

EnviroMission

NEnviroMission Limited
ACN: 094 963 238
3 Raglan Street
South Melbourne, Victoria 3205
T +61 3 9693 5666
F +61 3 9699 7566
E communications@enviromission.com.au

COMPANY ANNOUNCEMENTS DIVISION
For Immediate Release
Thursday, 29 October, 2009

ASX Code: EVM
US OTC Code: EVOMY

C
O
M
P
A
N
Y

A
N
N
O
U
N
C
E
M
E
N
T

Notice of Annual General Meeting

Following is the EnviroMission Limited Notice of Annual General Meeting, incorporating resolutions, explanatory memorandum, and proxy form.

EnviroMission advises all equity placements seeking ratification from shareholders were made to unrelated parties and all capital raised from these placements was used for working capital as described in all New Issue Announcements – Appendix 3B filings with the ASX.

Ends.



Kim Forte
Communications Manager
EnviroMission Limited



**NOTICE OF ANNUAL GENERAL MEETING
INCORPORATING EXPLANATORY MEMORANDUM
AND
PROXY FORM**

Date of Meeting: 30 November 2009
Time of Meeting: 11.00am (AEDST)
Place of Meeting: DLA Phillips Fox, 140 William St Melbourne VIC 3000

Notice is hereby given that the annual general meeting ("**Annual Meeting**") of shareholders of the Company ("**Shareholders**") will be held at the offices of DLA Phillips Fox, 140 William St Melbourne on 30 November 2009 at 11.00am (AEDST) for the purpose of transacting the business set out below.

The explanatory memorandum ("**Explanatory Memorandum**") that accompanies and forms part of this notice of Annual Meeting ("**Notice**"), describes in more detail the matters to be considered.

In accordance with Section 249HA of the *Corporations Act 2001* ("**Corporations Act**") for each of the resolutions numbered 1 to 16 set out below to be effective, each resolution must be passed at a meeting of Shareholders of which not less than 28 days written notice specifying the intention to propose the resolutions has been given.

In addition, each resolution must be passed by not less than a majority of all the votes cast by the Shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative). Please note the relevant voting exclusion statements set out below.

For the purposes of determining voting entitlements at the Annual Meeting, shares in the Company ("**Shares**") will be taken to be held by the persons who are registered as holders of the Shares as at 11.00am on 26 November 2009 ("**Effective Time**"). Accordingly, transactions registered after the Effective Time will be disregarded in determining entitlements to attend and vote at the Annual Meeting.

Following the Chairman's address, the agenda for the Annual Meeting will be as follows:

BUSINESS

Accounts & Reports

To lay before the Meeting the financial report, the directors' report and the auditor's report of the Company for the financial year ended 30 June 2009 and to provide members with the opportunity to ask questions generally of the directors of the Company ("**Directors**").

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That David Galbally who retires in accordance with Article 6.3(c) of the Constitution of the Company and, being eligible, offers himself for re-election, be re-elected as a Director”

2. RESOLUTION 2 – (Non Binding) ADOPTION OF REMUNERATION REPORT

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report (being pages 8,9 and 10 of the Company’s Annual Report) for the financial year ended 30 June 2009 be adopted.”

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF SHARES TO GARY NATHANSON (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 12 March 2009 of 859,416 ordinary shares to Gary Nathanson at an issue price of A\$0.045 (4.5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 3

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 3 by Gary Nathanson or an associate of Gary Nathanson. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of “Associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “Associate” references occurring in Chapter 7 of the Corporations Act.

4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SHARES TO IRM, Investor Relationship Manager (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 15 April 2009 of 257,400 ordinary shares to IRM at an issue price of A\$0.05 (5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 4

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 4 by IRM, or an associate of IRM. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of “Associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “Associate” references occurring in Chapter 7 of the Corporations Act.

5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES TO JULIE ANN WRIGLEY 1999 REVOCABLE TRUST (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 11 May 2009 of 2,853,765 ordinary shares to Julie Ann Wrigley 1999 Revocable Trust at an issue price of A\$0.046 (4.6 cents) per ordinary share.

