

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 31 October 2012.**

BUSINESS

General Business

1 FINANCIAL REPORT

To consider and adopt the annual financial statements, the directors' report and audit report of the Company for 2012.

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, Charles Wantrup be re-elected as a director."

3 RE-ELECTION OF CHRISTINE HICKS

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, Mrs Christine Hicks 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 2012" and the shareholders approve the increase in Directors Fees fixed at a combined total of \$30,000 pa to the amount of \$24,000 per annum for each director appointed by the company.

By order of the Board:

Richard Green
Chairman

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 at the registered office of the Company at the offices of Wantrup and Associates, Level 7 160 Queen Street Melbourne Vic 3000 not later than Monday 29 October 2012 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. If by facsimile then by faxing it to the offices of VentureAxess Group Limited on fax number (03) 9923 6303

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 2012.

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 2012 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. Mrs Christine Hicks must therefore retire and has offered herself for re-election.

Item 4 - Remuneration report

A resolution to adopt the Remuneration Report, which is included in the 2012 Annual Report. The vote on this resolution is advisory only and does not bind the directors of the company.

The shareholders approve the increase in Directors Fees fixed at a combined total of \$30,000 pa to the amount of \$24,000 per annum for each director appointed by the company.

PROXY FORM

Annual General Meeting

Wednesday 31 October 2012

☐ Mark this box with an 'X' if you are Issuer Sponsored and want to make any changes to your address details (see reverse)

Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf please complete the form and submit it in accordance with the directions at the bottom of the page.

I/We being shareholder/shareholders of VentureAcess Group Limited pursuant to my/our right to appoint not more than two proxies, appoint

☐ The Chairman of the Meeting
(mark with an "X")

OR

or failing him/her

Write here the name of the person you are appointing if this person **is someone other than** the Chairman of the Meeting.

Write here the name of the other person you are appointing.

or failing him/her, (or if the box is not ticked and no proxy is specified above), the Chairman of the meeting, as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held on Wednesday 31 October 2012 at 10.00 am and at any adjournment of that meeting.

This proxy is to be used in respect of _____ % Of the ordinary shares I/we hold.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain*
1 To consider and adopt the Annual Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr Charles Wantrup as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To re-elect Mrs Christine Hicks as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Adoption of the Remuneration Report	<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.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this _____ day of _____

2012

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of VentureAxess Group Limited. If you are Issuer Sponsored and this information is incorrect, please mark the box at the top of the proxy form and make the correction on the form. Security holders sponsored by a broker on the CHESS sub register should advise their broker of any changes. Please note: you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Annual General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Annual General Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointments do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Annual General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. **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, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| 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. |

9. **Lodgement of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than **10am on Monday 29 October 2012** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

VentureAxess Group Limited, care of Wantrup and Associates Level 7, 160 Queen Street Melbourne Vic 3000

Alternatively you can fax your proxy form so that it is received no later than 10am on Monday 29 October 2012 on the fax number listed below.

Fax number: (03) 9923 6303