

Talent2 International Limited

ABN 19 000 737 744

NOTICE OF 7 NOVEMBER 2007 ANNUAL GENERAL MEETING

AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS



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

After a very successful year at Talent2 International Limited (**Talent2**), I would like to invite you to join us at our 2007 Annual General Meeting (**AGM**), to be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on Wednesday 7th November 2007 at 11:00am.

At this meeting we will seek formal approval to:

- > adopt the 2007 Remuneration Report;
- > re-elect Geoff Morgan as a director of Talent2;
- > confirm the share options recommended by your Board last year for me in my new role as Chairman. This is in line with the options approved for the rest of the Board at last year's Annual General Meeting, and due to the timing of my appointment, was not covered by that approval process;
- > ratify all share issues made by Talent2 over the last year allowing us to refresh the share capital available for future acquisitions; and
- > adopt our new Constitution.

I would particularly like to bring to your attention the retirement of Brian Gibson. Brian has served our Board for five years, and having served his full term of office since last re-elected in 2004, has decided to retire. My sincere thanks go to Brian for his exceptional service and leadership during the years, especially for his work in his capacity as the Chairman of our Audit Committee. He joined the Board when the company was a small software provider and has helped Talent2 to become what it is today, a leading provider of a broad range of Human Resource services. Brian has had a particularly distinguished career both within private industry and federal government.

Talent2's 2007 financial results were excellent. This result combined with good prospects for the year ahead, suggests that Talent2 could become the leading provider of HR outsourcing in Asia Pacific. We now look forward to tapping into new key growth markets in both Australia and overseas.

Talent2's directors believe that all the resolutions proposed at the AGM are in the best interests of the company and its shareholders. In that context, it should be pointed out that while the adoption of the Remuneration Report is legally non-binding, it does confirm our desire to align the achievements of our executive management team with the continued growth in shareholder value and increase in shareholder returns. Details of the above resolutions are contained in the enclosed Notice of Meeting, together with a proxy form. If you are unable to attend the meeting, please cast your vote by completing and returning your proxy form according to its instructions.

It is proposed that future Annual Reports will primarily be available on our website. If you wish to continue receiving hard copies of future Annual Reports the enclosed form details the available alternatives.

2007 has been an exciting and dynamic year for Talent2 and I look forward to welcoming you to our Annual General Meeting.

Yours sincerely



Ken Allen
Chairman

4 October 2007

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 2007 Annual General Meeting (**AGM**) will be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on Wednesday 7th November 2007 at 11:00am.

If you are unable to attend the AGM, we encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company no later than 11:00am on Monday 5th November 2007. Proxy forms must be posted to the Company's registry Computershare Investor Services at GPO Box 242, Melbourne, VIC 3001 Australia or sent by facsimile to (+61 8) 9323 2033.

Ordinary business

Receipt of financial report

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2007 and the accompanying Directors' report, Directors' declaration and Auditors' report.

Resolution 1: Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2007 be adopted."

Further information in relation to the Remuneration Report is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Resolution 2: Retirement by rotation and re-election of Geoffrey Morgan

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

"That Geoffrey Morgan, who retires as a director in accordance with the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company effective from the close of the AGM."

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

Special Business

The resolutions set out below relate to the incentive remuneration package of the Chairman of the Company Ken Allen, the ratification of shares issued to the vendors of BizEd Services Pty Limited in order to refresh the Company's capacity to issue further capital (as required) over the next 12 months and the proposed amendments to the Company's Constitution. The Explanatory Memorandum accompanying this Notice of Annual General Meeting provides more detail and contains other important information relating to the resolutions.

Resolution 3: To issue options to Ken Allen

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

"That for the purposes of ASX Listing Rule 10.14.1, approval is given for the issue of up to 400,000 options to Ken Allen pursuant to the Company's Employee and Director Share Option Plan and on the terms and conditions set out in the accompanying Explanatory Memorandum."

The Company will disregard any votes cast on resolution 3 by the directors of the Company and their associates.

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 AGM 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.

Resolution 4: Approval of previous shares issued to the vendors of BizEd Services Pty Limited

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

"That for the purposes of ASX Listing Rule 7.4, approval is given to the issue of 1,864,311 ordinary shares to the vendors of BizEd Services Pty Limited for a total consideration of \$4.6 million, as detailed in the Explanatory Memorandum accompanying this Notice of Meeting."

The Company will disregard any votes cast on resolution 4 by a person who participated in the issue and their associates.

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 AGM 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.