Voting Exclusion Statement for Resolution 5

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 5 by Julie Ann Wrigley 1999 Revocable Trust, or an associate of Julie Ann Wrigley 1999 Revocable Trust. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF SHARES TO ROBERT ZABORS (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 15 June 2009 of 4,116,751 ordinary shares to Robert Zabors at an issue price of A\$0.045 (4.5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 6

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 6 by Robert Zabors, or an associate of Robert Zabors. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

7. RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MAG CAPITAL INVESTMENT FUND 11 LLC (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 12 August 2009 of 989,281 ordinary shares to MAG CAPITAL Investment Fund 11 LLC at an issue price of A\$0.042 (4.2 cents) per ordinary share.

Voting Exclusion Statement for Resolution 7

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 7 by MAG CAPITAL Investment Fund 11 LLC, or an associate of MAG CAPITAL Investment Fund 11 LLC. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

8. RESOLUTION 8 - RATIFICATION OF PRIOR ISSUE OF SHARES TO ROBERT ZABORS (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 12 August 2009 of 1,247,178 ordinary shares to Robert Zabors at an issue price of A\$0.042 (4.2 cents) per ordinary share.

Voting Exclusion Statement for Resolution 8

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 8 by Robert Zabors, or an associate of Robert Zabors. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

9. RESOLUTION 9 - RATIFICATION OF PRIOR ISSUE OF SHARES TO SUNSHINE YUMA LLC (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 29 September 2009 of 719,660 ordinary shares to Sunshine Yuma LLC at an issue price of A\$0.048 (4.8 cents) per ordinary share.

Voting Exclusion Statement for Resolution 9

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 9 by Sunshine Yuma LLC, or an associate of Sunshine Yuma LLC. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

10. RESOLUTION 10 – RATIFICATION OF PRIOR ISSUANCE OF OPTIONS TO KEY PERSONNEL

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Shareholders approve and ratify the issue and allotment of:

- 20,000,000 Options exercisable at \$0.20 cents each on or before 15 September 2014;

to key personnel (or their nominees) of the Company on the terms and conditions included in the Explanatory Memorandum accompanying this notice"

Voting Exclusion Statement for Resolution 10

The Company will disregard any votes cast on this resolution by a person or their associate, who may participate in the grant of options and anyone who might obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed.

However the Company will not disregard the vote if:

- a) It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form: or
- b) It is cast by a person chairing 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.

11. RESOLUTION 11 – ISSUE OF OPTIONS TO KEY PERSONNEL

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, the Shareholders approve and ratify the issue and allotment of:

- 28,500,000 Options exercisable at \$0.20 cents each on or before 15 September 2014;

to key personnel (or their nominees) of the Company on the terms and conditions included in the Explanatory Memorandum accompanying this notice”

Voting Exclusion Statement for Resolution 11

The Company will disregard any votes cast on this resolution by a person or their associate, who may participate in the grant of options and anyone who might obtain a benefit, except a benefit solely in their capacity as holder of ordinary securities, if the resolution is passed.

However the Company will not disregard the vote if:

- a. It is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy form: or
- b. It is cast by a person chairing 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.

12. RESOLUTION 12 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MR RONALD DEREK DELLOW & MRS SUZANNE LOIS DELLOW (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 14 October 2009 of 727,272 ordinary shares to Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow at an issue price of A\$0.055 (5.5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 12

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 12 by Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow, or an associate of Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of “Associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “Associate” references occurring in Chapter 7 of the Corporations Act.

13. RESOLUTION 13 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MR STEVEN ANDREW DELLOW (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

“That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 14 October 2009 of 545,455 ordinary shares to Mr Steven Andrew Dellow at an issue price of A\$0.055 (5.5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 13

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 13 by Mr Steven Andrew Dellow, or an associate of Mr Steven Andrew Dellow. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of “Associate” for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to “Associate” references occurring in Chapter 7 of the Corporations Act.

14. RESOLUTION 14 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MISS SHERRYN LOUISE DELLOW (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 14 October 2009 of 545,455 ordinary shares to Miss Sherryn Louise Dellow at an issue price of A\$0.055 (5.5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 14

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 14 by Miss Sherryn Louise Dellow, or an associate of Miss Sherryn Louise Dellow. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

15. RESOLUTION 15 - RATIFICATION OF PRIOR ISSUE OF SHARES TO CHRISTOPHER KING (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 14 October 2009 of 193,820 ordinary shares to Christopher King at an issue price of A\$0.055 (5.5 cents) per ordinary share.

