



Probiomics Limited
ACN 084 464 193

Notice of Annual General Meeting

and

Explanatory Memorandum to Shareholders

ANNUAL GENERAL MEETING:

2.00pm (Sydney time) on Thursday, 24th November, 2005
Room 5B,
Locomotive Workshops Bay 8
Australian Technology Park,
EVELEIGH NSW 1430

A separate proxy form is enclosed.

The Directors recommend that shareholders vote in favour of each of the Resolutions contained in this Notice of Meeting.

Please read the Notice and the accompanying Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete the Proxy Form and return, as directed.

Notice of Annual General Meeting

NOTICE is hereby given that the Sixth Annual General Meeting of Shareholders of Probiomics Limited ("Company") will be held at 2.00pm (Sydney time) on Thursday 24th November, 2005 in room 5B of Locomotive Workshop Bay 8, Australian Technology Park, Eveleigh, NSW, 1430.

AGENDA

ORDINARY BUSINESS

Chairman's Address

Financial reports

To receive and consider the financial report of the Company and the reports of the Directors and Auditors for the financial year ended 30th June 2005.

ORDINARY RESOLUTIONS

1. Ratification of issue of shares

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

"That in accordance with the provisions of Listing Rule 7.4 of the Listing Rules of the Australian Stock Exchange Limited (**ASX**) and for all other purposes, the shareholders ratify the previous issue of 20,919,250 ordinary shares in the capital of the Company on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement:

In relation to resolution 1, pursuant to ASX Listing Rule 7.5.6 the Company will disregard any votes cast by or on behalf of any person who participated in the issue or their associates. The Company however need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. Election of Directors

To consider, and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modification:

2.1 "THAT Mr Bryan Martin Gardiner, being a director of the Company who retires in accordance with Rule 8.1(e)(1) of the Company's Constitution, and being eligible, be and is hereby elected as a director of the Company".

2.2 "THAT Mr Patrick Douglas Ford, being a director of the Company who retires in accordance with Rule 8.1(e)(1) of the Company's Constitution, and being eligible, be and is hereby elected as a director of the Company".

2.3 "THAT Professor Ronald Penny, being a director of the Company who retires in accordance with Rule 8.1(e)(1) of the Company's Constitution, and being eligible, be and is hereby elected as a director of the Company".

3. Remuneration Policy Of The Company

To consider, and if thought fit, to pass the following resolution in respect of the Company's remuneration policy for Directors and Executives:-

THAT the remuneration policy of the Company for Directors and Executives as set out in the Company's 2005 annual report to members be adopted.

SPECIAL RESOLUTIONS

1. RESOLUTIONS TO AMEND THE COMPANY'S CONSTITUTION

To consider, and if thought fit, to pass the following resolutions to amend the Company's Constitution:-

1.1 THAT the following be inserted into the Constitution as rule 2.8

"2.8 BUY BACK ARRANGEMENTS

The Company may, so far as is permitted by law, buy securities in itself under arrangements provided for under the Corporations Act from time to time and shall be entitled to give financial assistance to any entity for the purposes of promoting such arrangements provided however that the requirements of the Listing Rules and the Corporations Act are satisfied in respect of any such arrangement".

1.2 THAT the following be inserted into the Constitution as rule 2.9

"2.9 SALE OF LESS THAN MINIMUM HOLDING

2.9.1 This rule has effect notwithstanding any other provision of this Constitution, either express or implied, to the contrary and shall override the same to the extent of any inconsistency.

2.9.2 In this Rule:-

"Continuation Election" means an election by a Small Holder contained on or enclosed with a Continuing Member Notice notifying the Company that this rule is not to apply to that Small Holder so that that Small Holder may remain as the holder of the securities registered in its name;

"Continuing Member Notice" means a notice issued pursuant to Rule 2.10 below;

"Election Deadline" means 5.00pm (Sydney time) on a date specified in a Continuing Member Notice, being a date not less than six (6) weeks after the date of despatch of that Continuing Member Notice;

"Minimum Holding" means a holding of securities the maximum of which shall be one marketable parcel of securities, of the same class in the Company at the time of reference as determined by the Board from time to time;

