

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.

Chairman's Letter

Fellow Shareholders

As I outlined in the Company's 2012 Annual Report, external economic conditions look set to remain challenging in the coming financial year, however the Board continues to focus on core business. We believe the prospects for the Company's core business are quite strong; however those prospects continue to be hampered by the illiquid trading of the Company's shares.

As the company's largest shareholder, I recognise the concern of all shareholders at the depressed performance of our share price. I do not believe that the share price reflects the value our results have shown is inherent in the operating business. Perhaps more importantly, the depressed share price creates challenges in our ongoing strategy of seeking value adding acquisitions, as we are effectively limited to offering cash consideration, rather than our preferred mix of cash and equity.

Extremely small and infrequent share trades on the ASX can substantially impact the Company's market capitalisation - without any connection to the health of the underlying business. Those trades do not represent what the Board considers to be the intrinsic value of the Company, and arguably provide a very misleading impression of that value.

Given the extent to which our agility and flexibility has been impinged by these circumstances, the Board has had to reconsider the value of the Company remaining listed on the ASX. Having thoroughly reviewed the available options, the Board has proposed the resolutions set out in the attached Notice of Annual General Meeting, specifically including two dealing with our publicly listed status:

- a. A resolution to delist the Company from the ASX
- b. A resolution to allow the Company to undertake a share buyback – based on the ongoing depressed share price, and to give all shareholders the opportunity to realise value for their shares prior to a delisting taking effect (should it be approved by shareholders).

Following delisting, the Board will further consider whether there is value in remaining a public company, as it would be substantially more cost effective to operate as a proprietary company, if that option is open to the Company.

However, the immediate steps proposed to shareholders are limited to removing the company from the public list.

I can confirm that I propose to remain a shareholder in the Company, as do my fellow directors. However, we fully understand that delisting the Company will mean that many shareholders are no longer comfortable with remaining shareholders without the ability to (at least in theory) freely trade their shares, and we have implemented the buyback arrangement to ensure there is an opportunity for at least a limited market to allow shareholders to sell their holdings prior to Company no longer trading publically. However shareholders should be aware that there is no certainty that any shares will be acquired under the buyback arrangements proposed.

Given the consequences for many shareholders, I can assure you that the Board and I did not take this decision lightly. However, to continue on the existing path was a far worse outcome for all shareholders in terms of the inherent limits it was placing on the opportunity to ever realise fair value for our investments.

Yours faithfully



Shaun Rosen, Chairman

Notice

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

Notice of annual general meeting

Notice is given that the 2012 annual general meeting of the Company will be held at Ground Floor, 35 Spring Street, Bondi Junction, NSW 2022, on Monday, 19 November 2012 at 10.00am.

Ordinary business

2012 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 2012.

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 2012 be adopted."

Note: The Remuneration Report is set out on pages 9 to 12 of the 2012 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 – Clive Klugman

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

"That Clive Klugman, 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 – Re-election of Director – Gary Zalman Burg

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

"That Gary Zalman Burg, being a Director of the Company appointed by the Directors under rule 13.4 of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

Resolution 4 – De-listing of Company from ASX

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

"That for the purpose of Listing Rule 17.11, and for all other purposes, the Company be removed from the official list of the ASX on a date to be determined by ASX (but in any event no earlier than 19 December 2012) and that the Directors be authorised to do all

things reasonably necessary to give effect to the de-listing of the Company from the ASX.”

Resolution 5 – Approval of On-market Share Buyback

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

“That for the purposes of section 257C of the Corporations Act 2001, Listing Rules 7.29 and 7.33, and for all other purposes, approval is given to the Company to conduct an on-market buyback of up to 30,000,000 of its issued ordinary shares during the 12 month period from the date of the 2012 annual general meeting and on the terms set out in the Explanatory Memorandum.”

Further information

Explanatory Memorandum

Shareholders should review and consider the information set out in the Explanatory Memorandum accompanying and forming part of this Notice.

Entitlement to vote

For the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 10.00am on 17 November 2012.

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

Voting Exclusion Statements

The Chairman intends to vote all available proxies held by him in favour of each resolution. Please refer to the proxy form accompanying this notice of meeting for more information.