Voting Exclusion Statement for Resolution 15

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 15 by Christopher King, or an associate of Christopher King. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

16. RESOLUTION 16 - RATIFICATION OF PRIOR ISSUE OF SHARES TO VERACITY ANALYTICS VENTURES LLC (LESS THAN 15% OF CAPITAL)

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 20 October 2009 of 1,475,280 ordinary shares to Veracity Analytics Ventures LLC at an issue price of A\$0.054 (5.4 cents) per ordinary share.

Voting Exclusion Statement for Resolution 16

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 16 by Veracity Analytics Ventures LLC, or an associate of Veracity Analytics Ventures LLC. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

**17. RESOLUTION 17 - RATIFICATION OF PRIOR ISSUE OF SHARES TO EUGENE TRIPP JR.
(LESS THAN 15% OF CAPITAL)**

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 26 October 2009 of 460,000 ordinary shares to Eugene Tripp Jr. at an issue price of A\$0.05 (5.0 cents) per ordinary share.

Voting Exclusion Statement for Resolution 17

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 17 by Eugene Tripp Jr., or an associate of Eugene Tripp Jr. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

**18. RESOLUTION 18 - RATIFICATION OF PRIOR ISSUE OF SHARES TO ANDELOU PTY LTD
(LESS THAN 15% OF CAPITAL)**

To consider and if thought fit, to pass with or without amendment the following resolution as an ordinary resolution:

"That for the purposes of compliance with Listing Rules 7.4 and for all other purposes, the Shareholders approve and ratify the issue and allotment on 26 October 2009 of 4,000,000 ordinary shares to Andelou Pty Ltd at an issue price of A\$0.05 (5.0 cents) per ordinary share.

Voting Exclusion Statement for Resolution 18

In accordance with Listing Rules 7.5.6 and 14.11.1, the Company will disregard any votes cast on resolution 18 by Andelou Pty Ltd, or an associate of Andelou Pty Ltd. However 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 on the proxy form, or it is cast by a person chairing 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.

Note: The meaning of "Associate" for the purposes of voting exclusion is as given in section 11 and section 13 to 17 of the Corporations Act. Section 13 is to be applied as if it was not confined to "Associate" references occurring in Chapter 7 of the Corporations Act.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist the Shareholders of EnviroMission Limited in their consideration of the resolutions proposed for the Annual General Meeting to be held at the DLA Phillips Fox offices, 140 William Street, Melbourne on 30 November 2009 at 11.00am (AEDST). It should be read in conjunction with the Notice to which this Explanatory Memorandum is attached and forms part.

The Directors of the Company recommend that Shareholders read this document carefully and in its entirety before making any decision in relation to the proposed resolutions.

The following matters should be noted in relation to the resolutions set out in the attached Notice.

1. RESOLUTION 1 – RE-ELECTION OF DIRECTOR

David Galbally is retiring in accordance with the Constitution of the Company and being eligible, offers himself for re-election. David Galbally has been a Director of the Company since April 2005.

Mr Galbally has extensive experience in the areas of criminal law and white collar crime, corporate law, and media and sports law. David adds a depth of experience in corporate governance and due diligence processes to the board of EnviroMission.

Mr Galbally is an accredited mediator and also has wide ranging experience in environmental and Occupational Health & Safety matters.

Mr Galbally was a partner in the legal firm Galbally & O'Bryan from 1977 to 1983, appointed as Queen's Council in 1996 and a partner in the firm Browne & Co from 2000 to the present.

2. RESOLUTION 2 – (Non Binding) ADOPTION OF REMUNERATION REPORT

The Company is required to include in its Directors report a detailed remuneration report relating to Directors' and Executives remuneration. Section 300A of the Corporations Act sets out the information to be included in the remuneration report. A copy of the report appears on pages 8, 9 & 10 of the Company's Annual Report.

Section 250R(2) of the Corporations Act requires a resolution that the remuneration report be adopted and be put to a vote of Shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only and does not bind the board of the Company.

