

3Q Holdings Limited
ABN 42 089 058 293

Notice of Annual General Meeting
and
Explanatory Memorandum to Shareholders

A proxy form is enclosed

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Notice

3Q Holdings Limited ABN 42 089 058 293 (Company)

Notice of annual general meeting

Notice is given that the 2009 annual general meeting of the Company will be held at Ground Floor, 35 Spring Street, Bondi Junction, NSW 2022, on Monday, 30 November 2009 at 2.00pm.

Ordinary business

2009 Financial Statements and Reports

To receive and consider the Financial Statements of the Company and its controlled entities and the Reports of the Directors and Auditor for the year ended 30 June 2009.

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2009 be adopted."

Note: The Remuneration Report is set out on pages 11 to 14 of the 2009 Annual Report. The vote on this resolution is advisory only and does not bind the Directors of the Company.

Resolution 2 – Re-election of Director – Mark McGeachen

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

"That Mark McGeachen, being a Director of the Company who retires by rotation under rule 13.2 of the Company's constitution, and being eligible, is re-elected as a Director of the Company."

Resolution 3 – Approval of Employee Share Ownership Plan

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

“That the Employee Share Ownership Plan, the terms and conditions of which are summarised in the explanatory memorandum, be approved and adopted by the Company effective immediately, and that the issue of shares under the Employee Share Ownership Plan be approved as an exception to ASX Listing Rule 7.1, and for all other purposes, including for the purposes of the Corporations Act 2001 to permit the Company taking security over shares in itself, and to permit the Company to provide financial assistance to a person to acquire shares (or rights and interests in shares) in the Company under the Employee Share Ownership Plan.”

Resolution 4 – Issue of Directors shares under the Employee Share Ownership Plan to Shaun Rosen

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

“That, for the purposes of ASX Listing Rules 10.11 and 7.1 and Chapter 2E of the Corporations Act 2001 and for all other purposes, approval is given for the issue of up to 2 million shares to Shaun Rosen (or his nominee) on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by Shaun Rosen and his associates, or by any person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if this resolution is passed and any associates of those persons. In accordance with section 224 of the Corporations Act 2001, a vote on this resolution must not be cast (in any capacity) by or behalf of: (a) a related party of the Company to whom the resolution would permit a financial benefit to be given; or (b) an associate of such related party.

Resolution 5 – Issue of Directors shares under the Employee Share Ownership Plan to Clive Klugman

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

“That, for the purposes of ASX Listing Rules 10.11 and 7.1 and Chapter 2E of the Corporations Act 2001 and for all other purposes, approval is given for the issue of up to 2 million shares to Clive Klugman (or his nominee) on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by Clive Klugman and his associates, or by any person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if this resolution is passed and any associates of those persons. In accordance with section 224 of the Corporations Act 2001, a vote on this resolution must not be cast (in any capacity) by or behalf of: (a) a related party of the Company to whom the resolution would permit a financial benefit to be given; or (b) an associate of such related party.

Resolution 6 – Issue of Directors shares under the Employee Share Ownership Plan to Alan Treisman

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

“That, for the purposes of ASX Listing Rules 10.11 and 7.1 and Chapter 2E of the Corporations Act 2001 and for all other purposes, approval is given for the issue of up to 2 million shares to Alan Treisman (or his nominee) on the terms and conditions in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by Alan Treisman and his associates, or by any person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if this resolution is passed and any associates of those persons. In accordance with section 224 of the Corporations Act 2001, a vote on this resolution

must not be cast (in any capacity) by or behalf of: (a) a related party of the Company to whom the resolution would permit a financial benefit to be given; or (b) an associate of such related party.

Resolution 7 – Issue of Directors shares under the Employee Share Ownership Plan to Stephe Wilks

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

"That, for the purposes of ASX Listing Rules 10.11 and 7.1 and Chapter 2E of the Corporations Act 2001 and for all other purposes, approval is given for the issue of up to 250,000 shares to Stephe Wilks (or his nominee) on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by Stephe Wilks and his associates, or by any person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if this resolution is passed and any associates of those persons. In accordance with section 224 of the Corporations Act 2001, a vote on this resolution must not be cast (in any capacity) by or behalf of: (a) a related party of the Company to whom the resolution would permit a financial benefit to be given; or (b) an associate of such related party.

Resolution 8 –Issue of Directors shares under the Employee Share Ownership Plan to Mark McGeachen

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

"That, for the purposes of ASX Listing Rules 10.11 and 7.1 and Chapter 2E of the Corporations Act 2001 and for all other purposes, approval is given for the issue of up to 1 million shares to Mark McGeachen (or his nominee) on the terms and conditions in the Explanatory Statement."

Voting Exclusion Statement: The Company will disregard any votes cast on this resolution by Mark McGeachen and his associates, or by any person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if this resolution is passed and any associates of those persons. In accordance with section 224 of the Corporations Act 2001, a vote on this resolution must not be cast (in any capacity) by or behalf of: (a) a related party of the Company to whom the resolution would permit a financial benefit to be given; or (b) an associate of such related party.

Further information

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice.

Entitlement to vote

It has been determined under the *Corporations Regulations 2001* (Cth) regulation 7.11.37, for the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 5.00pm on 27 November 2009.

Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate.

If a shareholder 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* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A Proxy Form accompanies this Notice and to be effective must be received at the Company's office:

Company Secretary
Ground Floor, 35 Spring Street
Bondi Junction, NSW 2022

OR by facsimile: (02) 9387 7110 (International +61 2 9387 7110)

OR, by email to alan@threeq.com.au.

by no later than 2.00pm on 27 November 2009.

Accessing your 2009 Annual Report online

The 2009 Annual Report is available for shareholders to access and download from <http://www.threeq.com.au/announce/3QAnnualReport2009FINAL.pdf>

If you would like to receive a hard copy of the 2009 Annual Report free of charge you can contact Alan Treisman, Company Secretary on 02 9369 8591.

Shareholders who have specifically requested a hard copy of the 2009 Annual Report will receive it together with this Notice or otherwise separately in the mail.

By Order of the Board

23 October 2009



Alan Treisman
Company Secretary

Explanatory Memorandum

3Q Holdings Limited ABN 42 089 058 293

Explanatory Memorandum

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the forthcoming annual general meeting.

Ordinary business

2009 Financial Statements and Reports

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires:

- the Reports of the Directors and Auditor; and
- the annual financial report, including the Financial Statements of the Company for the year ended 30 June 2009,

to be laid before the annual general meeting. The Corporations Act does not require a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Resolution 1 – Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report for the year ended 30 June 2009. The Remuneration Report is set out on pages 11 to 14 of the 2009 Annual Report, and is available from the Company's website

<http://www.threeq.com.au/announce/3QAnnualReport2009FINAL.pdf>

The vote on Resolution 1 is advisory only and does not bind the Directors. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2 – Re-election of Director – Mark McGeachen

In accordance with rule 13.2 of the Company's Constitution, Mark McGeachen retires by rotation and, being eligible, offers himself for re-election.

The experience, qualifications and other information about the candidate appear below.

Mark McGeachen
Executive Director

Mark joined the board on 5 April 2007 as part of the acquisition of AdvanceRetail Technology Limited, where he had served as Managing Director. As one of the initial founders of AdvanceRetail Technology Limited, Mark has experience in international software sales, as well as consulting experience with a number of the regions leading retailers. He has more than 23 years experience in the information technology sector, including over 17 years experience in the retail software market.

The Directors (Mark McGeachen not participating), recommend that shareholders vote in favour of Resolution 2.

Resolution 3 – Approval of Employee Share Ownership Plan

Background

The Directors have determined to establish and implement an employee share ownership plan (ESOP).

Subject to a number of exceptions, rule 7.1 of the ASX Listing Rules limits the number of securities that the Company can issue without shareholder approval in any 12 month period to 15% of its issued shares.

There is an exception to rule 7.1 where shareholders have approved the issue of securities under an employee incentive scheme within 3 years before the date of issue: rule 7.2 exception 9. Accordingly, shareholders are being asked to approve the issue of securities under the ESOP as an exception to rule 7.1.

