

GROWTH PLATFORM LIMITED
ACN 110 475 799

PROXY FORM FOR 2005 ANNUAL GENERAL MEETING

I/We _____
(BLOCK LETTERS)

of _____ *(insert address)*
being a member of **GROWTH PLATFORM LIMITED** (ACN 110 475 799) ("the Company") hereby

appoint _____ of _____
_____ or failing him/her _____

of _____ or failing him/her or if no person is
named the Chair of the meeting as my/our proxy to vote for me/us and on my/our behalf at the 2005 annual general
meeting of the Company to be held on Tuesday 15 November 2005 at offices of Keelins Lawyers, Level 5, 476 St Kilda
Road, Melbourne at 10:00 am Melbourne Time (and any adjournment thereof) and at every poll that may be taken in
consequence thereof.

If I/we have appointed two proxies, this proxy shall represent _____ % of my/our voting rights or _____ (number) of
my/our shares. *(Refer to Note 3 overleaf.)*

RESOLUTIONS (refer to Notice of 2005 Annual General Meeting):

My/our proxy is instructed to vote as indicated below in respect of the resolutions arising out of the business in the notice
of annual general meeting. If I/we have not specifically directed my/our proxy how to vote, my/our proxy may vote or
abstain from voting as the proxy thinks fit.

	FOR	AGAINST	ABSTAIN
RESOLUTION:			
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Selective Reduction of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Change Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Options to Christian McMahon	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Amendment of Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Withdrawal of NSX Listing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Dated this _____ day of _____ 2005

SIGNATURE OF MEMBER:

This proxy must be signed by the shareholder(s), or if a corporation, in accordance with its constitution (articles) and under
its Common Seal (if applicable), or under the hand of an Authorised Officer or Attorney. *(Refer to note 9 overleaf.)*

INDIVIDUALS

.....
Individual or first joint holder

.....
Second joint holder

COMPANIES

.....
Sole Director and Sole Secretary
.....
Director
.....
Director/Secretary

Common Seal
(if applicable)

NOTES ON PROXIES

- 1 A member who is entitled to attend and cast a vote at a meeting of members of the Company may appoint a person as the member's proxy to attend and vote for the member at the meeting.
- 2 A proxy need not be a member of the Company.
- 3 If the member is entitled to cast 2 or more votes at the meeting, the member may appoint 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- 4 If a member appoints one proxy, that proxy may, subject to the Corporations Act 2001 vote on a show of hands. If a member appoints two proxies neither proxy may vote on a show of hands.
- 5 A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.
- 6 If the proxy form is signed by the member but otherwise left blank, it shall be deemed to be a valid appointment of the Chair of the meeting as the member's proxy.
- 7 A proxy may vote or abstain as he or she chooses except to the extent that an appointment of the proxy indicates the manner in which the proxy will vote on any resolution. The proxy must vote or abstain on a poll or show of hands in accordance with any instructions on the appointment. If the proxy has two or more appointments that specify different ways to vote on a resolution, the proxy must not vote on a show of hands.
- 8 If a member desires to direct the proxy how to vote on a particular resolution, the member should place an "X" in the appropriate box.
- 9 The appointment of a proxy must be signed by the member or his attorney duly authorised in writing. If the appointor is a corporation, the appointment must be signed by its duly authorised attorney, or executed in accordance with section 127 of the Corporations Act or signed by a director or secretary of the appointor. A corporate shareholder wishing to appoint a natural person to act as its representative at the meeting can do so in accordance with the Corporations Act. The representative should bring a certificate which on the face of it has been duly executed by the corporation as prima facie evidence of his or her authority to act as the representative of the corporation at the meeting.
- 10 To be valid, the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed or executed (or a copy certified by a notary), must be received by the registered office of the Company being 39-41 Amberley Crescent, Dandenong Victoria 3175, **not less than 48 hours before the time appointed for the meeting or any adjournment thereof.** The lodgement referred to in this paragraph can be achieved by:

Mail: Growth Platform Limited
PO Box 507
SOUTH YARRA VIC 3141

Facsimile: (03) 9794 9179
- 11 Further copies of this form will be made available by the Company to members on request.