Under Section 250SA of the Corporations Act, Shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the report. This is in addition to any questions or comments that Shareholders may have in relation to the management of the Company.

3. RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF SHARES TO GARY NATHANSON (LESS THAN 15% OF CAPITAL)

Background

On the 12 March 2009, Gary Nathanson made an investment of US\$25,000 in the Company in consideration for the Company Issuing and allotting to Gary Nathanson a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 12 March 2009 (AUS Time) Gary Nathanson paid US\$25,000 to the Company in exchange for:
 - i. 859,416 Options to subscribe for ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of 9 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - ii. 859,614 Ordinary Shares the total price for which amounted to US\$25,000 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX.

4. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF SHARES TO IRM (LESS THAN 15% OF CAPITAL)

Background

On the 8 September 2008, the Company entered into a formal contractual agreement with IRM, a Sydney based website consultancy firm, for the purpose of re-designing the existing layout of the EnviroMission Limited website.

On the 15 April 2009 (AEST Time) the Company issued 257,400 ordinary Shares as payment for the completion of services relating to the website. The invoiced amount for the completed work was AUS\$12,870.

5. RESOLUTION 5 - RATIFICATION OF PRIOR ISSUE OF SHARES TO JULIE ANN WRIGLEY 1999 REVOCABLE TRUST(LESS THAN 15% OF CAPITAL)

Background

On the 11 May 2009, Julie Ann Wrigley 1999 Revocable Trust made an investment of US\$100,000 in the Company in consideration for the Company Issuing and allotting to Julie Ann Wrigley 1999 Revocable Trust a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 11 May 2009 (US Time) Julie A Wrigley paid US\$100,000 to the Company in exchange for:
 - i. 1,426,882 Options to subscribe for ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of 9.2 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - ii. 2,853,765 Ordinary Shares the total price for which amounted to US\$100,000 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX.

6. RESOLUTION 6 - RATIFICATION OF PRIOR ISSUE OF SHARES TO ROBERT ZABORS (LESS THAN 15% OF CAPITAL)

Background

On the 15 June 2009, Robert Zabors made an investment of AUD\$185,253.80 in the Company in consideration for the Company Issuing and allotting to Robert Zabors a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 15 June 2009 (US Time) Robert Zabors paid AUD\$185,253.80 to the Company in exchange for:
 - i. 2,058,376 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of 9 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - ii. 4,116,751 Ordinary Shares the total price for which amounted to AUD\$185,253.80 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX.

7. RESOLUTION 7 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MAG CAPITAL Investment Fund 11 LLC (LESS THAN 15% OF CAPITAL)

Background

On the 12 August 2009, MAG CAPITAL Investment Fund 11 LLC made an investment of AUD\$41,549.82 in the Company in consideration for the Company Issuing and allotting to MAG CAPITAL Investment Fund 11 LLC a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 12 August 2009 (US Time) MAG CAPITAL Investment Fund 11 LLC paid AUD\$41,549.82 to the Company in exchange for:
 - i. 494,641 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of 8.4 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - ii. 989,281 Ordinary Shares the total price for which amounted to AUD\$41,549.82 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX.

8. RESOLUTION 8 - RATIFICATION OF PRIOR ISSUE OF SHARES TO ROBERT ZABORS (LESS THAN 15% OF CAPITAL)

Background

On the 14 September 2009, Robert Zabors made an investment of AUD\$56,123.02 in the Company in consideration for the Company Issuing and allotting to Robert Zabors a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 14 September 2009 (US Time) Robert Zabors paid AUD\$56,123.02 to the Company in exchange for:
 - i. 623,589 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of 9 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - ii. 1,247,178 Ordinary Shares the total price for which amounted to AUD\$56,123.02 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX.

**9. RESOLUTION 9 - RATIFICATION OF PRIOR ISSUE OF SHARES TO SUNSHINE YUMA LLC
(LESS THAN 15% OF CAPITAL)**

Background

On the 29 September 2009, Sunshine Yuma LLC made an investment of AUD\$34,543.94 in the Company in consideration for the Company Issuing and allotting to Sunshine Yuma LLC a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 29 September 2009 (AEST Time) Sunshine Yuma LLC paid AUD\$34,543.94 to the Company in exchange for:
 - i. 359,830 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of 9.6 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - ii. 719,660 Ordinary Shares the total price for which amounted to AUD\$34,543.94 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX.