"Small Holders" means persons registered, either alone or jointly with any other persons, as holders of less than a Minimum Holding;

2.9.3 Subject to the provisions of this rule, the Board may determine no more than once in any twelve (12) month period, to require all (and not merely some) of the Small Holders of any class of securities in the Company to elect whether they wish to remain as the holders of the securities of that class in the Company registered in their name by:

(1) forwarding to each such Small Holder (including all persons registered jointly) a Continuing Member Notice containing or enclosing:-

(a) details of the securities of that class in the Company held by the Small Holder;

(b) statements to the effect that:

- (i) the Company intends to invoke the provisions of this Rule which allows for the sale of securities of that particular class held by all Small Holders in the Company;
 - (ii) if any such Small Holder does not forward a Continuation Election signed in accordance with the instruction contained therein so as to be received by the Company by the Election Deadline, the Company will be, subject to this Rule, entitled to sell the securities of that particular class held by those particular Small Holders in its absolute discretion; and
 - (iii) in the case of a member whose securities are in a Chess holding shall advise that the Company may, without further notice, after the Election Deadline, move the securities from the CHESS holding to an Issuer Sponsored or certificated holding for the purpose of sale.
- (c) Continuation Election
 - (d) a reply paid envelope;
 - (e) a copy of the text of this Rule; and
 - (f) any other information which the Director may desire to include; and

(2) lodging, on the same day as the Continuing Member Notices are despatched, for publication in a newspaper circulating generally throughout Australia a notice including statements to the effect of those specified in Rule (a) (ii) hereof

2.9.4 After the Election Deadline has expired, the Company shall be entitled to sell, subject to this Rule, all securities in the Company held by Small Holders of the particular class in respect of which Continuing Member Notices were dispatched and for which the Company did not receive a Continuation Election signed in accordance with the instruction contained therein prior to the Election deadline. Any such sale may be made on such terms and conditions, in such manner, at such prices and to such persons (including the Company itself where authorised by law) as the Board may in its absolute discretion think fit and, for the purposes of such sale, each such Small Holder shall be deemed to have appointed the Company as its agent and the Directors at the relevant time jointly and severally as its attorney in its name and on its behalf to effect a transfer of securities so sold. Unless the securities are non-SCH- regulated any transfer of securities sold pursuant to this Rule may be registered by the Company without the production of the certification in respect of such securities.

2.9.5 Any transferee of any securities sold pursuant to this Rule shall not be bound to see to the regularity of any procedure herein or to the application of the purchase consideration in respect of such sale nor shall any transferee be required to produce the certificates in respect of such securities to enable registration. Once the transferee has been registered as the holder of such securities, title shall not be affected by any irregularity or invalidity in any procedure hereunder and the only remedy of any Small Holder aggrieved by the sale of its securities shall be in damages only and against the Company exclusively and shall be limited to the amount of the sale consideration received (less any unpaid calls instalments or interest (if any) thereon).

2.9.6 The costs and expenses of any sale of securities pursuant to this Rule (including legal costs and disbursements, brokerage and stamp duty) shall be borne and paid by the Company.

2.9.7 The sale consideration received for the sale of any securities (less any unpaid calls instalments or interest (if any) accrued thereon) shall be forthwith paid by the Company into a bank account opened and maintained for no other purpose and shall be held by the Company in trust for the Small Holder

whose securities have been so sold. The Company shall then forthwith notify the Small Holder in writing that the relevant class of securities held by it have been sold and that the relevant sale consideration is being held by the Company pending the receipt by the Company of written instruction as to how such moneys are to be dealt with and, unless such certificates have been cancelled pursuant to this Constitution, the certificates in respect of such securities or evidence satisfactory to the Board that such certificates have been stolen lost or destroyed and have not been pledged sold or otherwise disposed of prior to their sale under this Rule. The sale consideration for any securities sold pursuant to this Rule shall be dealt with in accordance with Section 544 of the Corporations Act or the Public Trustee Act as the case may be.

2.9.8 Except where the securities are non-SCH-regulated securities the Company shall cancel all certificates relating to securities sold pursuant to this Rule.