No shares, options or other securities of the Company have previously been issued under the ESOP.

Objectives of the ESOP

The objectives of the ESOP are:

- (a) to motivate and retain employees and directors of the Company and its subsidiaries (“Group”);
- (b) to attract quality employees and directors to the Group;
- (c) to create commonality of purpose between the employees and directors and the Group; and
- (d) to add wealth for all shareholders of the Company through the motivation of the Group’s employees and directors;

by allowing employees and directors to share the rewards of the success of the Group as holders of securities of the Company.

Summary of key terms

The ESOP is intended to operate by way of the Company issuing new shares to Participants, with an amount equal to the subscription price for those shares being loaned to the Participant by the Company. That loan is repaid over time by the Participant (whether through dividends, specific payments to reduce the loan, or on sale of the underlying shares) at which time the relevant cash becomes available to the Company.

The nature of the ESOP is that it should ultimately provide a working capital boost to the Company, as the funds for subscription of new shares are released to general working capital needs. However, in the early stages of the scheme, the Company lends out an amount equal to the subscription amount, and there is no immediate flow of funds to the Company.

Other than the costs of operation of the ESOP, which the Company believes will be nominal, the ESOP does not operate to reduce existing available funds to the Company

to service its operating needs (internal or external) – the only risk is the extent to which the Company is able to capture full value for the subscription price of the issued shares over time (and the potential dilution inherent in issuing further shares).

In the ‘worst case’ for the Company, a Participant is able to surrender the shares in full and final settlement of any outstanding loan amount, and – where the Company then sells those shares and realises less than the outstanding loan amount - it will recognise an accounting loss (however, again, without any corresponding cash impact).

The Company believes that these measures ensure that the ESOP works in favour of all stakeholders, and does not materially prejudice shareholders or creditors.

Participation: Any person who is:

- (a) an employee of the Company or any of its subsidiaries; or
- (b) a director of the Company or any of its subsidiaries who holds a salaried employment or office in the Company or a subsidiary;

(“Eligible Employee”) will be eligible to participate in the ESOP. Participation by an eligible director would currently require separate specific shareholder approval under rule 10.14 of the ASX Listing Rules except where the participation were by way of a purchase of securities on the stock market of ASX Limited by, or on behalf of, the eligible director.

Participation is by invitation of the directors only.

Acquisition of shares: The ESOP provides for the acquisition for the benefit of Eligible Employees of ordinary shares in the Company. The acquisition may be made by a trust to be established for the benefit of Eligible Employees.

Acquisition price: Shares will be allotted at the then prevailing price of ordinary shares in the Company with payment for the acquisition of shares provided by the Company through the provision of loans.

Control of shares: Where an Eligible Employee participates in the ESOP and shares are acquired for the benefit of the Eligible Employee, the terms of participation authorise the Company to do all that is necessary or appropriate for the Company to ensure the shares are not disposed of or encumbered prior to the satisfaction of any restrictions on dealing including by applying a holding lock in respect of the shares. The holding lock period is for a period of ten years, until the shares are sold in accordance with the Plan, or until the Eligible Employee leaves the Company or the ESOP is terminated. In all cases, the holding lock itself is not released until repayment in full of the financial assistance,

During the term of the holding lock period an Eligible Employee is not free to deal with the shares, although they may make a disposal request to the Company. Where such a request is accepted, the Company will seek to sell the shares and credit the Participant with the proceeds of the sale (less any amount required to repay the financial assistance).

Any employee that is dismissed for cause or fraud will forfeit their ESOP shares.

Where shares are sold under the ESOP, the Company will usually seek to do so ‘on market’, and the price realised for those shares will be the actual price received. However, where an on market sale would prove difficult, the Company has allowed flexibility in the ESOP to have the shares sold into a Company buy back arrangement or held by the Trustee directly, no longer on trust for the Participant, in which case the value realised would be deemed to be the three month volume weighted average price of the Company’s shares up to that time.

Limit on issues: The number of shares that may be acquired by Eligible Employees under the ESOP is no more than 10% of the then issued share capital of the Company.

