

NSX Newcastle

Ground Floor, 384 Hunter Street, Newcastle
NSW, 2300

PO BOX 283, Newcastle, NSW, 2300

P: +61 2 4929 6377

F: +61 2 4929 1556

NSX Melbourne

Level 8, 410 Collins Street, Melbourne, VIC, 3000

P: +61 3 9664 0000

F: +61 3 9664 0011

www.nsx.com.au

National Stock Exchange of Australia Limited

ABN: 11 000 902 063

Application for Quotation of Additional Securities

File Reference:

I:\Publications\Operating Rules\Listing Rules\Forms\NSX Quotation of Additional Securities.doc



Table of Contents

INTRODUCTION.....	3
MORE INFORMATION AND SUBMISSION OF FORM:	3
NEW ISSUE ANNOUNCEMENT, APPLICATION FOR QUOTATION OF ADDITIONAL SECURITIES AND AGREEMENT.....	4
PART 1 - ALL ISSUES	4
PART 2 - BONUS ISSUE OR PRO RATA ISSUE	6
PART 3 - QUOTATION OF SECURITIES	8
ADDITIONAL SECURITIES FORMING A NEW CLASS OF SECURITIES.....	8
QUOTATION AGREEMENT	10



Introduction

To ensure the efficient processing of this form by NSX, please:

1. Adhere to the suggested number of the annexures required by this form.
2. Complete **all** statements and questions in this form. (NSX can provide an electronic version of this form on request).

More Information and Submission of Form:

Further information can be obtained from and all applications should be sent to:

General Manager
National Stock Exchange of Australia Limited
PO BOX 283
Newcastle NSW 2300

Phone: 61 2 4929 6377
Fax: 61 2 4929 1556
<http://www.nsga.com.au>



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

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

Introduced 11 March 2004.

Name of entity

VentureAxess Group Limited

ABN/ACN

42 087 426 953

We (the entity) give NSX 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
Share Options |
| 2 | Number of securities issued or to be issued (if known) or maximum number which may be issued | 14,368,572 Ordinary Shares
8,754,286 Share Options |
| 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) | Fully paid Ordinary Shares
Share Options are exercisable at \$0.20 per share on or before 31 December 2009. |
| 4 | 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: <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 | Ordinary Shares and the Share Options rank equally in all respects from the date of allotment with an existing class of quoted securities. |



5	Issue price or consideration	Ordinary Shares issued at \$0.15 each.							
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	13,675,239 Ordinary Shares and 8,754,286 share options issued as consideration for the acquisition of 98.4% of the issued share capital and all the outstanding options in VentureAxess Limited. 693,333 Ordinary Shares issued on conversion of \$52,000 of Converting Notes held by VentureAxess Capital Limited.							
7	Dates of entering securities into uncertificated holdings or despatch of certificates	29 November 2007							
8	Number and class of all securities quoted on NSX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>29,231,483</td><td>Ordinary Shares</td></tr><tr><td>17,619,315</td><td>Share Options</td></tr></table>	Number	Class	29,231,483	Ordinary Shares	17,619,315	Share Options	
Number	Class								
29,231,483	Ordinary Shares								
17,619,315	Share Options								
9	Number and class of all securities not quoted on NSX (including the securities in clause 2 if applicable)	<table><tr><th>Number</th><th>Class</th></tr><tr><td>Nil</td><td>Not applicable</td></tr></table>	Number	Class	Nil	Not applicable			
Number	Class								
Nil	Not applicable								
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	Not applicable							

11	Is security holder approval required?	Not applicable
12	Is the issue renounceable or non-renounceable?	Not applicable
13	Ratio in which the securities will be offered	Not applicable
14	Class of securities to which the offer relates	Not applicable
15	Record date to determine entitlements	Not applicable
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	Not applicable
17	Policy for deciding entitlements in relation to fractions	Not applicable
18	Names of countries in which the entity has security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with.	Not applicable
19	Closing date for receipt of acceptances or renunciations	Not applicable
20	Names of any underwriters	Not applicable
21	Amount of any underwriting fee or commission	Not applicable
22	Names of any brokers to the issue	Not applicable
23	Fee or commission payable to the broker to the issue	Not applicable
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of security holders	Not applicable

25	If the issue is contingent on security holders' approval, the date of the meeting	Not applicable
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	Not applicable
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	Not applicable
28	Date rights trading will begin (if applicable)	Not applicable
29	Date rights trading will end (if applicable)	Not applicable
30	How do security holders sell their entitlements <i>in full</i> through a broker?	Not applicable
31	How do security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	Not applicable
32	How do security holders dispose of their entitlements (except by sale through a broker)?	Not applicable
33	Despatch date	Not applicable

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

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Entities that have ticked box 34(a)

Tick to indicate you are providing the information
or documents

Not applicable

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

Entities that have ticked box 34(b)

38	Number of securities for which quotation is sought	Not applicable
-----------	--	----------------

39	Class of securities for which quotation is sought	Not applicable
-----------	---	----------------

Not applicable

- 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

Not applicable

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

Number	Class
Not applicable	Not applicable

Quotation agreement

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

2 We warrant the following to NSX.

- 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.

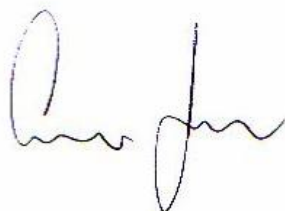
Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- 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.

3 We will indemnify NSX 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 NSX the information and documents required by this form. If any information or document not available now, will give it to NSX before quotation of the securities begins. We acknowledge that NSX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



(Director)

Date: 3/12/2007

Print name: Emyr Jones