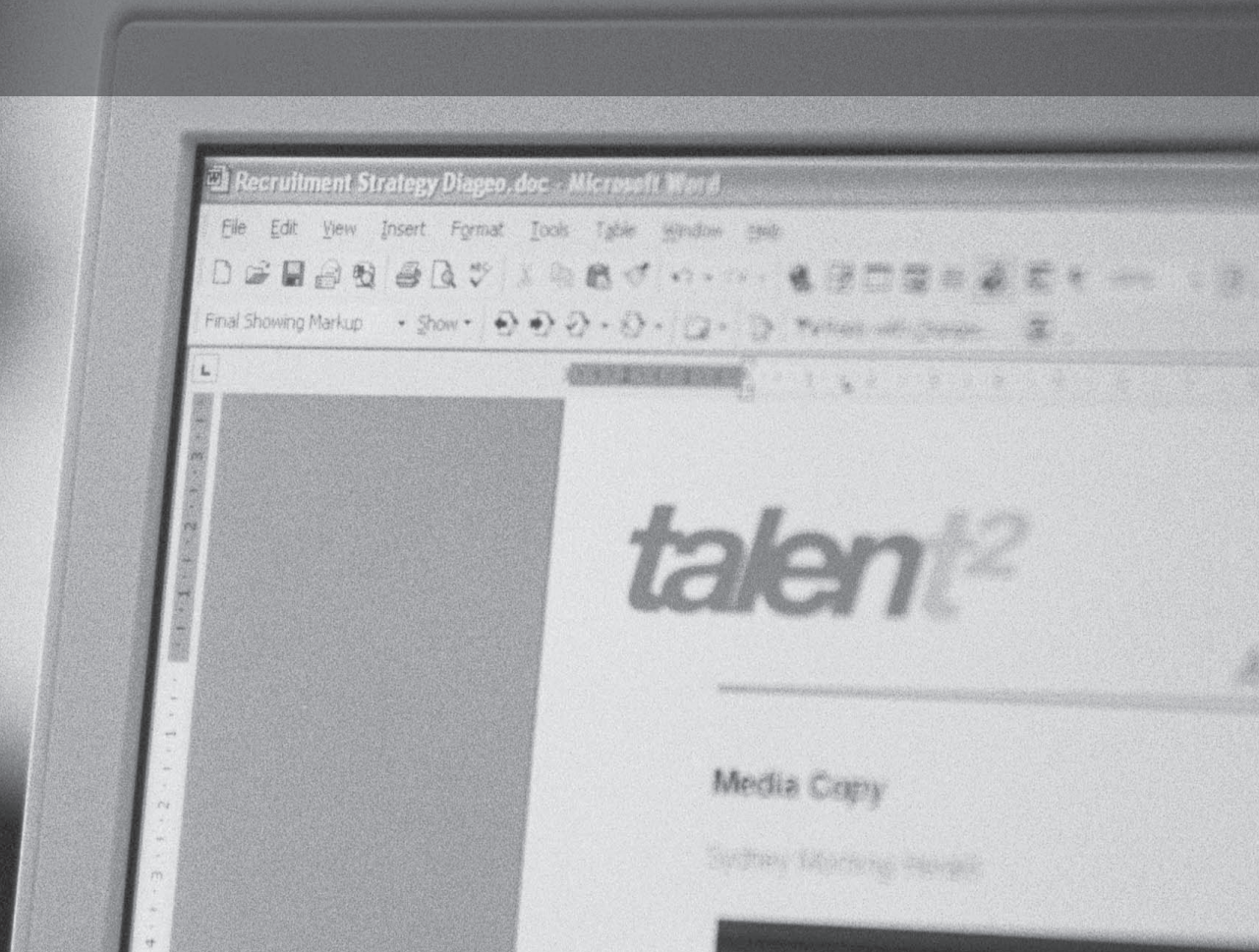


Talent2 International Limited

ABN 19 000 737 744

NOTICE OF 2005 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.**

talent2

Dear Shareholder

I have pleasure in inviting you to the 2005 Annual General Meeting (AGM) of Talent2 International Limited, to be held at the offices of Grant Thornton, Level 17, 383 Kent Street, Sydney, NSW, on Tuesday 18 October 2005 at 11:00am.