Ranking of shares: All new fully paid ordinary shares issued under the ESOP will rank from the date of issue equally with the other fully paid ordinary shares in the Company then on issue (although they will not participate in any dividends the record date for which

occurred before the date of issue). Further, the Company will apply to ASX for the quotation of any fully paid ordinary shares issued under the ESOP, except if they are subject to restrictions on disposal, in which case quotation may not be applied for unless and until required under the ASX Listing Rules.

Amendments to the rules of the ESOP: The Company may amend the rules of the ESOP, subject to any requirements of the Corporations Act and subject to obtaining any approval of shareholders required under the ASX Listing Rules.

Suspension or termination of ESOP: The Company may suspend the operation of the ESOP or terminate it at any time. Suspension or termination would not prejudice the existing rights of any person who previously acquired shares under the plan.

Provision of loans: The ESOP also allows the Company to provide loans to Eligible Employees to fund the subscription for shares offered to Eligible Employees.

Terms of loans: The loans that may be provided to Eligible Employees to fund the acquisition of shares are to be on such terms as are determined by the Board. Further, the ESOP specifically provides that a loan provided to an Eligible Employee may be:

- (a) interest free;
- (b) non-recourse;
- (c) satisfied by payment to the Company of the proceeds of the sale of the Eligible Employee's shares or by the transfer of those shares to the Company or its nominee; and
- (d) secured (including by the Company taking security over the shares in the Company acquired by the Eligible Employee under the ESOP).

Further, where a loan is provided to fund the acquisition of shares, subject to the terms of the relevant loan agreement, the shares may not, without the prior written consent of the Company, be sold, transferred, mortgaged, charged or otherwise disposed of or encumbered prior to repayment of the loan.

It is anticipated that the loan amount will reduce over time, whether by the application of 60% of any dividends paid over the period, separate payments by the Participant, or by a repayment on sale of the shares. In all cases, the loan amount must be fully repaid to remove the holding lock from the shares.

Disclosure

It is intended that shares issued by the Company under the ESOP will be issued to Participants without a disclosure document under Part 6D of the Corporations Act 2001, pursuant to one of the available exceptions. The disclosure exceptions that the Company intends to rely upon include:

- Class Order 03/184 "Employee share schemes" which allows a company, subject to certain conditions, to issue shares under an employee share scheme of up to 5% of the total number of issued shares in the company;
- Section 708(1) of the Corporations Act 2001 which allows a company to make personal offers of its shares to up to 20 investors in any 12 months and provided that no more than \$2 million is raised;
- Section 708(8) of the Corporations Act 2001 which allows a company to issue shares to "sophisticated investors". A "sophisticated investor" is a person who has net assets of at least \$2.5 million or has a gross income for each of the last two financial years of at least \$250,000; and
- Section 708(12) of the Corporations Act 2001 which allows a company to issue shares to a senior manager of the Company. A senior manager would include a person (other than a director or secretary of the Company) who makes or participates in making, decisions that affect the whole, or a substantial part, of the business of the Company or has the capacity to affect significantly the Company's financial standing.

Approval for all other purposes

Subject to certain exceptions, the Corporations Act 2001 prohibits a company from taking security over shares in itself. However, a company is able to take security over shares in itself under an employee share scheme (such as the ESOP) that has been approved by an ordinary resolution of shareholders.

Accordingly, if the ESOP is approved by shareholders, the Company will be able to take security over shares in itself where those shares (or rights or interests in them) are acquired by Eligible Employees under the ESOP.

The provision of loans by the Company to persons to, or for the benefit of, Eligible Employees to enable them to acquire shares (or rights or interests in them) in the Company (including by the exercise of options over shares, the issue of new shares or the acquisition of existing shares) will be the provision of financial assistance by the Company for the acquisition of shares (or rights or interests in shares) in the Company. Under the Corporations Act, the general rule is that a company may financially assist a person to acquire shares (or rights or interests in shares) in the company only if:

- (a) approved by a special resolution of shareholders; and
- (b) giving the assistance does not materially prejudice the interests of the company or its shareholders or the company's ability to pay its creditors.