10. RESOLUTION 10 - RATIFICATION OF PRIOR ISSUANCE OF OPTIONS TO KEY PERSONNEL

Background

The Directors granted the issuance of 20,000,000 Options exercisable at \$0.20 cents on or before 15 September 2014, under the terms and conditions of a previously approved share option plan.

The Options were granted within the Company's placement capacity under ASX Listing Rule 7.1. ASX listing rule 7.1 provides that, without Shareholder approval, a listed Company must not issue equity securities where the number of securities proposed to be issued represents more than 15% of the Company's securities then on issue. The terms and conditions of these allotments are set out in the 'Terms and Conditions of Options' in Annexure 2.

Name	No. of Options	Exercise price	Expiry date
Kim Forte	2,000,000	\$0.20 cents	April 30 2012
Roger C Davey	2,500,000	\$0.20 cents	April 30 2012
Christopher J Davey	1,000,000	\$0.20 cents	April 30 2012
Kim Forte	2,000,000	\$0.20 cents	March 27 2014
Roger C Davey	5,000,000	\$0.20 cents	March 27 2014
Christopher J Davey	2,000,000	\$0.20 cents	March 27 2014
David Galbally	2,000,000	\$0.20 cents	March 27 2014
Andrew Forte	200,000	\$0.20 cents	March 27 2014
Andrew Forte	300,000	\$0.20 cents	September 15 2014
David Galbally	3,000,000	\$0.20 cents	September 15 2014

11. RESOLUTION 11 – ISSUE OF OPTIONS TO KEY PERSONNEL

Background

As part of the remuneration package offered by EnviroMission Limited, the Directors granted the issuance of 28,500,000 Options with an exercise price of \$0.20 cents and an expiry date of, on or before 15 September 2014. The "Terms and conditions of these Options are set out in Annexure 2.

The offer was deemed to constitute "reasonable remuneration" – taking into consideration the circumstances of the Company and the circumstances of related parties and employees.

Name	No. of Options	Exercise price	Expiry date
Kim Forte	4,000,000	\$0.20 cents	March 27 2014
Roger C Davey	5,000,000	\$0.20 cents	March 27 2014
Christopher J Davey	4,000,000	\$0.20 cents	March 27 2014
Kim Forte	3,000,000	\$0.20 cents	September 15 2014
Roger C Davey	5,000,000	\$0.20 cents	September 15 2014
Christopher J Davey	2,000,000	\$0.20 cents	September 15 2014
David Galbally	2,000,000	\$0.20 cents	September 15 2014
Douglas Fant	1,250,000	\$0.20 cents	September 15 2014
Lee Tanner	1,250,000	\$0.20 cents	September 15 2014
David Rosenberg	2,000,000	\$0.20 cents	September 15 2014

It should be noted the following Option Recipients are Related Parties for the purpose of Listing Rule 10.11:

Roger C Davey
Christopher J Davey
David Galbally

12. RESOLUTION 12 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MR RONALD DEREK DELLOW & MRS SUZANNE LOIS DELLOW (LESS THAN 15% OF CAPITAL)

Background

On the 14 October 2009, Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow made an investment of AUD\$40,000 in the Company in consideration for the Company Issuing and allotting to Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 14 October 2009 (AEST Time) Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow paid AUD\$40,000 to the Company in exchange for:
 - 363,636 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.11 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 727,272 Ordinary Shares the total price for which amounted to AUD\$40,000 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX

13. RESOLUTION 13 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MR STEVEN ANDREW DELLOW (LESS THAN 15% OF CAPITAL)

Background

On the 14 October 2009, Mr Steven Andrew Dellow made an investment of AUD\$30,000 in the Company in consideration for the Company Issuing and allotting to Mr Steven Andrew Dellow a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 14 October 2009 (AEST Time) Mr Steven Andrew Dellow paid AUD\$30,000 to the Company in exchange for:
 - 272,727 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.11 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 545,455 Ordinary Shares the total price for which amounted to AUD\$30,000 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX

14. RESOLUTION 14 - RATIFICATION OF PRIOR ISSUE OF SHARES TO MISS SHERRYN LOUISE DELLOW (LESS THAN 15% OF CAPITAL)

Background

On the 14 October 2009, Miss Sherryn Louise Dellow made an investment of AUD\$30,000 in the Company in consideration for the Company Issuing and allotting to Miss Sherryn Louise Dellow a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 14 October 2009 (AEST Time) Miss Sherryn Louise Dellow paid AUD\$30,000 to the Company in exchange for:
 - 272,727 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.11 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 545,455 Ordinary Shares the total price for which amounted to AUD\$30,000 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX

15. RESOLUTION 15 - RATIFICATION OF PRIOR ISSUE OF SHARES TO CHRISTOPHER KING (LESS THAN 15% OF CAPITAL)

Background

On the 14 October 2009, Christopher King made an investment of AUD\$10,659.80 in the Company in consideration for the Company Issuing and allotting to Christopher King a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 14 October 2009 (AEST Time) Christopher King paid AUD\$10,659.80 to the Company in exchange for:
 - 96,910 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.11 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 193,820 Ordinary Shares the total price for which amounted to AUD\$10,659.80 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX

16. RESOLUTION 16 - RATIFICATION OF PRIOR ISSUE OF SHARES TO VERACITY ANALYTICS VENTURES LLC (LESS THAN 15% OF CAPITAL)

Background

On the 20 October 2009, Veracity Analytics Ventures LLC made an investment of AUD\$79,665.19 in the Company in consideration for the Company Issuing and allotting to Veracity Analytics Ventures LLC a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 20 October 2009 (AEST Time) Veracity Analytics Ventures LLC paid AUD\$79,665.19 to the Company in exchange for:
 - 736,640 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.108 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 1,475,280 Ordinary Shares the total price for which amounted to AUD\$79,665.19 based on the closing price of the Company's ordinary Shares on the previous trading day as quoted on the ASX

17. RESOLUTION 17 - RATIFICATION OF PRIOR ISSUE OF SHARES TO EUGENE TRIPP JR. (LESS THAN 15% OF CAPITAL)

Background

On the 26 October 2009, Eugene Tripp Jr. made an investment of AUD\$23,000 in the Company in consideration for the Company Issuing and allotting to Eugene Tripp Jr. a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 26 October 2009 (AEST Time) Eugene Tripp Jr. paid AUD\$23,000 to the Company in exchange for:
 - 230,000 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.10 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 460,000 Ordinary Shares the total price for which amounted to AUD\$23,000 based on the opening price of the Company's ordinary Shares on 26 October, day as quoted on the ASX

18. RESOLUTION 18 - RATIFICATION OF PRIOR ISSUE OF SHARES TO ANDELOU PTY LTD (LESS THAN 15% OF CAPITAL)

Background

On the 26 October 2009, Andelou Pty Ltd made an investment of AUD\$200,000 in the Company in consideration for the Company Issuing and allotting to Andelou Pty Ltd a number of Shares and Options to subscribe for Shares in the Company on the following terms:

- On 26 October 2009 (AEST Time) Andelou Pty Ltd paid AUD\$200,000 to the Company in exchange for:
 - 2,000,000 Options to subscribe for Ordinary Shares, on the terms and conditions as set out in Annexure 1, on a one for one basis, with an exercise price of \$0.10 cents for each ordinary Share, exercisable at any time after the date of issue and prior to February 2011;
 - 4,000,000 Ordinary Shares the total price for which amounted to AUD\$200,000 based on the opening price of the Company's ordinary Shares on 26 October, as quoted on the ASX

Important Note:

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

Annexure 1

Terms and Conditions of Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.
 - (b) The Options will expire at 5:00 pm (WST) on 1 February 2011 (**Expiry Date**). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - (c) The amount payable upon exercise of each Option, will be double the price of the ordinary Shares issued in accordance with section 7(b)(ii) or section 7(c)(ii) (as the case may be) of the Explanatory Memorandum of the 2009 Notice of Annual General Meeting (**Exercise Price**).
 - (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - (e) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a written notice of exercise of Options specifying the number of Options being exercised; and
 - a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;
- (Exercise Notice).**
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - (h) The Options are not transferable.
 - (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
 - (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
 - (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
 - (l) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
 - (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