Resolution 1 (Adoption of Remuneration Report)

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (details of whose remuneration are included in the remuneration report) or a closely related party of that person.

However, the Company will not disregard a vote if:

- (a) it is cast by a member of the key management personnel, or a closely related party of such a member, as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1; or
- (b) it is cast by the Chairman as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the key management personnel,

and the vote is not cast on behalf of a member of the key management personnel or any closely related party of such member.

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:

- (a) 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
- (b) 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 two or more votes may appoint two 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 10.00am on 17 November 2012.

Accessing your 2012 Annual Report online

The 2012 Annual Report is available for shareholders to access and download from <http://www.threeq.com.au/investor-relations/3q-reports.html>.

If you would like to receive a hard copy of the 2012 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 2012 Annual Report will receive it together with this Notice or otherwise separately in the mail.

By Order of the Board

19 October 2012



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

2012 Financial Statements and Reports

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

- (a) the Reports of the Directors and Auditor; and
- (b) annual financial report, including the Financial Statements of the Company for the year ended 30 June 2012,

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 2012. The Remuneration Report is set out on pages 9 to 12 of the 2012 Annual Report, and is available from the Company's website:

http://www.threeq.com.au/images/stories/docs/3q_annual_report_2012_final.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 Board will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies. If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election. There was no first "strike" at the 2011 AGM, and hence no provision has been made for a spill resolution at this meeting.

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

Resolution 2 – Re-election of Director – Clive Klugman

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

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

Clive Klugman

Executive Director

Clive joined the Board as Executive Director on 22 December 2005, as part of the acquisition of Island Pacific Australia Pty Limited. Clive studied Computer Science at the University of Cape Town, graduating in 1979. He formed Divergent Technologies with Shaun Rosen and has worked with Shaun since that time. He has had more than 30 years' experience in the information technology industry. He has the role of Chief Executive Officer of Island Pacific Australia Pty Limited

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

Resolution 3 – Re-election of Director – Gary Zalman Burg

In accordance with rule 13.4 of the Company's Constitution, Gary Zalman Burg, having been appointed by the Directors as a Director of the Company, retires, and being eligible, offers himself for re-election.

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

Gary Zalman Burg

Non-Executive Director

Gary joined the Board on 29 March 2012. He is a qualified Accountant and holds an MBA from the University of the Witwatersrand in Johannesburg, South Africa. Gary has been involved in investment banking for the past 17 years and has been instrumental in a number of Australian and South African publicly listed companies including being an investor and director of Capital Alliance Holdings Limited previously listed on the Johannesburg Stock Exchange. The Capital Alliance group included life insurance and banking operations. Gary was also a co-founder and director of the South African based Global Capital Pty Limited. The group is involved in Private equity.

Gary was the past CEO of Capital Alliance Holdings (Australia) Pty Ltd, whose investments included PrefSure Life Limited and InsuranceLine Holdings Limited. Both of these investments have been sold to Tower Australia Limited.

The Directors (Gary Burg not participating), recommend that shareholders vote in favour of Resolution 3.

Resolution 4 – De-listing of Company from ASX

Background

Shareholders are asked to resolve that the Company be removed from the official list of ASX for the purpose of Listing Rule 17.11.

The Company has applied to ASX for in-principle advice in relation to the proposal to de-list the Company. In response to the Company's application, ASX informed the Company that ASX would be likely to agree to the removal of the Company from the official list of ASX on a date to be decided by ASX, subject to the following conditions:

- (a) the de-listing request being approved by an ordinary resolution of shareholders;

- (b) the de-listing not taking place any earlier than one month after the resolution is passed;
- (c) the Notice of Meeting clearly setting out the timetable to be followed for de-listing; and
- (d) the Company releasing the terms of its decision to the market immediately the Company decides to seek de-listing.

Timetable

If Resolution 4 is passed, the Company's removal from the official list of ASX will proceed according to the following timetable:

2012 AGM	19 November 2012
Suspension date	12 December 2012
Removal date	19 December 2012

The Company reserves the right to amend the timetable with notice.