Resolution 5: Adoption of new Constitution

To consider and, if thought fit, pass the following resolution as a special resolution:

"That the current Constitution of the Company is repealed and the Constitution in the form tabled at the meeting and initialled by the Chairman for the purposes of identification, is adopted as the Constitution of the Company, with effect from the close of this meeting."

Talent2 International Limited

ABN 19 000 737 744

Explanatory memorandum to shareholders

Explanatory Memorandum

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

Entitlement to vote

It has been determined that in accordance with Corporations Regulation 7.11.37, that for the purposes of the AGM, shares will be taken to be held by the persons who are registered holders at 7:00pm Sydney time on 5th November 2007. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

Members are advised that:

- (a) each member entitled to vote at the AGM has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company and may be an individual or body corporate;
- (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;
- (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 or her discretion; and
- (e) if a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - > appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with the Corporations Act 2001; and
 - > provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

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

Postal Address: c/o Computershare Investor Services,
GPO Box 242, Melbourne, VIC 3001 Australia

Facsimile Number: (+61 8) 9323 2033

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 11:00am on Monday 5th November 2007. A proxy form is enclosed with this Notice of Annual General Meeting.

By Order of the Board
Dated: 4 October 2007



Michael Bermeister
Company Secretary

Talent2 International Limited

ABN 19 000 737 744

Explanatory memorandum to shareholders

This Explanatory Memorandum accompanies the 2007 Notice of Annual General Meeting dated 4 October 2007 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 Wednesday 7th November 2007.

The directors recommend that you read this Explanatory 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 of Annual General Meeting no later than 11:00am on Monday 5th November 2007.

Ordinary business

Annual financial report

The Corporations Act requires that:

- (a) the annual financial report, including the financial statements of the Company and its controlled entities for the year ended 30 June 2007; and
- (b) the reports of the directors and auditors,

be laid before the AGM. The Corporations Act does not require a vote of shareholders on these reports. However, shareholders will be given reasonable opportunity to raise questions and comment on the reports at the AGM.

Members will also be given reasonable opportunity at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Remuneration Report

The Remuneration Report is set out in the Annual Report to Shareholders 2007 and forms part of the Directors' Report.

The Remuneration Report sets out the remuneration arrangements for the Managing Director, senior executives and non-executive directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. While there is a requirement for a formal resolution on this item, under section 250R(3) of the Corporations Act provides that the resolution is advisory only and does not bind the Company or its directors. Nevertheless, the Remuneration Committee will take into account the discussion on this resolution and the outcome of the vote when considering the Company's future remuneration arrangements.

Resolution 2: Retirement by rotation and re-election of Geoffrey Morgan

The Constitution of the Company requires one third of the eligible directors to retire from office each year at a general meeting. A retiring director is eligible for re-election. Geoffrey Morgan is the longest serving eligible director and, as such, is retiring as a director at the AGM and offering himself for re-election.

Mr Morgan has been a director of the Company since September 2003. His current responsibilities include membership of the Remuneration Committee and Nomination Committee.

Mr Morgan has more than 30 years' experience in sales and marketing as well as global experience in all aspects of human capital services. He is currently Chairman of Morgan & Banks Investments Pty Ltd. Prior to this role, he was regional Chairman for TMP Worldwide. He was a Director of Morgan & Banks Limited from its inception through to its sale to TMP/Monster.com in 1999. Mr Morgan has co-authored four books on recruiting and in 2004 was a recipient of the Ernst & Young "Master Entrepreneur of the Year" Award for sustained success in business.

Mr Morgan is a board director of several unlisted companies including, The Australian Motor Sport Foundation, The Heat Group and LinkMe Pty Limited. He has no directorships in other listed companies.

The directors (other than Mr Morgan) recommend that shareholders vote in favour of the re-election of Mr Morgan as a director of the Company.

Special business

Resolution 3: Issue of options to Ken Allen

Outline of the proposal and its effects

As part of the Company's ongoing program to incentivise its directors to enhance the performance of the Company and deliver value to shareholders, it is proposed that options to subscribe for ordinary shares be issued to Mr Allen pursuant to the Company's Employee and Director Share Option Plan.

ASX Listing Rule 10.14 provides that an entity must not permit a director of the entity to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition.

Approval was sought at the 2006 AGM for the issue of options to the directors of the Company other than Mr Allen. At the 2006 AGM, the Company expressed its intention to issue options to Mr Allen on the same terms and conditions as the other directors, however no formal approval was obtained for him to receive these options (as his appointment as a director did not occur until after the 2006 Notice of Meeting was prepared and issued).

The granted options will only be exercisable by Mr Allen if earnings per share targets are achieved in a financial year.

The number of options to be issued and the earnings per share performance of the Company which must be achieved to allow Mr Allen to exercise the options are set out in the table and bullet points below.

Earnings per share (Basic weighted average) in a financial year	Ken Allen
3.75 cents – 4.99 cents	20,000
5.00 cents – 7.49 cents	20,000
7.50 cents – 8.74 cents	20,000
8.75 cents and over	20,000
Maximum number of options exercisable per year	80,000
Number of years	5
First Financial Year	2007
Last Financial Year	2011
Maximum number of options exercisable over 5 years	400,000
Exercise Price per Option	\$1.57*
Consideration per Option	nil

*Reduced by \$0.03 per option as a result of the November 2006 shareholders approved \$0.03 equal capital reduction to all shareholders.

Earnings per share targets will be assessed against end of financial year results released to ASX and prepared in accordance with Australian IFRS accounting principles. To the extent that the targets are not satisfied, the relevant options that do not vest for that financial year will lapse. Unvested options in any applicable financial year are not carried forward for retesting in later years.

Options that are exercisable must be exercised within one year of the date Mr Allen became entitled to exercise them. Any options that do not become exercisable, or exercisable but not exercised within the period specified, will expire.

Whilst the terms of the proposed grant of options to Mr Allen are essentially the same as those approved for the other directors at the 2006 AGM, the exercise price has been adjusted following the 3 cents per ordinary share capital return in November 2006. This keeps Mr Allen's terms consistent with those of the other directors, who also had the exercise price of their options adjusted (in accordance with the ASX Listing Rules) following the capital return.

The Need for Shareholder Approval

For the purposes of approving the issue of options pursuant to ASX Listing Rule 10.14, the Company must include the following information in the Notice of Annual General Meeting.

(1) The names of all persons referred to in Rule 10.14 entitled to participate in the scheme ("the persons referred to in Rule 10.14").

Mary Beth Bauer, Andrew Banks, Geoff Morgan, Brian Gibson, Albert 'Bud' Hawk, Hans Neilson and Ken Allen.

(2) The maximum number of securities that may be acquired by all persons for whom approval is required, including the formula (if one is used) for calculating the number of securities to be issued.

400,000 options will be issued to Mr Allen. The maximum number of shares that may be acquired on the exercise of options is 400,000 ordinary shares in the Company. The performance hurdles that will determine the actual number of options that can be exercised by Mr Allen to acquire ordinary shares are set out in the table above.

(3) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme.

No amount is payable by Mr Allen in respect of the options granted, however, an exercise price of \$1.57 per option will be payable to acquire each ordinary share. This exercise price represents the average closing price of ordinary shares in the Company in the 30 days prior to the 2006 Notice of Annual General Meeting, adjusted for the impact of the capital return in November 2006 (consistent with the options granted to the other directors).

(4) The persons referred to in Rule 10.14 who received securities under the scheme since the last approval, the number of the securities received, and acquisition price for each security.

Earnings per share (Basic weighted average) in a financial year	Mary Beth Bauer	Andrew Banks	Geoff Morgan	Brian Gibson	Albert 'Bud' Hawk	Hans Neilson
Options granted	320,000	320,000	320,000	320,000	400,000	400,000
Consideration per Option	nil	nil	nil	nil	nil	nil
Exercise Price per Option	\$1.60	\$1.60	\$1.60	\$1.60	\$1.60	\$1.60

(5) The terms of any loan in relation to the acquisition.

Nil.

(6) The date by which the entity will issue the securities, which must be no later than 12 months after the AGM.

The Company will issue the options to Mr Allen within seven days of shareholder approval.

Details of any securities issued under the Employee and Director Share Option Plan are published in the Annual Report of the Company relating to the period in which the securities are issued.

Resolution 4: Approval of previous shares issued to the vendors of BizEd Services Pty Limited**Background**

ASX Listing Rule 7.1 restricts listed entities from issuing more than 15% of their issued capital in a 12 month period without shareholder approval (15% limit). The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4 allows the Company to ratify a prior issue of shares for the purposes of the 15% limit, which effectively “refreshes” the Company’s capacity to issue further capital over the next 12 months. If resolution 5 is passed, the shares the subject of the relevant issues will not be counted towards the 15% limit (on the basis that shareholders will have approved the issues).

