

PROXY FORM

APPOINTMENT OF PROXY

PACIFIC STAR NETWORK LIMITED (ABN 20 009 221 630)

Securityholder Reference Number (SRN)

000001 000 PNW
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

SRN WITHHELD DEC

Please mark ☒ to indicate your directions

I/We being a shareholder of Pacific Star Network Limited (PNW) entitled to attend and vote at the Extraordinary General Meeting (**Meeting**), hereby

Appoint the Chairman
of the Meeting

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OR

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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, and to the extent permitted by law, as the proxy sees fit – see below for important details in relation to the Chairman's vote on your behalf as Proxyholder) at the Meeting to be held at 9.30 AM (Melbourne time) on Thursday, 11 December 2014 at 473 Swan Street, Richmond, Victoria and at any adjournment thereof.

The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 1, 2, 3 and 4.

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I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 1, 2, 3 and 4 (except where I/We have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even if the Chairman of the Meeting has an interest in the outcome of these Resolutions and that votes cast by the Chairman, other than as a proxy holder, would be disregarded because of that interest. If you do not wish to give the Chairman such a directed proxy, you should mark the boxes below.

Voting on Business of the Meeting

ORDINARY BUSINESS

Resolution 1 – Acquisition of MM

FOR AGAINST ABSTAIN

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Resolution 2 – Approval of Placement

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Resolution 3 – Approval of issue of Shares under the Placement to a related party

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Resolution 4 – Approval of issue of Shares under the Underwriting Agreement to a related party

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PLEASE NOTE: If you mark the **ABSTAIN** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

By:

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

Contact
Name

Daytime
Telephone

Date __/__/__

How to complete this Proxy Form

1. Your Name and Address

This is your name and address as it appears on PNW's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the required box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person on the form. If you leave this section blank or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy.

3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be requested by emailing shareholder@pacificstarnetwork.com.au.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the forms do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. Fractions of votes will be disregarded.
- return both forms together as per section 5 below.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual:	where the shareholding is in one name, the holder must sign.
Joint Holding:	where the shareholding is in more than one name, each shareholder must sign.
Power of Attorney:	to sign under a Power of Attorney, you must have already lodged the Power of Attorney with PNW. If you have not previously lodged this document for notation, please attach a certified copy of the Power of Attorney to this form when you return it as per section 5 below.
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 <i>Corporations Act 2001</i>) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly either with another Director or Company Secretary. Please indicate the office held by signing in the appropriate place.

5. Lodgement of a Proxy

To vote by proxy, please complete and sign the proxy form enclosed and either:

a) post the proxy form to the Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3000; or

b) fax the proxy form to +61 3 9473 2555 (outside Australia) or 1800 783 447 (within Australia)

in each case, so that it is received not later than 9.30 AM (Melbourne time) on Tuesday, 9 December 2014.

Proxy forms received later than this time will be invalid.