At this AGM the Directors will seek shareholder approval for the 30 June 2005 financial report and for the first time, non-binding shareholder approval for the 2005 Remuneration Report.

The Directors will also seek shareholder approval of ordinary resolutions for:

- the reappointment of Geoffrey Morgan as a Director;
- new shares to be issued in respect of the National Payroll Systems (NPS) acquisition that was announced in August 2005;
- the approval of the past issue of Talent2 securities to satisfy the acquisition of Hong Kong-based Wall Street Associates, The Banks Management Group and Southrock; and
- the appointment of Albert "Bud" Hawk, the Chairman of InterPro Holdings Inc., as a Director of Talent2.

The NPS deal, as part of the InterPro acquisition, is central to our ongoing business strategy and provides – in one clean move – access to more than 2000 new customers in the payroll managed services business, mainly in the lucrative small to medium-sized enterprise market in which we currently have limited market share. It also provides for a 50:50 joint venture opportunity for Talent2 and InterPro to provide human resources services into the booming Chinese economy.

Similarly, the Wall Street Associates, Banks Management Group and Southrock acquisitions readily fit our business model. In each case, either internal due diligence or external due diligence by our financial advisors, has been undertaken.

Importantly, your Directors believe that fundamental to each of these acquisitions is that they should be earnings-positive in their first year under the Talent2 banner, or soon thereafter.

Your Directors firmly believe that the resolutions are in the best interests of your Company and its shareholders. Details of the above resolutions are contained in your Notice of Meeting, together with a proxy form. If you are unable to attend the meeting, I strongly urge you to cast your vote by completing and returning your proxy form in favour of the resolutions.

We continue to focus on reducing the numbers of shareholders that receive a printed copy of the annual report. If you have the facility to receive your Company's annual report on-line and wish to do so, or you are receiving multiple copies of the annual report, please advise us by completing and returning the enclosed form.

I also take this opportunity to thank you for your continued support as a shareholder-partner. I look forward to welcoming you to the meeting.

Yours sincerely,



Mary Beth Bauer
Chairman

15 September 2005

Talent2 International Limited

ABN 19 000 737 744

Notice of Annual General Meeting

Notice is hereby given to the members of Talent2 International Limited (the Company) that the 2005 Annual General Meeting will be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on 18 October 2005 at 11:00am.

The purpose of the meeting is to consider and, if thought fit, to pass the resolutions referred to below as ordinary resolutions.

If you are unable to attend the meeting, we encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company no later than 11.00 am on 16th October 2005. Proxy forms can be posted to the Company at P.O. Box 1516, Level 4, 77 Pacific Highway, North Sydney NSW 2059 or sent by facsimile marked to the attention of Michael Bermeister on (02) 9087 6395.

Ordinary business

Receipt of financial report

To receive and consider the financial report of the Company and the reports of the Directors and auditors for the year ended 30 June 2005.

Resolution 1: Retirement by rotation and re-election of Geoffrey Morgan

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

"That Geoffrey Morgan, having been appointed on 29 September 2003, as a Director of the Company, retires in accordance with the Company's constitution, and being eligible, is re-elected as a director of the Company."

Further information in relation to the appointment of Geoffrey Morgan is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 2: Remuneration Report

To consider and, if thought fit, to pass the following non-binding resolution.

"That the Remuneration Report be adopted."

The Remuneration Report is set out in the 2005 annual report. Please note that the vote on this resolution is advisory only, and does not bind the Company or its Directors.

Special Business

The resolutions set out below relate to proposed and past acquisitions of the Company involving the issue of securities of the Company as consideration, plus the appointment of Mr Hawk as a new Director of the Company. The Explanatory Memorandum accompanying this Notice of Meeting describes the relevant transactions in more detail and contains other important information relating to the resolutions.