2.9.9 Notwithstanding any provision of this Rule, either express or implied, to the contrary:

(i) the board shall not be bound to exercise the powers conferred by this Rule and shall be entitled, at any time prior to a sale of securities being effected, to suspend or terminate its use by written notices to the Small Holders affected.

(ii) the accidental omission by the Company to give any notice required under this Rule or the non-receipt of any such notice by any Small Holder shall not invalidate any action undertaken in good faith pursuant to this Rule;

(iii) the Board may in its absolute discretion settle any ambiguity, difficulty, anomaly or dispute which may arise in relation to the operation of this Rule;

(iv) no sale of any securities pursuant to this Rule shall be commenced if prior to such sale a takeover bid (within the meaning of Section 9 of the Corporations Act) to acquire securities of the same class as the securities which are to be sold pursuant to this Rule has either been announced as being intended to be made or has been made and is still open for acceptance; and

(v) where a Continuing Member notice has been dispatched to any person who at a particular time was a Small Holder but, prior to the Election deadline in relation thereto, that person acquires such number of securities in the Company of the same class in respect of which the Continuing Member Notice was dispatched so that the total number of securities of that class to which the Small Holder is registered or is entitled to be registered becomes greater than or equal to a Minimum Holding of securities of that class and a transfer for such securities acquired has been lodged for registration with the Company, then this Rule shall not apply to that in respect of that Continuing Member Notice notwithstanding that that person may not have forwarded a Continuation Election to the Company prior to the relevant Election Deadline in relation thereto.

2.9.10 This Rule shall be Subject to the potential operation of the Listing Rules or the ASTC Settlement Rules (as the case may be) to the securities intended to be sold hereunder.

1.3 THAT the following be inserted into the Constitution as rule 2.10

“2.10 FRACTIONAL ENTITLEMENTS AND DIFFICULTIES

The Board may determine as it thinks fit the manner in which fractional entitlements or any difficulties relating to distribution and adjustment of the rights of the members themselves are to be dealt with and, without limiting the generality of the foregoing may;

- (i) specify that fractions are to be disregarded or that any fractional entitlements are to be increased to the next whole number;
- (ii) make cash payments in lieu of fractional entitlements or sell shares not divisible by reason of fractional entitlements and account for the net proceeds of sale to members entitled to such fractions proportionally;
- (iii) fix the value for distribution of any specific assets or any part thereof;
- (iv) vest any such cash shares or specific assets in trustees upon trust for persons entitled to the dividend or capitalised sum; or
- (v) appoint a person to sign a contract, on behalf of the members entitled to any further shares or debentures upon the capitalisation, with the Company providing for the issue to them, credited as fully paid up, of any such further shares or debentures or for the payment by the Company on their behalf of the amounts or any part of the amounts remaining unpaid on their existing shares by the application of their respective proportions of the sums resolved to be capitalised.”

OTHER BUSINESS

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

EXPLANATORY MEMORANDUM

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

POINT AT WHICH VOTING RIGHTS ARE DETERMINED

The Board of Directors has determined that under Corporations Regulations 7.11.37, for the purposes of the annual general meeting, shares will be taken to be held by the persons who are the registered holders at 7.00 pm (Sydney time) on 21st November 2005. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

PROXIES

A shareholder entitled to attend and vote has a right to appoint a proxy. The proxy does not need to be a member of the Company. A shareholder that 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 no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

A loose-leaf proxy form is provided with this notice and to be effective must be received by the Company at the Company's registered office:

The Company Secretary
Probiomics Limited

Suite G.09, Australian Technology Park,
1 Central Avenue,
EVELEIGH NSW 1430

Or By facsimile to the Company on (02) 9209 4256

by not later than 2.00pm (Sydney time) on 22nd November 2005.

By Order of the Board

Dated 27th September, 2005

**Paul B Magoffin
Company Secretary
Probiomics Limited
ACN 084 464 193**

PROBIOMICS LIMITED

ACN 084 464 193

EXPLANATORY MEMORANDUM

TO THE NOTICE OF THE MEETING TO BE HELD AT 2.00 PM (SYDNEY TIME) ON THURSDAY 24TH NOVEMBER 2005

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the annual general meeting to be held on Thursday 24th November 2005.

