

SODA Brands Limited

ACN: 081 149 635

APPOINTMENT OF PROXY

If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you. This will assist in registering your attendance.

To: <name>
<address 1>
<address 2>
<city> <state> <postcode>

All correspondence to:

Registries Limited
GPO Box 3993
Sydney NSW 2001
Enquiries: 61 2 9290 9600
Facsimile: 61 2 9279 0664
www.registries.com.au
registries@registries.com.au

I/We being a member(s) of SODA Brands Limited and entitled to attend and vote hereby appoint

A the Chairman of the Meeting (mark box)

☐

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholders) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 8.30am on Friday, 5 September 2008 and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received not later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To Direct your proxy how to vote on any resolution please insert
For Against Abstain* For Against Abstain*

X

in the appropriate box below.

	For	Against	Abstain		For	Against	Abstain
Resolution 1a "8,591,282 ordinary shares in the Capital of the Company be issued to Kistani Holdings Pty Limited."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 2 "500,000 options over unissued ordinary shares, exercisable at \$0.25 each after 31 July 2009 and before 1 August 2012, in the capital of the Company be granted to Maximize Equity Pty Ltd."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1b "A Further 2,777,778 ordinary shares in the capital of the Company be issued to either Kistani Holdings Pty Limited or Twincare International Pty Ltd at an issue price of \$0.18 per share per share."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 3 "500,000 options over unissued ordinary shares, exercisable at \$0.25 each after 31 July 2009 and before 1 August 2012, in the capital of the Company be granted to Mr Stavros Dimitriadis"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1c "a further 2,880,000 ordinary shares in the capital of the Company be issued to Kistani Pty Limited after 31 July 2011, subject to Agreed performance targets, as set out in the Explanatory Memorandum."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 "150,000 options over unissued ordinary shares, exercisable at \$0.25 each after 31 July 2009 and before 1 August 2012, in the capital of the Company be granted to Mr Mr Richard Stanley."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1d "a further 5,760,000 ordinary shares in the capital of the Company be issued to Kistani Holdings Pty Limited after 31 July 2012, subject to agreed performance targets, as set out in the Explanatory Memorandum."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 "Mr Stavros Dimitriadis be appointed as Director of the Company with effect from the close of this meeting."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1e "11,831,673 options over unissued ordinary shares, exercisable at \$0.20 each after 31 July 2008 and before 31 January 2010, in the capital of the Company be granted to Kistani Holdings Pty Ltd."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 "Mr Maxim Krok be appointed as Director of the Company with effect from the close of this meeting."	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 1f "a further 100,000 options over unissued ordinary shares, exercisable at \$0.25 each after 31 July 2009 and before 1 August 2012, in the capital of the Company be granted to Kistani Holdings Pty Ltd."	<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.

C SIGNATURE OF SECURITY HOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. 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 shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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 persons as 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:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.
- (b) return both forms together.

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, either security holder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney 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 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 of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 8.30am on Wednesday, 3 September 2008, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries	Registries Limited Level 7 207 Kent Street Sydney NSW 2000
Postal address	Registries Limited GPO Box 3993 Sydney NSW 2001
Fax number	(02) 9279 0664

SODA Brands Limited advises that Chapter 2C of the Corporations Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities.