. However, the Company need not disregard a vote if:
 - a. it is cast by a Related Party 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 Chair of 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.

In this Notice of Meeting and Explanatory Memorandum, the following terms have the meanings below unless the context otherwise requires:

GLOSSARY

ASIC means the Australian Securities & Investments Commission.
Board means the directors of the Company.
Business Day has the meaning ascribed to that term by the Listing Rules.
Company means Telezon Limited (ACN 009 151 277).
Corporations Act means Corporations Act 2001 (Cth).
Directors means the directors of the Company.
Explanatory Notes means the notes included in the Notice which convened this meeting.
Listing Rules means the official listing rules of SIM VSE as amended from time to time.
Meeting and **Shareholders' Meeting** means the meeting of Shareholders convened by this Notice.
Notice means this Notice of Meeting to which this Explanatory Memorandum is attached.
Option or Attaching Option means one Option which, upon its exercise and payment of the Exercise Price, entitles the holder to be issued one Ordinary Share
Prospectus means the Prospectus (2012), as lodged with ASIC.
Public Offer or **Offer** means the offer of up to 56,000,000 Ordinary Shares and 56,000,000 Options by the Company to existing shareholders, institutional investors, its shareholders and certain retail investors under the Prospectus (2012).
Related Party means a related party as defined in Corporations Act 2001.
Shares means ordinary fully paid shares in the capital of the Company and **Shareholders** has a corresponding meaning.
SIM VSE means SIM Venture Securities Exchange, a clean-technologies exchange, on which the Company is listed.

NOTES

A shareholder who is entitled to attend and vote at a meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the company.

Where a voting exclusion applies, the company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the proxy form or it is cast by a person chairing the meeting as proxy for person who is entitled to vote in accordance with the direction of the proxy form to vote as the proxy decides. The directors of the company have set a snapshot date to determine the identity of those entitled to attend and vote at the meeting. The snapshot date is stated above (refer "Snap-Shot" time).

A proxy form is attached. If required, it should be completed, signed and returned in accordance with the proxy instructions on that form. To be effective, the proxy form (and any power of attorney) must be lodged at the registered office of the company not less than 48 hours before the scheduled commencement of the meeting.

CORPORATE PARTICULARS

Directors	Mr Trevor Nye (NECh) Dr Michelle Carr (NED) Ms Elaine Carr (NED)	Share Registry	Advanced Share Registry Services 150 Stirling Highway NEDLANDS, WA 6009
Co. Secretary	Dr Michelle Carr	Solicitors	Baker & McKenzie Level 27 AMP Centre 50 Bridge Street SYDNEY, NSW 2000 Tel: +61 2 9225 0200 Fax: +61 2 9225 1595 Web: www.bakermckenzie.com
Head Office & Registered Office	1 Dalmore Drive Caribbean Business Park SCORESBY, VIC 3179 Tel: +61 (03) 9763 8605 Fax: +61 (03) 9763 2714 Web: www.telezon.com		



telezon Ltd
ACN 009 151 277
Notice of Meeting

All Correspondence to:
Advanced Share Registry Services Ltd
PO Box 1156, Nedlands WA 6909
Unit 2, 150 Stirling Hwy, Nedlands, WA 6009
Ph. +61 (08) 9389 8033 Fax. +61 (08) 9389
7871
Web. www.advancedshare.com.au

HOW TO VOTE

If you are unable to attend the meeting, you are encouraged to complete and return the enclosed Proxy Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf.

The completed Proxy Form must be received by Advanced Share Registry Services no later than **10.00am** (Melbourne time) **on Monday, 2nd July 2012**, being 48 hours before the commencement of the meeting.

Eligibility to attend and vote

You will be eligible to attend the meeting if you are registered as a holder of Telezon Limited shares no less than 48 hours before the commencement of the meeting.

Appointing a Proxy

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies (If you are entitled to cast two or more votes, you may appoint two proxies).
2. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is appointed to exercise. If the member does not specify a proportion or number, each proxy may exercise half of the votes. Fractions of votes will be disregarded. Neither proxy may vote on a show of hands. If you require an additional proxy form, the Company will supply it on request.
3. A proxy need not be a member of the Company and may be an individual or a body corporate.
4. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - Appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001; and
 - Provides in advance of the meeting at the Company's share registry (details below) or handed in at the meeting when registering a properly executed letter or other document ("Certificate of Appointment of Corporate Representative") confirming that they are authorised to act as the corporate representative. A form of the certificate may be obtained from the Company's share registry.
5. If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.
6. A personalised proxy form is included with this Notice of Meeting.
7. Lodgement of Proxy Form should be to Advanced Share Registry Services – details contained within this Notice of Meeting.

Lodgement of a Proxy Form

Proxy forms must be completed and lodged with the Company's share registry (details below) by **10.00am** (Melbourne time) **on Monday, 2nd July 2012**, being 48 hours before the scheduled commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting. *(NB: No facility exists for receiving proxy forms by email):*

All Correspondence to: Advanced Share Registry Services Ltd
PO Box 1156, Nedlands WA 6909
Unit 2, 150 Stirling Hwy, Nedlands, WA 6009
Ph. +61 (08) 9389 8033 Fax. +61 (08) 9389 7871
Web. www.advancedshare.com.au

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Advanced Share Registry Services by **10.00am** (Melbourne time) **on Monday, 2nd July 2012** unless it has previously been provided to Advanced Share Registry Services.

How the Chair of the Meeting will Vote Undirected Proxies

The Chair of the meeting will vote undirected proxies on, and in favour of, **Items 1 and 2**.



PROXY FORM

Please mark to indicate your directions

STEP 1

APPOINTMENT OF A PROXY

If appointing a proxy to attend the Meeting on your behalf, please complete the form and submit it in accordance with the 'How to Vote' instructions.

I/We being a member/s of Telezon Limited pursuant to my/our right to appoint not more than two proxies, appoint

<input type="checkbox"/>	The Chair of the meeting	OR		Write here the name of the person you are appointing. (NB. If you leave this section blank, the Chair of the meeting will be your proxy).
	or failing him/her			Write here the name of the other person you are appointing (if any).

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chair 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 at the Meeting to be held at **10.00am** (Melbourne time) **on Wednesday, 4th July 2012** at **365 Little Collins Street Business Centre, 365 Little Collins Street, Melbourne VIC 3000** and at any adjournment of that meeting.

If you have not appointed the Chair of the meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent _____% of my voting and Proxy 2 is appointed to represent _____% of my total votes. My total voting right is _____ shares.

NB. If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

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/she has an interest in the outcome of the resolutions and that votes cast by the Chair of the meeting for those resolutions other than as the 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.

The Chair of the meeting intends to vote all undirected proxies in favour of the resolutions.

STEP 2

VOTING DIRECTIONS TO YOUR PROXY – please mark to indicate your directions

ITEMS OF BUSINESS	FOR	AGAINST	ABSTAIN*
1. Approval of Share Issue			
2. Approval of Related Party Participation in Offer			

(* If you mark the ABSTAIN box for a resolution, 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 calculating the required majority on a poll.)

SIGN

SIGNING BY MEMBER

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1	Member 2 (if joint holding)	Member 3 (if joint holding)
Sole Director & Sole Co. Secretary	Director/ Co. Secretary	Director

Date ____/____/____