Ordinary business

Financial reports

The Corporations Act and the Company's constitution require:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the company for the year ended 2005,

to be laid before the annual general meeting. Neither the Corporations Act nor the constitution requires a vote of shareholders on the reports or statements. However, shareholders will be given the opportunity to raise questions or comments on the reports and statements at the meeting.

Also, a reasonable opportunity will be given to shareholders as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

Ordinary Resolutions

1. Ratification of issue of shares

Background

Resolution 1 has been proposed so that shareholders may consider, and if though fit, approve for the purposes of ASX Listing Rule 7.4 the issue of a total of 20,919,250 ordinary shares by the Company which have taken place in the past 12 months. The ordinary shares that were issued rank equally with the Company's existing ordinary shares and were issued to fund the Company's operations. The relevant details of the issues to be approved are provided in the table below.

Subscriber	Number of ordinary shares	Date of entry into uncertificated holdings	Consideration
Various persons falling within one of the exemptions specified in section 708 of the Corporations Act 2001 (Cth) who were clients of Taylor Collison Limited and Bell Potter Securities Limited.	8,331,250	13 th May 2005	\$0.12 per ordinary share

Various persons falling within one of the exemptions specified in section 708 of the Corporations Act 2001 (Cth) who were clients of Taylor Collison Limited and Bell Potter Securities Limited.	12,588,000	24 th August 2005	\$0.08 per ordinary share
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ASX Listing Rules

ASX Listing Rule 7.1 restricts the number of securities the Company may issue without shareholder approval in a 12 month period to the number which is 15% of its issued capital.

ASX Listing Rule 7.4 allows shareholders to ratify previous issues of securities for the purposes of ASX Listing Rule 7.1. In order to replenish its capacity to issue shares in accordance with ASX Listing Rule 7.1, the Company is seeking shareholder approval of the above issues pursuant to ASX Listing Rule 7.4. This will give the Company the flexibility to raise further funds up to the 15% cap without the need to obtain shareholder approval.

2. Election of directors

Bryan Martin Gardiner, Patrick Douglas Ford and Ronald Penny have been appointed directors since the last annual general meeting. Under the company's constitution they hold office only until this meeting and each is offering himself for election.

Details of each candidate are as follows:-

Bryan Martin Gardiner

Mr Gardiner was appointed to the Board on 17th February 2005 and was elected Chairman on 20th May 2005.

Mr Gardiner is a practising solicitor who was admitted to the Supreme Court in Western Australia in December 1970.

He has had over thirty years' experience in commercial law and has been a partner in a medium-sized law firm, in-house counsel, a senior solicitor with a major national firm and now practices as a consultant to a West Perth firm, Clavey Legal.

Throughout his career, Mr Gardiner has been heavily involved in sport law. He is National Judicial Officer of the Equestrian Federation of Australia Ltd and he served as a Director of that organization for 10 years. He is a Commissioner of the West Australian Speedway Commission Inc. and is the Chairman of the Land Valuers Licensing Board. He is a director of the Immunogenics Research Foundation (Inc) which specializes in DNA research in Western Australia.

Mr Gardiner also has considerable experience in intellectual property matters.

He is a director of the Singapore-based Tat Hong Holdings Ltd, the shares of which are quoted on the ASX and SGX. This substantial company is the second largest crawler-crane company in the world (ninth overall) and operates BT Equipment, Tat Hong Rental and EQR in Australia

Patrick Douglas Ford

Mr Ford was appointed to the Board on 17th May 2005.

Mr Ford is a Sydney based stockbroker with Taylor Collison Limited. He has an extensive history of capital raising and supplying advice to the Australian

Biotechnology sector. He holds a Bachelor of Commerce degree from the University of Canberra.

Ronald Penny

Professor Penny was appointed to the Board on 17th February 2005.

Professor Penny is one of Australia's leading immunologists. He graduated with Honours from the University of Sydney in 1960 following which he undertook further studies in haematology, oncology and immunology in the UK and the USA.

Professor Penny set up the first Clinical Immunology Unit in NSW at the Royal Prince Alfred Hospital. In 1979 he was the recipient of the first Doctorate of Science awarded to a member of a clinical department by the University of NSW followed by a Personal Chair in Clinical Immunology in 1988. Professor Penny has published over 350 medical and scientific papers in prestige national and international journals. Professor Penny is currently Emeritus Professor of Medicine, University of NSW, Senior Clinical Advisor, NSW Health, Chairman of the Justice Health Board and Chairman of the NSW Blood Products Advisory Committee and is a director of publicly listed Cryosite Limited.