Resolution 3: Approval of proposed issue of securities

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

"That for all purposes, including Listing Rule 7.1 of the Australian Stock Exchange Limited, the issue by the Company of:

- (a) up to 9,586,466 fully paid ordinary shares to InterPro Global Pte Limited and entities controlled by it at \$1.33 per share;*
- (b) up to 3,007,519 fully paid ordinary shares in total to Gregory*

Maxwell McManus, Terrence Paul Armstrong and Russell John Simmons at \$1.33 per share,

issued pursuant to the acquisition of InterPro Australia and the minority interests of NPS Holdings Pty Limited is approved and authorised."

Resolution 4: Approval of past issue of securities pursuant to the Wall Street Associates Acquisition

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

"That for all purposes, including the requirements of Listing Rule 7.4 of the Australian Stock Exchange Limited, the issue by the Company on 10 June 2005 of 6,037,735 fully paid ordinary shares at \$1.325 to Lachlan Sloan and Andrew Chung issued pursuant to the acquisition of Wall Street Associates Limited, is approved and authorised."

Resolution 5: Approval of past issue of securities pursuant to The Banks Management Group Acquisition

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

"That for all purposes:

- (a) including the requirements of the Listing Rule 7.4 of the Australian Stock Exchange Limited, the issue by the Company of 285,714 fully paid ordinary shares on 7 March 2005 to John Banks and Peter George; and*
- (b) including the requirements of the Listing Rule 7.1 of the Australian Stock Exchange Limited, the agreement by the Company to issue up to 78,948 fully paid ordinary shares upon the achievement of performance hurdles set out in the Explanatory Memorandum accompanying the notice convening this meeting,*

pursuant to the acquisition of The Banks Management Group Pty Limited is approved and authorised."

Resolution 6: Approval of past issue of securities pursuant to Southrock

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

"That for all purposes, including the requirements of Listing Rule 7.4 of the Australian Stock Exchange Limited, the issue by the Company on 7 March 2005 of 2,475,172 fully paid ordinary shares to Southrock Corporation Pty Limited at \$1.45 issued pursuant to the acquisition of Southrock, is approved and authorised."

Resolution 7: To elect Albert "Bud" Hawk as a Director of the Company

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

"That, subject to approval of Resolution 3 as set out in the notice convening this meeting and subject to completion of the acquisition of InterPro Australia and the minority interests of NPS Holdings Pty Limited, Albert "Bud" Hawk be elected as a Director of the Company in accordance with the Constitution of the Company, effective from the date of completion of that acquisition."

Explanatory memorandum

Shareholders are referred to the explanatory memorandum accompanying and forming part of this Notice of Meeting.

Required majority

In accordance with the Corporations Act and the Company's Constitution:

- (a) these ordinary resolutions must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolutions has been given (unless consent to short notice has been received); and
- (b) these ordinary resolutions must be passed by more than one half of the total votes cast by shareholders entitled to vote on each resolution (whether in person or by proxy, attorney or representative).

Entitlement to vote

It has been determined that under the Corporations Regulations 7.11.37, for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered holders at 9:00am Sydney time on 17th October 2005. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusion Statement

The Company will disregard any votes cast on resolution 3 by:

- (a) InterPro Global Pte Ltd, Gregory Maxwell McManus, Terrence Paul Armstrong, Russell John Simmons; and
- (b) any parent, subsidiary or associate of InterPro Global Pte Ltd, Gregory Maxwell McManus, Terrence Paul Armstrong or Russell John Simmons.

The Company will disregard any votes cast on resolution 4 by:

- (a) Lachlan Sloan, Andrew Chung; and
- (b) any associate of Lachlan Sloan or Andrew Chung.

The Company will disregard any votes cast on resolution 5 by:

- (a) John Banks, Peter George; and
- (b) any associate of John Banks or Peter George.

