PROXY FORM

VentureAxess Group Limited

ABN 42 087 426 953

Extraordinary General Meeting Friday 16 August 2013 at 11.30 am

Appointment of Proxy

If you are appointing a proxy to attend the Extraordinary General Meeting on your behalf, please complete the form and submit it in accordance with the directions at the bottom of the page and instructions on the reverse side of this Proxy Form.

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

FIRST PROXY The Chairman of the Meeting	OR	FIRST PROXY	Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.
	AND	SECOND PROXY (IF APPLICABLE)	If you are appointing a second proxy - write here the name of the other person you are appointing.

Please mark 🗵 in the appropriate box or boxes

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 Extraordinary General Meeting to be held on Friday 16 August 2013 at 11.30 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 \boxtimes to indicate your directions

RESOLUTION			Against	Abstain*
1.	To approve a share consolidation of 10 to 1 reducing the number of ordinary shares on issue and providing for an issue price of \$0.10 (ten cents) per share			
2.	To approve the issue of 4 million (four million) options at \$0.10 (ten cents) expiring 30 August 2017 to the following directors of the company: Simon Van Assche, Ilmars Draudins, David Hickie and Christine Hicks; to be shared equally and equating to 1 million (one million) options per director.	_		

PLEASE SIGN YOUR PROXY FORM BELOW:

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	Joint Shareholder 2	Joint Shareholder 3		
Name of Shareholder:	Name of Shareholder:	Name of Shareholder:		
Sign:	Sign:	Sign:		
Sole Director & Sole Company Secretary	Director	Director / Company Secretary		
Dated this day of	2013			
Contact Name:	Telephone / Mobile:			
Address:	Email:			

^{*} 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.

VentureAxess Group Limited Extraordinary General Meeting – 16 August 2013 Proxy Form

INSTRUCTIONS FOR COMPLETING PROXY FORM

- 1. Completion of a proxy form will not prevent individual shareholders from attending the Extraordinary General Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Extraordinary 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 Extraordinary General Meeting.
- 2. 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.
- 3. A proxy need not be a shareholder of the Company.
- 4. 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.
- 5. 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 Extraordinary General Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
- 6. 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 Extraordinary General Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

7. 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.

8. 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 **11.30** am on Wednesday **14** August **2013** (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Address for Lodgement of Proxy Form VentureAxess Group Limited

P O Box 5069

Greenwich NSW 2065

Alternatively you can fax your proxy form so that it is received no later than 11.30 m on Wednesday 14 August 2013 on the fax number listed below.

Fax number: +61 (0) 3 9606 0267