However, financial assistance given under an employee share scheme (such as the ESOP) is specifically authorised under the Corporations Act provided the scheme has been approved by an ordinary resolution of shareholders.

Accordingly, if the ESOP is approved by shareholders, the Company will be able to provide financial assistance under the ESOP for the acquisition of shares (or rights or interests in shares) in the Company (including by the exercise of options over shares in the Company) by making loans available for that purpose, in accordance with the terms of the ESOP.

Inspection

A copy of the ESOP may be inspected at the Company's office at Ground Floor, 35 Spring Street, Bondi Junction NSW. Please contact the company secretary if you have any questions or wish to make arrangements to inspect the plan.

Directors' recommendation

The directors recommend that shareholders vote in favour of resolution 3.

Resolutions 4, 5, 6, 7 and 8 - Issue of Directors shares under the Employee Share Ownership Plan

Resolutions 4, 5, 6 and 7 seek Shareholder approval for the allotment and issue of up to 7,250,000 ordinary shares to each of the following Directors respectively:

- Shaun Rosen;
- Clive Klugman;
- Alan Treisman;
- Stephe Wilks; and
- Mark McGeachen.

Listing Rule 10.11 provides that an entity must not issue or agree to issue equity securities to its directors without the approval of holders of ordinary securities. The effect of Resolutions 4, 5, 6, 7 and 8 is therefore to approve the issue of shares to the Directors on the terms under the Employee Share Ownership Plan. In addition, if shareholders approve Resolutions 4, 5, 6, 7 and 8, the shares issued to the Directors will not count

towards the 15% limit for the purposes of Listing Rule 7.1.

If Resolutions 4, 5, 6, 7 and 8 are passed, shares will be issued to the following Directors of the Company (or their nominees):

Director	Maximum number of Shares
Shaun Rosen	2,000,000
Clive Klugman	2,000,000
Alan Treisman	2,000,000
Stephe Wilks	250,000
Mark McGeachen	1,000,000

The shares will be issued no later than one month from the end of the meeting.

The price at which the shares will be issued to each Director will be the prevailing market price.

Shareholder approval is also sought for the purposes of Chapter 2E of the Corporations Act 2001 (Cth). Chapter 2E prohibits a company from giving a financial benefit to a related party of the Company (which includes a director), subject to certain exceptions. One of the exceptions is if member approval is obtained.

For the purposes of Chapter 2E, the Company provides the following information in relation to Resolutions 4, 5, 6, 7 and 8:

- (a) The related parties to whom the proposed resolutions would permit financial benefits to be given are Shaun Rosen, Clive Klugman, Alan Treisman, Stephe Wilks and Mark McGeachen.
- (b) The financial benefit is the provision by the Company to each director of a loan in order for that Director to acquire shares pursuant to the terms of the ESOP. The financial assistance provided to the Directors is interest free.
- (c) Each Director who will receive shares pursuant to the passage of the relevant resolution in his favour, expresses no opinion and makes no recommendation in relation to that resolution, given his material personal interest in relation to its outcome. However, in relation to each of the other resolution not involving the issue of shares to that Director, the Director recommends in favour of the resolution for the reasons set out above under "Objectives of the ESOP".
- (d) Each Director has an interest in the outcome of the resolution concerning the issue of shares to that Director. That interest is the receipt of a loan for the acquisition of those shares and the issue those shares for the benefit of the Director.

Other information that is reasonably required by members to make a decision and that is known to the Company or any of its Directors

The current issued share capital of the Company is 147,076,542 fully paid ordinary shares. If Resolutions 4, 5, 6, 7 and 8 were passed and the shares referred to in those Resolutions are issued, then a maximum of 7,250,000 new shares would be issued, increasing the issued share capital of the Company from 147,076,542 to 154,326,542, representing an increase of approximately 4.93%.

Based on the current prevailing share price of the Company being \$0.16, the total subscription price of the 7,250,000 shares to be issued to the Directors will be a total of \$1,160,000. This amount will be lent by the Company to the Directors in order for the Directors to pay the subscription price for their shares. If this amount is not repaid, the Company may sell the shares in accordance with the rules of the ESOP. However, the total amount those shares are sold for may be less than the total subscription price of \$1,160,000.