The Company will disregard any votes cast on resolution 6 by:

- (a) Southrock Corporation Pty Limited; and
- (b) any parent, subsidiary or associate of Southrock Corporation Pty Limited.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Proxies

Members are advised that:

- (a) each member entitled to vote at the Annual General Meeting has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company;
- (c) a member who is entitled to cast two or more votes may appoint not more than 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 member's votes; and
- (d) a member may specify the way in which the proxy is to vote on the resolution or may allow the proxy to vote at his discretion.

The Company specifies the following information for the purposes of receipt of proxy appointments:

Postal Address: P.O. Box 1516, Level 4, 77 Pacific Highway, North Sydney NSW 2059

Facsimile Number: (02) 9087 6395

Proxies (and any power of attorney or other authority under which the proxy is signed) must be received by the Company, at the address or at the facsimile number specified above no later than 11.00 am on 16th October 2005. A proxy form is attached to this notice of Annual General Meeting.

By Order of the Board

Dated: 15 September 2005



Michael Bermeister
Company Secretary

Talent2 International Limited

ABN 19 000 737 744

Explanatory Memorandum to Shareholders

Accompanying the Notice of Meeting of the 2005 Annual General Meeting dated 16 September 2005 for Talent2 International Limited, ABN 19 000 737 744 (the 'Company').

This Explanatory Memorandum has been prepared to provide the shareholders of the Company with material information to enable them to make an informed decision on the business to be conducted at the forthcoming Annual General Meeting (AGM) of the Company to be held on 18th October 2005.

At the AGM the Company will seek the approval of its shareholders by ordinary resolutions to re-elect Geoffrey Morgan as a Director of the Company, to approve the proposed issue of ordinary shares pursuant to the acquisition of InterPro Australia and its subsidiaries including NPS minorities, to approve the past issue of securities as consideration for three acquisitions, and to approve the appointment of Mr Hawk as a new Director of the Company.

The Directors recommend that you read this memorandum and attend the AGM. If you are unable to attend but wish to vote, please complete the proxy form enclosed and ensure it reaches the address or facsimile stated in the notice no later than 11:00 am on 16th October 2005.

Ordinary business

Annual financial report

The Corporations Act requires that:

- (a) the reports of the Directors and auditors; and
 - (b) the annual financial report, including the financial statements of the Company for the year ended 30 June 2005,
- 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 reports and statements at the meeting.

The financial report for consideration at the meeting will be the full financial report. Unless a shareholder instructs otherwise, each shareholder will receive the full financial report.

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 and the preparation and content of the auditor's report.

Resolution 1: Retirement by rotation and re-election of Geoffrey Morgan

Geoffrey Morgan retires by rotation and offers himself for re-election as a Non-Executive Director.

Geoffrey has been a Board member since September 2003 and is Chairman of the Company's Remuneration Committee and is a member of the Company's Nominations Committee.

He provides the Board with extensive experience in sales and marketing as well as global experience in all aspects of Human Capital Services. Geoff is a principal of Morgan & Banks Investments, a significant shareholder of the Company. With Andrew Banks, Geoff founded Morgan & Banks in early 1985, listed it in 1995 and grew group sales to more than A\$700 million before it was acquired by US-listed company TMP/Monster.com in 1999. Like Andrew, Geoff spent several years with TMP in senior global executive roles.

Geoffrey is currently Chairman of Linkme, an internet based medium for individual networking and job hunting. Geoffrey is also a Director of Allco Equity Partners Limited and Palamedia Limited.

Resolution 2: Remuneration Report

Section 249L of the Corporations Act 2001 requires the Remuneration Report of the Company for the financial year ended 30 June 2005 to be laid before the meeting.

The Remuneration Report is set out in the Director's Report and the Annual Report to Shareholders 2005.

The Remuneration Report sets out the remuneration arrangements for the Managing Director, Executives and Non-Executive Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. While there is a requirement for a formal resolution on this item under section 250R(3) of the Corporations Act, the resolution is **only advisory** and does not bind the Company or its Directors.

