

VENTUREAXESS GROUP LIMITED

ACN 087 426 953

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of VentureAxess Group Limited ABN 42 087 426 953 ("**Company**") will be held at the offices of **Wantrup & Associates Lawyers, Level 7, 160 Queen Street Melbourne, Victoria, 3000 at 10.00 am on Wednesday 1st December 2010.**

BUSINESS

General Business

1 FINANCIAL REPORT

To consider and receive the annual financial statements, the directors' report and audit report of the Company for 2010 .

2 RE-ELECTION OF CHARLES WANTRUP

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"That, having retired pursuant to the Constitution of the Company, Mr Charles Wantrup be re-elected as a director."

3 RE-ELECTION OF SIMON VAN ASSCHE

To consider, and if thought fit, to pass, with or without modification, the following resolution as an ordinary resolution:

"That, having retired pursuant to the Constitution of the Company, Mr Simon Van Assche be re-elected as a director."

4 REMUNERATION REPORT

To consider and if thought fit to pass, with or without modification, the following resolution:

"That the Company adopts the remuneration report for the year ended 30 June 2010."

Note: The vote on this resolution is advisory only and does not bind the directors of the company.

5. OPTIONS

To consider and if thought fit to pass, with or without modification, the following resolution:

"That the company issues 50,000,000 options with an exercise price of 0.02c expiring 30 August 2012 to be issued to the current non executive chairman and non executive and executive directors of the company to be shared equally equating to 10 ,000,000 options per director . .

6. RETIREMENT AND APPOINTMENT OF AUDITOR

To consider and if thought fit to pass, with or without modification, the following resolution:

"To accept the resignation of the current auditor Northstar Financial Advisory Pty Ltd and accept the appointment of Russell Sincok of CWS Sincok and Co as auditor of the Company."

By order of the Board:

Karalyn Day
Company Secretary

NOTES

1. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to vote instead of the member.
2. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.
3. A proxy need not be a member of the Company.
4. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
5. To be valid, the enclosed proxy form and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged at the registered office of the Company:
 - a) at the registered office of the Company, Level 7 160 Queen Street Melbourne Vic 3000 or Post Office Box 1356 Mona Vale NSW 1660no later than Monday 29th November 2010 by 10am 48 hours before the time of commencement of the meeting.
6. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Law or Power of Attorney only if a copy of that appointment or Power of Attorney is provided to the share registrars of the Company before the meeting. Documents can be provided by post or facsimile as follows:
 - a) by faxing it to the offices of VentureAcess Group Limited on fax number (02) 8208 9902.

EXPLANATORY MEMORANDUM

Introduction.

The following information provides a detailed explanation on each resolution set out in the Notice of Annual General Meeting.

Item 1 – Financial report.

The first item of business on the notice of meeting relates to the receiving of the audited financial statements of the Company for the year ended 30th June 2009.

Item 2 – Re-appointment of director.

The Company's Constitution requires one third of the directors (other than the Managing Director) to retire at each Annual General Meeting, being the directors longest in office at the date of the Annual General Meeting. On the 30th June 2010 Charles Wantrup who is up for re-election must therefore retire and has offered himself for re-election.

Item 3 – Re-appointment of director.

The Company's Constitution requires any director appointed by the Board of Directors, during the year (other than the Managing Director) to retire at the following Annual General Meeting. Mr Simon van Assche must therefore retire and has offered himself for re-election.

Item 6 - Remuneration report

A resolution to adopt the Remuneration Report, which is included in the 2010 Annual Report. The vote on this resolution is advisory only and does not bind the directors of the company.

Item 7 – Distribution of Options

The current directors successfully took the company through the deed of company arrangement and have bought to the company up to date following the death of Geoff Mullins and the resignation of Emyr Jones and plan to have to the company relisted before 31 December 2010, the directors have not been paid any director fees during this period .

Item 8 – Appointment of New Auditor

To consider and if thought fit to pass, with or without modification, the following resolution:

"To accept the resignation of the current auditor Northstar Financial Advisory Pty Ltd and accept the appointment of Russell Sincok of CWS Sincok and Co "