Reasons for de-listing

The Board considers that de-listing of the Company is appropriate and in the best interests of the Company for the following reasons, and for the reasons set out in the Chairman's Letter accompanying this Notice. These reasons are supplemented by the information set out regarding Resolution 5 (Approval of On-market Share Buyback):

- (a) The current and historical lack of liquidity in the Company's shares;
- (b) The ASX market price of the Company's shares does not accurately reflect the inherent value of those shares or of the Company; and
- (c) The market capitalisation of the Company based on the ASX market price of the Company's shares impairs the Company's ability to derive value from its technologies in negotiations with commercial partners.

The above factors have significantly constrained the Board's ability to operate the business effectively and have limited the growth opportunities available to the Company. In light of the above reasons, the Board no longer considers that maintaining the Company's listing on ASX is beneficial or in the best interests of the Company and its shareholders.

Effect of de-listing

If Resolution 4 is approved, the effects of de-listing will be:

- (a) the Company's share price and trading history will no longer be available on the ASX website or newspapers and stock ticker services;
- (b) the Listing Rules will cease to apply to the Company. Shareholders will nevertheless retain the protections afforded to them under the Corporations Act, and the Company will continue to be subject to its obligations under the Corporations Act and the Company's Constitution;
- (c) shareholders will be able to trade their shares on the ASX between the date of the 2012 AGM and the suspension date specified by ASX; and

- (d) shareholders wishing to trade their shares after this period will be entitled to transfer their shares off-market to a willing third party purchaser in accordance with the Company's Constitution. Such a third party market may not be liquid and shareholders will be personally responsible for sourcing potential purchasers.

The Board recommends that shareholders seek legal and financial advice about the potential impact of this resolution, including the potential advantages and disadvantages of holding shares in a company that is not listed on ASX.

Disadvantages

The Board has considered the potential disadvantages and risks associated with de-listing the Company from ASX. In particular, the de-listing of the Company's shares will directly impact liquidity that may have otherwise been available to shareholders as the shares will no longer be capable of being traded on ASX. However, as already noted, historically there has been limited trading of the Company's shares on ASX.

Directors' recommendation

The Directors recommend that shareholders vote in favour of Resolution 4.

Resolution 5 – Approval of On-market Share Buyback

Background

Shareholders are asked to approve an on-market buyback of up to 30 million shares (representing approximately 20% of the current issued share capital).

Implementing a buyback gives those shareholders who do not wish to continue to invest in a company that is no longer listed on the ASX, an opportunity to sell their shares where such an opportunity would not have otherwise existed.

In addition, in recent trading, the Board believes the quoted share price reflects a substantial discount to the intrinsic value of the Company. This depressed share price has also created challenges to the Company's ongoing strategy of seeking value adding acquisitions, as the Company is effectively limited to offering cash consideration, rather than the preferred mixture of cash and equity.

Indeed, extremely small and infrequent share trades on the ASX can substantially impact the Company's market capitalisation - without any connection to the health of the underlying business. Those trades do not represent what the Board considers to be the intrinsic value of the Company, and arguably provide a very misleading impression of that value. Should the Company's share price continue to trade at such a substantial discount, the Board seeks the ability to buy back those shares as a value accretive transaction.

Having approval to implement a buyback arrangement gives 3Q Holdings the flexibility to pursue the most beneficial capital management options available to it.

3Q Holdings will also continue to investigate options for other acquisitions, where those options allow it to expand its customer base and earnings potential at an appropriate cost. Hence, the Company proposes to instruct its broker to take a position in the market only where that position maximises the benefit of the buy-back to the Company.

Shareholder approval

Under the Corporations Act, a listed company can buy back its own shares on market if the buyback does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if all of the shares bought back in the last 12 months are more than 10% of the minimum number of shares on issue at any time during the last 12 months (**the 10/12 limit**).

Authority is sought to effect, at the discretion of the Board and subject to certain conditions, an on-market buyback of shares of up to 30 million shares by the Company, representing approximately 20% of the current issued capital. Such an on-market buyback would exceed the 10/12 limit. Resolution 5 authorises an on-market buyback at any time during the 12-month period following the date of approval (although if shareholders approve the de-listing of the Company under Resolution 4, any such on-market buyback, should it occur, would need to be conducted prior to the de-listing).

