

**PROXY FORM**  
**Extraordinary General Meeting**  
**30th August 2010**

Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

**Appointment of Proxy**

If appointing a proxy to attend the Extraordinary General Meeting on your behalf please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being shareholder/shareholders of VentureAcess Group Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting (mark with an "X") **OR**   
 or failing him/her

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

Write here the name of the other person you are appointing.

or failing him/her, (or if the box is not ticked and no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Extraordinary General Meeting to be held on Monday 30th August 2010 at 11.00 am and at any adjournment of that meeting.

This proxy is to be used in respect of \_\_\_\_\_ % Of the ordinary shares I/we hold.

**Voting directions to your proxy – please mark  to indicate your directions**

RESOLUTION	For	Against	Abstain*
1 Consider and Adopt the issue of options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Consider and adopt the conversion of the secured , unsecured and loans to fully paid ordinary shares as per approved Deed of Company Arrangement.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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.

**PLEASE SIGN HERE**

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.  
 Executed in accordance with section 127 of the Corporations Act:

**Individual or Shareholder 1**  **Joint Shareholder 2**  **Joint Shareholder 3**   
**Sole Director & Sole Company Secretary** **Director** **Director / Company Secretary**

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2010

\_\_\_\_\_  
 Contact Name

\_\_\_\_\_  
 Contact Business Telephone / Mobile

## **INSTRUCTIONS FOR COMPLETING PROXY FORM**

1. Your pre-printed name and address is as it appears on the share register of VentureAxess Group Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Security holders sponsored by a broker on the CHESSE sub register should advise their broker of any changes. Please note: you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Extraordinary General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Extraordinary General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Extraordinary General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointments do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Extraordinary General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. **Signing Instructions**

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

- |                           |  |
|---------------------------|--|
| <b>Individual:</b>        | Where the holding is in one name, the holder must sign.  |
| <b>Joint Holding:</b>     | Where the holding is in more than one name, all of the shareholders should sign.   |
| <b>Power of Attorney:</b> | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.   |
| <b>Companies:</b>         | Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person.<br><br>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.<br><br>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. |

9. **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **11am on Friday 27th August 2010** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

**VentureAxess Group Limited, Level 7 160 Queen Street Melbourne Vic 3000**

Alternatively you can fax your proxy form so that it is received no later than 11.00am on **Friday 27<sup>th</sup> August 2010** on the fax number listed below.

- a) Fax number: (03) 9923 6303