The Company is putting this resolution to shareholders as an exercise of prudent management to maximise funding flexibility.

In May 2007, the Company acquired BizEd Services Pty Limited for a total consideration of \$9.1 million, of which \$4.6 million was paid by way of equity in the Company and the balance was paid in cash.

Further information regarding the share issue for which approval is sought is set out below. As at the date of this notice, the 1.86 million shares issued to the vendors of BizEd Services Pty Limited represents approximately 1.6% of the Company’s share capital.

Number of shares allotted	1,864,311
Date Allotted	2 May 2007
Issue price	\$4.6 million
Issue price per share	\$2.4674
Terms of the shares	<p>Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for:</p> <ul style="list-style-type: none"> • 621,437 shares to be held in voluntary escrow until 1 May 2008; • 621,437 shares to be held in voluntary escrow until 1 May 2009; and • 621,437 shares to be held in voluntary escrow until 1 May 2010.
Names of the allottees or the basis on which allottees were determined	<p>The vendors of BizEd Services Pty Limited</p> <ul style="list-style-type: none"> • Europa Management Services Pty Limited (as trustee for the Madsam Goldrick Trust); • The Forbert Group Pty Limited (as trustee for The Forbert Family Trust); • Patrick Nolan; • James Leathem; and • Rod Edge.
Use or intended use of the funds raised	Shares issued as part consideration for the acquisition of BizEd Services Pty Limited

The directors recommend that shareholders vote in favour of resolution 4.

Resolution 5: Adoption of new Constitution

The Company’s current Constitution was adopted in 1999. Since then, there have been a number of fundamental amendments to the Corporations Act 2001 (Cth) and ASX Listing Rules. There have also been significant developments in corporate governance principles and general corporate and commercial practice for ASX listed companies.

The proposed modifications ensure the Company’s Constitution is consistent with current regulations and can operate consistently with good corporate governance and current commercial practice, and are intended to facilitate the efficient operation of the Company. A copy of the proposed Constitution can be obtained from the Company’s website www.talent2.com

Many of the proposed modifications are administrative or relatively minor in nature. The principal changes that are proposed are outlined below.

Definitions and terminology

The proposed Constitution has been amended to reflect changes in terminology now contained in the Corporations Act 2001, the ASX Listing Rules and ASTC Settlement Rules.

Shares**Preference shares**

Rule 2.2 of the proposed Constitution has been included to provide the Company with the flexibility to issue preference shares in the future. At this stage, the Company has no intention to issue preference shares.

Members indemnity

Rule 3.5 introduces a provision stating that a member or their legal representative must indemnify the Company if the Company becomes liable to make a payment in respect of:

- shares held by a member;
- a transfer or transmission of shares by a member; or
- dividends or bonuses payable.

Dividends & Distributions**Distribution of dividends**

The existing Constitution provides that the dividends may be credited directly to a bank account. Rule 4.1(m) introduces the ability to require bank account details before a dividend needs be paid. If no bank account is nominated, the dividend can be withheld or paid into a separate account and held without interest. Rule 4.1(n) extends the concept to where a member is uncontactable. In addition, Rule 4.1(p) expands the Company’s ability to reinvest unclaimed dividends in shares of the Company.

Capital returns and distributions

Rule 4.3 expands on the wording in the existing Constitution to confer greater flexibility in the case of a capital return or other distribution which is made in a non cash form. It gives the Company more flexibility to deal with shares held by foreigners or shares that would otherwise constitute a non-marketable parcel which could be useful in the case of a pro rata return or distribution.

Procedures For Members' Meetings

Amending resolutions at general meetings

Rule 6.2(c)(2) limits the circumstances in which amendments can be made to a proposed resolution set out in the notice of meeting or to a document which relates to the resolution. This is to protect the interests of members who have sent in proxies and directed their proxy to vote for or against a motion, and who would not have the benefit of making a decision based on an amended motion at the meeting.

Quorum at general meetings

Rule 6.4 reduces the quorum from 10 to 5 members present at the meeting and entitled to vote. To allow a greater opportunity for a quorum of members to be formed, the time period has increased from 15 minutes to 30 minutes.

Notice of postponed or adjourned meeting

Rule 6.6(i) states that where a meeting is postponed or adjourned, notice must be given to ASX. This provides members with greater certainty as to the notification process regarding postponed or adjourned meetings.

Demand for poll

Rule 6.7(d) states that a poll may be demanded by members with at least 5% of the votes that may be cast as opposed to the 10% noted in the existing Constitution. This ensures consistency with the relevant Corporations Act requirements.