As required by section 257C(1) of the Corporations Act, the implementation of the buyback is conditional on the approval by a resolution passed at a general meeting of the Company. This resolution is an ordinary resolution and will be passed if a majority of votes cast, in person or by proxy, attorney or representative by shareholders at the meeting is cast in favour of the resolution.

If this resolution is passed, the buyback may be implemented by the Board at any time subject to the following conditions:

- (a) transactions in the Company's shares have been recorded on the ASX on at least 5 trading days in the 3 months preceding the buyback (Listing Rule 7.29);
- (b) the Company makes an announcement to the ASX in accordance with the Listing Rule that it intends to proceed with an on-market buyback (Listing Rule 3.8A); and
- (c) the market price at which the Company buys back the shares on market is not more than 5% above the average of the market price of the shares calculated over the last 5 days in which trading in the shares was recorded (Listing Rule 7.33).

If these conditions are satisfied, the on-market buyback will be effected on the following terms:

- (a) The maximum percentage of shares to be bought back is 20%. Based on the number of ordinary shares on issue as at the date of this notice being 149.84 million shares, the maximum number of shares to be bought back would be 30 million.
- (b) The Constitution does not, at the relevant time, preclude the buyback of shares or restrict the Company's power to do so. The Company will stand in the market to buyback not more than 20% of its ordinary share capital and this can be done on a continuous basis.
- (c) If the Listing Rules are inconsistent with any term of the on-market buyback set out in this Explanatory Memorandum, the Company intends that such Listing Rule(s) override that term to the extent of that inconsistency.
- (d) Acceptances, once given, are irrevocable.
- (e) At the date of this Explanatory Memorandum, no Director had determined whether he will accept a buyback offer in respect of shares in which he has an interest.

Advantages of Introducing a Share Buyback

The key advantages of the on-market buyback being allowed to proceed are:

- (a) allowing a period of relative liquidity for shareholders to sell shares back to the Company, in light of the Company's prospective delisting from the ASX, where that liquidity was not otherwise available to shareholders;

- (b) an efficient use of any surplus capital that becomes available to the Company in a market where finding suitable investments proves difficult and the fact that current share prices reflect a substantial discount to the Board's view of the Company's intrinsic value; and
- (c) the promotion of a more efficient capital structure.

Disadvantages of Introducing a Share Buyback

The key disadvantages of the on-market buyback being allowed to proceed are as follows:

- (a) it reduces the cash balances of the Company; and
- (b) it is on a selective rather than equal access basis (although, of course, all shareholders are entitled to offer shares into the buyback on market).

The financial effect of the proposed buyback will be to deplete the Company's cash reserves or to increase its borrowings depending upon the appropriate funding mix utilised by the Directors at the time the offer proceeds. Against this, the share capital of the Company will be reduced with a likely beneficial increase of earnings per share. The offer will not proceed if the buyback would materially prejudice the Company's ability to pay its creditors.

The Company intends to utilise its cash reserves to pay for the shares it buys-back when making the on-market offer and may supplement those funds with borrowings if appropriate. The break-up between one and the other will depend on the circumstances of the Company at the time the offer is made.

Accepting the on-market Share buyback may have financial, taxation, or other ramifications for shareholders depending upon each such shareholder's personal circumstances and the Board recommends that before accepting any on-market offer, shareholders should obtain their own professional advice.

The financial statements of the Company are available on the Company's website at <http://www.threeq.com.au/investor-relations/3q-reports.html>.

The Company is satisfied that this notice of meeting and Explanatory Memorandum set out all the information known to the Company that is material to the decision how to vote on Resolution 5.

Directors' recommendation

The Directors recommend that shareholders vote in favour of Resolution 5.



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, 19 November 2012 at 10.00 am and at any adjournment of that Meeting.

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default) but have **not** marked any of the boxes opposite Resolution 1 in the voting directions below, I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all of the Resolutions below.

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 – Clive Klugman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3.	Re-election of Directors – Gary Zalman Burg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4.	De-listing of Company from ASX	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5.	Approval of On-market Share Buyback	<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 security holder in the space. For undirected proxies the Chairman intends to vote in favour of the resolutions 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 10 am on 17 November 2012. 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