Special business

Resolution 3: Approval of proposed issue of securities

Listing Rule 7.1 of the Australian Stock Exchange Limited prohibits a listed entity from issuing or agreeing to issue new securities in any 12 month rolling period, if in doing so it would have issued more than 15% of the total of the number of securities on issue at the date 12 months prior to the date of issue, unless the issue falls within specified exceptions or is approved by shareholders.

Proposed share issue

The Company has entered into a Share Purchase Agreement with InterPro Global Pte Limited (Singapore), Gregory Maxwell McManus, Terrence Paul Armstrong and Russell John Simmons under which shares in the Company will be issued as consideration for the purchase of all the shares in InterPro Australia, and all the remaining shares of NPS Holdings Pty Ltd not held by InterPro Australia Ltd (**NPS Minorities**).

NPS Holdings Pty Ltd holds all of the issued securities in National Payroll Systems Pty Ltd, Intercity Computer Services Pty Ltd, and Business Micros Queensland Pty Ltd (the **NPS Group**).

The Directors believe that the value of the NPS Group is the

software intellectual property and payroll business operations of National Payroll Systems and its recent acquisition of Intercity Computer Services. These businesses provide external payroll services for more than 2,000 clients, mostly in the Australasian SME market where the Company has limited market share. Their ASP delivery model with recurring annual revenues is complementary with the Company's existing shift of services in that direction. Cross selling opportunities and shared service delivery costs, will also help boost the after tax earnings of the Company. In its first full year under the Talent2 Inside banner, the Company expects the acquired business operations to contribute in excess of \$9 million in revenue with an EBITDA return of 20%.

As the number of shares which the Company proposes to issue pursuant to the Share Purchase Agreement would be in excess of the 15% limit set by Listing Rule 7.1, approval of the share issue is being sought at the AGM. The Share Purchase Agreement is conditional upon the resolution approving the share issue being passed at the AGM. If the resolution is not passed the shares will not be issued and the acquisition will not proceed.

In accordance with Listing Rule 7.3, the following information is provided in relation to the proposed issue:

- (a) the Directors of the Company seek to issue a maximum of 12,593,985 of ordinary shares;
- (b) the issue price of the shares will be \$1.33;
- (c) the allottees will be as follows:
 - 9,586,466 shares to InterPro Global Pte Limited and entities controlled by it at \$1.33 per share;
 - 3,007,519 shares in total to Gregory Maxwell McManus, Terrence Paul Armstrong and Russell John Simmons at \$1.33 per share;
- (d) the new shares will be fully-paid ordinary shares and will rank equally with the fully paid ordinary shares in the Company from the date of issue. The Company will apply for quotation of the new shares on the ASX as soon as practicable after they are issued; and
- (e) the shares will be issued and allotted on or before 31 October 2005.

The reasons for the proposal are set out in the Chairman's letter which accompanies and forms part of this Notice of Meeting.

Resolutions 4, 5 and 6: Approval of past issues of securities

Listing Rule 7.4 of the Australian Stock Exchange Limited allows a listed company to renew its capacity to make new issues of securities without requesting shareholder approval under Listing Rule 7.1 by allowing the Company to ratify previous issues of securities which did not require shareholder approval under Listing Rule 7.1 at the time of issue.

Prior approval of the issues of securities referred to below was not required under Listing Rule 7.1 at the time of the issue as the 15% limit was not exceeded by the issues.

In the proposed resolutions, the Company seeks shareholder approval of the issue of securities to the persons and entities set out below in accordance with the Notice of Meeting and Listing Rule 7.4. In the case of Resolution 5, the Company also seeks shareholder approval under Listing Rule 7.1 for a potential further issue of shares under the terms of the purchase agreement for the The Banks Management Group acquisition.