Annexure 2

Terms and Conditions of Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) Each Option gives the Option holder the right to subscribe for one Share. To obtain the right given by each Option, the Option holder must exercise the Options in accordance with the terms and conditions of the Options.
- (b) The Options will expire at 5:00 pm (WST) on April 30 2012; or
March 27 2014,
September 15 2014
(Expiry Date). Any Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- (c) The amount payable upon exercise of each Option will be \$0.20 **(Exercise Price)**.
- (d) The Options held by each Option holder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- (e) An Option holder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a written notice of exercise of Options specifying the number of Options being exercised; and
 - a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised;**(Exercise Notice)**.
- (f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- (g) Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- (h) The Options are not transferable.
- (i) All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- (j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 10 Business Days after the date of allotment of those Shares.
- (k) If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
- (l) There are no participating rights or entitlements inherent in the Options and Option holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Option holders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- (m) An Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

PROXY FORM

The Company Secretary

EnviroMission Limited
Ground Floor, 3 Raglan Street
SOUTH MELBOURNE VIC 3205
Facsimile Transmission No. +61 3 9699 7566

I/We _____
of _____
being a member/(s) of EnviroMission Limited hereby appoint _____
of _____
or failing him/or _____
of _____
or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at -----Melbourne on 30 November 2009, at 11.00am (AEST) and at any adjournment thereof in the manner indicated below or, in the absence of indication, as the Chairman thinks fit.

A Shareholder is entitled to appoint up to 2 proxies. If 2 proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []% of the Shareholder's votes (an additional Proxy Form will be supplied by EnviroMission on request).

INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a Resolution, the proxy may abstain or vote at his or discretion.

I/We direct my/our proxy to vote as indicated below:

RESOLUTION	FOR	AGAINST	ABSTAIN
1 Re-election of Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue of Shares to Gary Nathanson (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares to IRM, Investor Relationship Manager Technologies (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares to Julie Anne Wrigley 1999 Revocable Trust (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Prior Issue of Shares to Robert Zabors (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of Shares to MAG Capital Investment Fund 11 LLC (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of prior issue of Shares to Robert Zabors (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9 Ratification of prior issue of Shares to Sunshine Yuma LLC (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 Ratification of Prior Issue of Options to Key Personnel (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11 Issue of Options to Key Personnel	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12 Ratification of Prior Issue of Shares to Mr Ronald Derek Dellow & Mrs Suzanne Lois Dellow (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13 Ratification of Prior Issue of Shares to Mr Steven Andrew Dellow (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14 Ratification of Prior Issue of Shares to Miss Sherryn Louise Dellow (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15 Ratification of Prior Issue of Shares to Christopher King (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16 Ratification of Prior Issue of Shares to Veracity Analytics Ventures LLC (less than 15% of capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17 Ratification of Prior Issue of Shares to Eugene Tripp Jr (less than 15% capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18 Ratification of Prior Issue of Shares to Andelou Pty Ltd (less than 15% capital)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Proxies given by a natural person must be signed by each appointing Shareholder or the Shareholder's attorney duly authorised in writing. Proxies given by companies must be executed in accordance with section 127 of the Corporations Act or signed by the appointer's attorney duly authorised in writing.

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

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, 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.

As witness my/our hand/s this _____ day of _____ 2009.

If a natural person:

SIGNED by:

Signature (if joint holder)

Print Name in full

If a company:

EXECUTED in accordance with section 127 of the Corporations Act: _____) _____)

Signature of Director / Secretary

Name of Director / Secretary in full

If by power of attorney:

SIGNED for and on behalf of _____)
by _____ under a _____)
Power of Attorney dated _____ and who _____)
declares that he/she has not received any _____)
revocation of such Power of Attorney in the _____)
presence of: _____)

Signature of Attorney

Signature of Witness

Name of Witness in full

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or another authority) must be deposited at or sent by facsimile transmission to the registered office of the Company at Ground Floor, 3 Raglan Street, South Melbourne, Victoria 3205, facsimile number **+61 3 9699 7566** not less than 48 hours before the time for holding the Annual General Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder or his/or attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

VOTING ENTITLEMENT

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 11.00 am on 17 December 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.