Election of chairperson by a poll

Rule 6.7(h) introduces a provision stating that a poll cannot be demanded on the election of the chairperson at a general meeting.

Direct voting

Rule 6.7(j) of the proposed Constitution permits the Company to enable shareholders to vote directly on resolutions considered at a general meeting, instead of appointing a proxy to attend and vote at the meeting. The Company does not currently intend to implement direct voting but would like the flexibility to do so if it was considered necessary in future to facilitate effective member participation at general meetings.

Proxies

Rule 6.9 amends the proxy provisions in order to allow the ability for a proxy appointment to be received electronically (6.9(d)) and the ability of the Company to clarify with a member any instruction on a proxy form and make any necessary amendments to ensure the proxy appointment is valid (6.9(k)).

Provisions Relating To Directors

Nomination of directors

Rule 7.1(l) provides that, other than a director in office immediately before a meeting of members or a person nominated by the directors for election at the meeting, no person is eligible for election to the office of director at any meeting of members unless appropriate notice of nomination is given to the Company at least 45 business days before the meeting. It is considered that this will allow sufficient time to include in the notice of annual general meeting the nomination of a candidate for election as a director received late in the nomination period and avoid potential substantial costs in providing a supplemental notice to shareholders.

Proceedings of directors

Rule 7.7 expands the ability of the directors to use technology for the purposes of holding meetings.

Managing director and deputy managing director

Rules 8.1(b) and 8.2(b) provides that the managing director's or deputy managing director's position as a director automatically becomes vacant if he or she ceases to be an employee of the Company unless the directors decide otherwise.

Notices

Notices to members

Rule 13.1 includes electronic means as a way in which notice may be given to members.

Time of service

Rule 13.1(h) states that where a member does not have a registered address or the member is not known at the registered address, notices are taken to be given if the notice is exhibited in the Company's registered office for 48 hours.

The directors recommend that shareholders vote in favour of the adoption of the new Constitution.

All correspondence to:

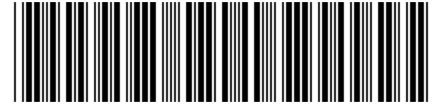
Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia
 Enquiries (within Australia) 1300 557 010
 (outside Australia) 61 3 9415 4000
 Facsimile 61 8 9323 2033
 www.computershare.com

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



000001 000 TWO
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890

I ND

Appointment of Proxy

I/We being a member/s of Talent2 International Limited and entitled to attend and vote hereby appoint



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

OR



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Talent2 International Limited to be held at Grant Thornton, Level 17, 383 Kent Street, Sydney, New South Wales on Wednesday, 7th November 2007 at 11:00am (AEST) and at any adjournment of that meeting.

IMPORTANT: FOR ITEM 3 BELOW



If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 3 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 3 and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 3.

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

		For	Against	Abstain*			For	Against	Abstain*
Item 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 4	Approval of previous share issue to the vendors of BizEd Services Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	Re-election of Geoffrey Morgan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5	Adoption of new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Issue of Share Options to Ken Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

* If you mark the Abstain box for a particular item, 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.

Appointing a second Proxy

I/We wish to appoint a second proxy



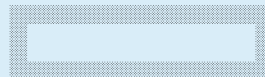
Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR

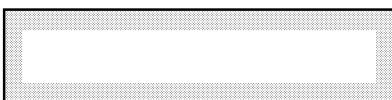


State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

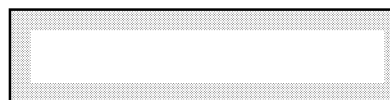
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



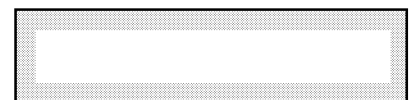
Individual/Sole Director and
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

How to complete the Proxy Form

1 Your Address

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

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

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

4 Appointment of a Second Proxy

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

To appoint a second proxy you must:

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

5 Signing Instructions

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

Individual:	where the holding is in one name, the holder must sign.
Joint Holding:	where the holding is in more than one name, all of the securityholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies:	where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11:00am (AEST) on Wednesday, 7th November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON	Registered Office - Level 4 77 Pacific Highway North Sydney NSW 2060 Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St Georges Terrace, Perth WA 6000 Australia
BY MAIL	Registered Office - Level 4 77 Pacific Highway North Sydney NSW 2060 Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX	61 8 9323 2033