

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003.

Name of entity

TALENT2 INTERNATIONAL LIMITED ("TWO")

ABN

19 000 737 744

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | | |
|---|--|--|
| 1 | +Class of +securities issued or to be issued | Ordinary Shares |
| 2 | Number of +securities issued or to be issued (if known) or maximum number which may be issued | One million, nine hundred and forty two thousand, and fifty (1,942,050) |
| 3 | Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | The 1,942,050 Fully Paid Ordinary Shares are subject to the following voluntary escrow conditions:

971,026 shares to be released from voluntary escrow on 12 November 2009;
582,614 shares to be released from voluntary escrow on 1 July 2010;
388,410 shares to be released from voluntary escrow on 1 July 2011. |

4	<p>Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	Yes.	
5	Issue price or consideration	\$1,692,500	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	1,942,050 ordinary fully paid shares issued as initial consideration for the acquisition of The Learning Group Pty Limited.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	14 November 2008.	
8	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 2 if applicable)	Number 126,789,602	+Class ORDINARY

+ See chapter 19 for defined terms.

	Number	+Class
9 Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Share Options – refer Annexure A	
10 Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Shares issued will receive dividends on the same terms and conditions as the other holders of ordinary securities.	

Part 2 - Bonus issue or pro rata issue

11 Is security holder approval required?	
12 Is the issue renounceable or non-renounceable?	
13 Ratio in which the +securities will be offered	
14 +Class of +securities to which the offer relates	
15 +Record date to determine entitlements	
16 Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	
17 Policy for deciding entitlements in relation to fractions	
18 Names of countries in which the entity has +security holders who will not be sent new issue documents <small>Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.</small>	
19 Closing date for receipt of acceptances or renunciations	

+ See chapter 19 for defined terms.

20	Names of any underwriters	
21	Amount of any underwriting fee or commission	
22	Names of any brokers to the issue	
23	Fee or commission payable to the broker to the issue	
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of ⁺ security holders	
25	If the issue is contingent on ⁺ security holders' approval, the date of the meeting	
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	
28	Date rights trading will begin (if applicable)	
29	Date rights trading will end (if applicable)	
30	How do ⁺ security holders sell their entitlements <i>in full</i> through a broker?	
31	How do ⁺ security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	

⁺ See chapter 19 for defined terms.

- 32 How do ⁺security holders dispose of their entitlements (except by sale through a broker)?
- 33 ⁺Despatch date

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

- 34 Type of securities
(tick one)
- (a) Securities described in Part 1
- (b) All other securities
Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

- 35 If the ⁺securities are ⁺equity securities, the names of the 20 largest holders of the additional ⁺securities, and the number and percentage of additional ⁺securities held by those holders
- 36 If the ⁺securities are ⁺equity securities, a distribution schedule of the additional ⁺securities setting out the number of holders in the categories
1 - 1,000
1,001 - 5,000
5,001 - 10,000
10,001 - 100,000
100,001 and over
- 37 A copy of any trust deed for the additional ⁺securities

⁺ See chapter 19 for defined terms.

Entities that have ticked box 34(b)

38 Number of securities for which
+quotation is sought

39 Class of +securities for which
quotation is sought

40 Do the +securities rank equally in all
respects from the date of allotment
with an existing +class of quoted
+securities?

If the additional securities do not
rank equally, please state:

- the date from which they do
- the extent to which they
participate for the next dividend,
(in the case of a trust,
distribution) or interest payment
- the extent to which they do not
rank equally, other than in
relation to the next dividend,
distribution or interest payment

41 Reason for request for quotation
now

Example: In the case of restricted securities, end of
restriction period

(if issued upon conversion of
another security, clearly identify that
other security)

	Number	+Class
42	Number and +class of all +securities quoted on ASX (<i>including</i> the securities in clause 38)	

+ See chapter 19 for defined terms.

Quotation agreement

1 ⁺Quotation of our additional ⁺securities is in ASX's absolute discretion. ASX may quote the ⁺securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the ⁺securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those ⁺securities should not be granted ⁺quotation.
- An offer of the ⁺securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any ⁺securities to be quoted and that no-one has any right to return any ⁺securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the ⁺securities be quoted.
- We warrant that if confirmation is required under section 1017F of the Corporations Act in relation to the ⁺securities to be quoted, it has been provided at the time that we request that the ⁺securities be quoted.
- If we are a trust, we warrant that no person has the right to return the ⁺securities to be quoted under section 1019B of the Corporations Act at the time that we request that the ⁺securities be quoted.

⁺ See chapter 19 for defined terms.

- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here: 
(Company Secretary)

Date: 14 November 2008.

Print name: DAVID PATTESON

Annexure A – Unquoted Share Option Details

Parcel	ASX Code	Expiry Date	Option Price	Balance Units	Vested Units	Non Vested Units
N	TWOAO	6 May 09	\$ 1.02	135,000	135,000	-
O	TWOAA	1 Jul 09	\$ 0.97	709,250	709,250	-
Q	TWOAC	5 Aug 09	\$ 1.32	5,750	5,750	-
R	TWOAS	16 Feb 10	\$ 1.37	72,500	40,000	32,500
S	TWOAU	24 Jun 10	\$ 1.19	1,206,461	864,487	341,974
T	TWOAY	31 Jan 11	\$ 1.05	38,500	18,000	20,500
U	TWOAW	15 Jun 11	\$ 1.15	35,000	17,500	17,500
V	TWOAZ	17 Jul 11	\$ 1.34	1,056,750	493,900	562,850
W	TWOAD	25 Oct 11	\$ 1.57	65,000	12,500	52,500
X	TWOAE	30 Jun 12	\$ 1.57	1,500,000	300,000	1,200,000
Y	TWOAB	7 Feb 12	\$ 1.88	60,000	-	60,000
Z	TWOAF	16 May 12	\$ 2.64	37,000	-	37,000
A	TWOAG	8 Aug 12	\$ 3.01	1,295,500	-	1,295,500
B	TWOAH	10 Sep 13	\$ 2.93	800,000	-	800,000
C	TWOAJ	5 Dec 12	\$ 2.97	43,000	-	43,000
D	TWOAL	20 Feb 13	\$ 2.25	152,000	-	152,000
E	TWOAL	23 Apr 13	\$ 1.78	60,000	-	60,000
F		13 Aug 13	\$ 1.25	75,000	-	-
G		30 Jun 12	\$ 1.50	480,000	-	-

Annexure B – New Unquoted Options since last notification

Parcel	ASX Code	Expiry Date	Option Price	Total Units	Details
G		30 Jun 12	\$ 1.50	480,000	Director Share Options

+ See chapter 19 for defined terms.