

VENTUREAXESS GROUP LIMITED
ACN 087 426 953

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2008 Annual General Meeting of VentureAxess Group Limited ("the Company") will be held at Suite 303, 20 Bungan Street Mona Vale at 9am on Friday 28 November 2008 to conduct the following business.

AGENDA

1. Consideration of Reports

To receive and consider the Financial Report, Director's Report and Independent Audit Report for the Company and its controlled entities for the financial year ended 30th June 2008.

2. Resolution 1. Re-election of Director – Mr Richard Green

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

"That Mr Richard Green, having being appointed since the last Annual General Meeting, retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

3. Resolution 2. Re-election of Director – Mr Emyr Jones

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

"That Mr Emyr Jones, a Director who retires in accordance with the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company"

4. Resolution 3. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2008 be adopted"

Note: The vote on this resolution is advisory only and does not bind the Company or the Company's directors

5. Resolution 4. Directors Remuneration

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

"That total fees payable to directors in any financial year not exceed \$200,000 divided amongst directors in accordance with resolution of the board of directors of the company."

6. Other Business

To consider any other ordinary business that may be brought before the meeting in accordance with the Company's Constitution.



Karalyn Day
Company Secretary
29th October 2008, Sydney.

PROXIES

A member entitled to attend and vote at the annual general meeting may appoint 1 or 2 persons to attend and vote at the meeting as the member's proxy.

A proxy need not be a member. If 2 proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

Proxies may only be appointed by returning the enclosed proxy form to the secretary at the company's registered office no later than 9.00am Eastern Standard Time on Wednesday 26th November 2008. The proxy form must be signed by the member or an attorney duly authorised in writing. If the member is a company, the form must be executed under the seal of the company, or by its duly authorised officer or attorney.

PROXY FORM

The Secretary
VentureAxess Group Limited
Post Office Box 1356
Mona Vale, NSW 1660

fax: 02 9999 0150

Name: _____

Address: _____

being a member/members of VentureAxess Group Limited, hereby appoint (name of 1st
proxy): _____

address: _____

to represent.....per cent of my/our voting rights, or in their absence the chair of the
meeting, as my/our proxy to vote for me/us on my/our behalf at the annual general
meeting of the company to be held at 9am on Friday 28th November 2008 and at any
adjournment of that meeting.

I/We direct my/our proxy to vote as indicated below.

(If you wish to indicate how your proxy is to vote, please tick the appropriate spaces
below. If no directions are made, the proxy may abstain or vote at his or her discretion.)

Resolution		For	Against	Abstain
1	Re-elect Mr Richard Green as a Director			
2	Re-elect Mr Emyr Jones as a Director			
3	Adopt the Remuneration Report			
4	Approve the Director's Remuneration			

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Signed

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Date