Shareholder approval of resolutions 4, 5 and 6 will provide the Company with added flexibility in raising funds because it:

- (a) renews the Company's capacity to issue further shares and options (to a limited extent) without exceeding the 15% limit in Listing Rule 7.1; and
- (b) allows the Company to issue further shares and options at short notice (without exceeding the 15% limit in Listing Rule 7.1) and without seeking shareholder approval, where the resulting relays could compromise the Company's financial position or the success of a commercial transaction.

Shares and Options issued

The Company is seeking shareholder approval of the issues of securities listed below.

(a) Wall Street Associates acquisition (resolution 4)

On 9 June 2005 the Company entered into a Share Purchase Agreement with Wall Street Associates Limited under which shares in the Company were agreed to be issued as consideration for the purchase of all the shares in Wall Street Associates Limited. The purchase price of \$8,000,000 was paid by issuing 6,037,735 fully paid ordinary shares in the Company on 10 June 2005 at \$1.325 to Lachlan Stone and Andrew Chung. All of the shares issued rank equally with other fully paid ordinary shares in the Company from the date of their issue.

(b) The Banks Management Group Pty Limited acquisition (resolution 5)

On 7 March 2005 the Company entered into a Share Purchase Agreement under which the Company agreed to issue shares as consideration for the purchase of all the shares in The Banks Management Group Pty Limited.

Pursuant to this agreement a total of 285,714 fully paid ordinary shares in the Company were issued on 7 March 2005. Of these shares:

(1) 142,857 were issued to John Banks; and

(2) 142,857 were issued to Peter George,

at an effective issue price of \$1.40 per share (the **Initial Payment**). All of the shares issued on this date rank equally with other fully paid ordinary shares in the Company from the date of their issue.

Under the Banks Management Share Purchase Agreement the possibility of further share issues also exists. Resolution 5 therefore also seeks approval of the first of those further share issues under Listing Rule 7.1. If the operating profit of The Banks Management Group Pty Limited exceeds \$288,000 for the period 1 March 2005 to 31 August 2005, 10 business days after the accounts for that period have been given to the Company, the Company has agreed to provide \$60,000 of cash or shares in the Company each to John Banks and Peter George (the **Second Payment**). The election as to whether the Second Payment is to be made by cash or shares in the Company is at the discretion of John Banks and Peter George. In addition, if the earnings before interest and tax of The Banks Management Group Pty Limited for the period 1 March 2005 through to 28 February 2006 multiplied by 2.5 is more than the Initial Payment plus the Second Payment, the Company will make a third payment to John Banks and Peter George equal to that difference. This payment may also be satisfied by the issue of shares in the Company.

Where a payment is to be made in whole or in part by shares in the Company, the number of shares to be issued will be the amount of the payment which is to be satisfied by the issue of shares in the Company divided by the weighted average market price of shares in the Company on the Australian Stock Exchange in the 30 days prior to the date of payment.

The exact number of shares in the Company that could be issued under this agreement is therefore uncertain. Resolution 5 seeks shareholder approval for the Company to issue 78,948 shares, for the Second Payment, which was calculated by taking \$120,000 and dividing it by the closing share price on 7 March 2005, which was \$1.52. Depending on fluctuations in the share price of the Company the actual number of shares that are issued under the Share Purchase Agreement may be greater or smaller than the number for which shareholder approval is sought. If the number of shares in the Company issued for the Second Payment in accordance with the formula is greater than the number for which shareholder approval was sought, shareholder approval will be deemed to be valid only for that smaller number of shares. Any remaining shares and the shares issued for the Third Payment will be deducted from

the 15% limit allowed by Listing Rule 7.1.

(c) Southrock acquisition (resolution 6)

On 7 March 2005 the Company entered into an agreement with Southrock Corporation Pty Ltd under which shares in the Company were agreed to be issued as consideration for the assets of the Southrock eLearning business. Pursuant to that agreement 2,475,172 fully paid ordinary shares in the Company were issued by the Company on 7 March 2005 at \$1.45 per share to Southrock Corporation Pty Ltd. All of the shares issued rank equally with other fully paid ordinary shares in the Company from the date of their issue.

Resolution 7: Election of Albert "Bud" Hawk as a Director

The Board believes that Mr Hawk's expertise and experience in the human resource managed services industry overseas will be of great benefit to the Company and that he will provide significant strength to the existing team.

In accordance with the Company's policy for remuneration of Directors and Executives, he will receive \$45,000 per annum for his services to the Company. He will also become eligible to participate in the Company's Share Option Incentives as approved by shareholders.

Mr Hawk is Chairman of InterPro Holdings Inc., an international business process outsourcing company with principal operations in Europe, India, China, Australia, and Singapore and annual revenues in excess of A\$1 billion. InterPro also operates under the trade name "Prolease", where it is one of the largest human resource business process outsourcing companies in the USA.

Mr Hawk is also a co-founder and the Managing Partner of Corstone Capital Corporation, an international private investment banking and services group that specialises in high growth investments and services. At Corstone, Mr Hawk founded and managed a number of projects, including the formation of one of the first foreign acquisitions of non-performing loans and assets in the People's Republic of China, NORCOM Networks Corporation (packet data via mobile satellite), CNH de Venezuela (wireless private network carrier) and Member Direct Television (affinity group content and distribution). Mr Hawk was also responsible for investing and placing over \$500 million in financing to public and private entities.

Mr Hawk has considerable international experience. In Europe, he has financed and served on a number of Boards. In Asia, Mr Hawk acted as the placement agent in the financing of a Chinese steel company and on behalf of a consortium of Korean institutions placing convertible financing with a US technology company. He has been an executive officer and director of numerous private and publicly held corporations. He has also founded and invested in a variety of private ventures.

Mr Hawk has a law degree from the American University and has chaired various committees of the American Bar Association. He is a speaker before business groups and is active in the community.

Proxy Form

Michael Bermeister
Company Secretary
Talent2 International Limited
P.O.Box 1516, Level 4, 77 Pacific Highway, North Sydney NSW 2059
f: +61 2 9087 6395

I/We _____
of _____

Being a member/(s) of Talent2 International Limited ("Company") holding _____ ordinary shares appoint:

Name of proxy _____

Address of proxy _____

or failing him/her or, if no person is named, the Company Chairman 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 the Company to be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on 18th October 2005 at 11:00am, and at any adjournment thereof, in respect of _____ of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

Proxy instructions

If you wish to direct your proxy how to vote with respect to the proposed resolutions, please indicate the manner in which your proxy is to vote by placing an "X" in the appropriate box below, otherwise your proxy may vote as he/she thinks fit.

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

RESOLUTION	FOR	AGAINST	ABSTAIN
1 Re-election of Geoffrey Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of proposed issue of securities pursuant to the proposed InterPro Australia acquisition and the minority interests of NPS Holdings Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of past issue of securities pursuant to the Wall Street Associates Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of past issue of securities pursuant to The Banks Management Group Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of past issue of securities pursuant to the Southrock Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of the appointment of Albert "Bud" Hawk as a Director of the Company	<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.

If you have not named a person to act as your proxy, the Chairman will be appointed as your proxy, and will vote all undirected proxies in favour of all the Resolutions.

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

By marking the box, you acknowledge that the Chairman may exercise your proxy, even if that person (the Chairman), has an interest in the outcome of the resolution, and votes cast other than as proxy holder will be disregarded because of that interest.

Signing Instructions

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

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 or a Sole Director and Secretary, this form must be signed by that person. Otherwise, this form must be signed by two Directors or a Director and a Secretary.

If a representative of the corporation 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

Please note that the completed Proxy Form must be received by the Company at the postal address or facsimile number referred to in this proxy form no later than 11:00 am on 16th October 2005.

Individual/Securityholder 1/Sole Director & Secretary _____

Securityholder 2/Director _____

Securityholder 3/Director/Company Secretary _____

Date: _____

Contact Name: _____

Contact Number: _____