The Company will incur an opportunity cost by giving the financial benefit because it will loan the subscription amount to the Directors for the shares (rather than receiving the subscription amount upon or before issue of the shares). The Company also risks not receiving the full subscription amount for those shares if the loan is not able to be fully repaid. However, the Directors consider that the proposed financial benefit is in the interests of the Company, for the reasons set out above under "Objectives of the ESOP".

The current total remuneration package of each Director and his relevant interest in shares and options in the Company is as follows:

Director	Total Remuneration Package (\$)	Relevant interest in shares in the Company	Relevant interest in options in the Company	Total relevant interest in shares after share issue	Percentage of Company's total share capital after issue of shares to directors
Shaun Rosen	416,242	57,500,000	1,000,000	59,500,000	38.55%
Clive Klugman	361,759	57,500,000	1,000,000	59,500,000	38.55%
Alan Treisman	262,823	100,000	1,000,000	2,100,000	1.36%
Stephe Wilks	61,500	115,000	Nil	365,000	0.24%
Mark McGeachen	177,450	9,389,500	Nil	10,389,500	6.73%

The table above does not take into account any potential issues to Participants other than the named Directors under the ESOP over time, but shows the effect if the only Participants were the named Directors. In addition, the Company expects that the options in the above table will expire prior to the date of the annual general meeting.

The closing price of the Company's shares traded on the ASX over the last 12 months from the date immediately prior to the date of this Notice have ranged from a low of \$0.105 on 16 April 2009 to a high of \$0.195 on 10 December 2008. The daily closing price of the Company's shares can be found at www.asx.com.au.



3Q Holdings Limited
 ABN 42 089 058 293

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Proxy Form



All correspondence to:
 3Q Holdings Limited
 Ground Floor, 35 Spring Street,
 Bondi Junction
 NSW 2022
 Australia
 Enquiries (within Australia) (02) 9369 8500
 (outside Australia) 61 2 9369 8500
 alan@threeq.com.au

Appointment of Proxy

I/We

being a member/s of 3Q Holdings Limited and entitled to attend and vote hereby appoint

the Chairman of
 the Meeting
 (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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, as the proxy sees fit) at the Annual General Meeting of 3Q Holdings Limited to be held at Ground Floor, 35 Spring Street, Bondi Junction NSW 2022 on Monday 30 November 2009 at 2.00pm and at any adjournment of that meeting. For undirected proxies, the Chairman intends to vote in favour of each resolution including resolutions 3 and 4 in which he has an interest. If you appoint the Chairman as your proxy and do not direct him how to vote, 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.

Voting directions to your proxy – please mark to indicate your directions

		For	Against	Abstain*
Resolution 1.	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2.	Re-election of Directors – Mark McGeachen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Approval of Employee Share Ownership Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	Issue of ESOP shares to Shaun Rosen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Issue of ESOP shares to Clive Klugman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6.	Issue of ESOP shares to Alan Treisman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7.	Issue of ESOP shares to Stephe Wilks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8.	Issue of ESOP shares to Mark McGeachen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the Abstain box for a particular 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 computing the required majority on a poll.

PLEASE SIGN HERE

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

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and
 Sole Company Secretary

Director

Director/Company Secretary

.....
 Contact Name

.....
 Contact Daytime Telephone

.....
 Date

How to complete the Proxy Form

1 Your Address

This is your address as it appears on the Company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the Company. Do not write the name of the issuer company or the registered securityholder in the space. For undirected proxies the Chairman intends to vote in favour of resolutions 3 and 4 and, if you appoint the Chairman your proxy and do not direct him how to vote, 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.

3 Votes on Resolutions

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each Resolution. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any resolution by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box for a resolution your vote on that resolution will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's office or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 2pm on Friday, 27 November 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON

Company's Office – Ground Floor, 35 Spring Street, Bondi Junction
NSW 2022

BY MAIL

Company's Office – Ground Floor, 35 Spring Street, Bondi Junction
NSW 2022

BY FAX

61 2 9387 7110