3. REMUNERATION POLICY OF THE COMPANY

Pursuant to s 250R (2) of the Corporations Act 2001, listed companies are required to put to shareholders at each annual general meeting a resolution to adopt the remuneration report.

The vote on this resolution is advisory only and does not bind the directors or the Company [section 250R (3)]

The remuneration report is set out in the 2005 annual report on pages 10 and 11 of the Director's Report.

Special Business

Resolutions to amend the Company's Constitution

Resolution 1.1 – To allow the Company to buy back its own shares

The Company wishes to have the power to buy back its own shares as and when the Board of Directors thinks it is appropriate.

Section 257 of the Corporations Act 2001 allows companies to buy back its own shares in certain circumstances provided the procedures laid down in that section of the Act are followed. The Board of Directors now wants to have this power included specifically in the Company's Constitution.

The Corporations Act allows for the buy back provided that

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures laid down in this Division.

Provided the buy back is within the '10/12' rule ie a maximum of 10% in 12 months no specific approval by shareholders is required.

Resolution 1.2 – To allow the Company to sell unmarketable parcels of shares

As at the date of this notice the Company had approximately 2,100 shareholders of which approximately 800 held an unmarketable parcel. An unmarketable parcel is

defined by the Listing Rules of the Australian Stock Exchange as 'a parcel of securities of not less than \$500' based on the closing price of the securities as at a specific time.

The Board of Directors are of the opinion that reducing the number of small shareholders will save the company considerable cost over time and wish to be able to have the power to instigate the sale of unmarketable parcels as and when it considers it appropriate to do so.

Resolution 1.3 – To provide a mechanism for the resolution of any dispute over fractional entitlements

This resolution will give the Board of Directors the power to determine as it thinks fit the manner in which any difficulties arising from the implementation of resolutions 1 and 2 above.

Probiomics Limited

ABN 97 084 464 193

Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 7045 Sydney
New South Wales 2001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 2 8234 5050
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001
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PCC
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



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Appointment of Proxy

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



the Chairman
of the Meeting
(mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Probiomics Limited to be held at Room 5B, Locomotive Workshops Bay 8, Australian Technology Park, Eveleigh NSW on Thursday 24 November 2005 at 2.00pm and at any adjournment of that meeting.



IMPORTANT: FOR ITEM 1 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 1 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that item and that votes cast by him, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 1 and your votes will not be counted in computing the required majority if a poll is called on this item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 1.

Voting directions to your proxy - please mark to indicate your directions

	For	Against	Abstain*		For	Against	Abstain*
Ordinary Resolutions				Item 3	Adoption of the Company's remuneration report		
Item 1	Ratification of Issue of shares				Special Resolutions		
Item 2.1	Election of Mr Bryan Martin Gardiner as a Director			1.1	Buy Back Arrangements		
Item 2.2	Election of Mr Patrick Douglas Ford as a Director			1.2	Sale of Less than minimum holding		
Item 2.3	Election of Professor Ronald Penny as a Director			1.3	Fractional entitlement and difficulties		

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

* 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.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

PCC

1 9 P R



PCC_WTP_000038/000001/000001

How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'X') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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 securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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 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 securities 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 in the same envelope.

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, all of the securityholders should sign.
- Power of Attorney:** to sign under Power of Attorney, you must have already lodged this document 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 a corporate Securityholder or proxy 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 or at www.computershare.com.

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 no later than 48 hours before the commencement of the meeting at 2.00pm on Thursday 24 November 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON	Registered Office - Suite G09, 1 Central Avenue, Australian Technology Park, Eveleigh NSW 1430 Australia Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
BY MAIL	Registered Office - Suite G09, 1 Central Avenue, Australian Technology Park, Eveleigh NSW 1430 Australia Share Registry - Computershare Investor Services Pty Limited, GPO Box 4195, Sydney NSW 2001 Australia
BY FAX	61 3 9475 2118