

ELS007.2011

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting of DataMotion Asia Pacific Limited (“the Company”) will be held at **12:00pm AWST on Friday, 17 September 2010** at Windsor Hotel, 112 Mill Point Road, South Perth, Western Australia.

Agenda

Special Business

Resolution 1 - Ratify Share placement of 19 January 2010

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, shareholders ratify and approve the allotment and issue of 80,039,686 fully paid ordinary shares in the capital of the Company at an issue price of 0.15 cents per share on 19 January 2010 together with one attaching listed option exercisable at 1 cent on or before 6 May 2013 for every two shares subscribed for.”

Voting Exclusion Statement

Any votes cast on this resolution by a person who participated in the issue and any of their associates will be disregarded. However, the Company will not disregard a vote if:

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

Resolution 2 - Ratify Share placement of 05 August 2010

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.4 of the Listing Rules of ASX Limited and for all other purposes, shareholders ratify and approve the allotment and issue of 200,000,000 fully paid ordinary shares in the capital of the Company at an issue price of 0.08 cents per share on 05 August 2010.”

Voting Exclusion Statement

Any votes cast on this resolution by a person who participated in the issue and any of their associates will be disregarded. However, the Company will not disregard a vote if:

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

Resolution 3 – Capital Raising

To consider and if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of Listing Rule 7.1 of the Listing Rules of ASX Limited and for all other purposes, shareholders approve the issue 1,362,500,000 fully paid ordinary shares in the capital of the Company at an issue price 0.08 cents per share and 2,316,250,000 attaching new options exercisable at 0.5 cents on or before 29 March 2013 on the basis of seventeen (17) new options for every ten (10) shares subscribed for.”

Voting Exclusion Statement

Any votes cast on this resolution by a person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any associates of those persons will be disregarded.

However, the Company need not disregard a vote if:

- a) 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
- b) 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.

By Order of the Board

Joshua Wellisch

Director & Company Secretary

Dated 17 August 2010

"Snapshot" Date

The directors have determined that for the purposes of Regulation 7.11.37 of the Corporations Act, the persons eligible to vote at the meeting will be those persons who are registered as shareholders at 3:00pm AWST on Tuesday, 31 August 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Explanatory Statement

This Explanatory Statement has been prepared for the information of shareholders of the Company in connection with the **Extraordinary General Meeting** of shareholders to be held at **12:00pm AWST on Friday, 17 September 2010** at Windsor Hotel, 112 Mill Point Road, South Perth WA, Australia. This Explanatory Statement should be read in conjunction with the accompanying Notice of Extraordinary General Meeting.

Special Business

Resolution 1 – Ratify Share placement of 19 January 2010

ASX Listing Rule 7.4 provides that an issue of securities made without shareholder approval is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if shareholders subsequently approve it. Accordingly, the Company is seeking shareholder approval for the issue of 80,039,686 shares at 0.15 cents per share and 40,019,843 attaching listed options of existing class DMNOA on 19 January 2010 pursuant to a placement made pursuant to section 708 of the *Corporations Act* to raise \$120,059.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 1) the number of shares allotted and issued was 80,039,686 shares and the number of listed options allotted and issued was 40,019,843;
- 2) the issue price of the shares was 0.15 cents each and the issue price of the options was nil;
- 3) the shares issued rank pari passu with existing fully paid ordinary shares and the terms of the options are as set out in Annexure A;
- 4) the shares and listed options were allotted to the following allottees:

Allottees	Number of shares allotted	Number of listed options allotted
Choice Constructions Pty Ltd <Super No 1 A/C>	2,915,346	1,457,673
Choice Constructions Pty Ltd <Super No 2 A/C>	12,124,340	6,062,170
J & G Enterprise Co Pty Ltd <Marchio Family A/C>	6,666,667	3,333,333
Mariner Mining Pty Ltd	13,333,333	6,666,667
Mr Barry William Green <B Green Super Fund A/C>	10,000,000	5,000,000
Mr Julian Alberto Ramirez	10,000,000	5,000,000
Mr Matthew David Burford	25,000,000	12,500,000

- 5) the allottees were all unrelated parties.
- 6) the capital raised pursuant to the placement was used for general working capital.

Resolution 2 – Ratify Share placement of 05 August 2010

ASX Listing Rule 7.4 provides that an issue of securities made without shareholder approval is treated as having been made with approval for the purposes of ASX Listing Rule 7.1 if shareholders subsequently approve it. Accordingly, the Company is seeking shareholder approval for the issue of 200,000,000 shares at 0.08 cents per share on 05 August 2010 pursuant to a placement made pursuant to section 708 of the *Corporations Act* to raise \$160,000.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 1) the number of shares allotted and issued was 200,000,000 shares;
- 2) the issue price of the shares was 0.08 cents each;
- 3) the shares issued rank pari passu with existing fully paid ordinary shares;
- 4) the shares were allotted to the following allottees:

Allottees	Number of shares allotted
Mandevilla Pty Ltd	20,000,000
Merrill Lynch (Australia) Nominees Pty Limited <Berndale A/C>	100,000,000
Ms Nicole Joan Gallin	50,000,000
Skymist Enterprises Pty Ltd	30,000,000

- 5) the allottees were all unrelated parties.
- 6) the capital raised pursuant to the placement will be used for general working capital and to assist in pursuing acquisitions.

Resolution 3 – Capital Raising

ASX Listing Rule 7.1 imposes a 15% cap on the number of securities that can be issued by the Company, without approval of shareholders in any 12 month period. However, the Company is permitted to issue securities in excess of the 15% cap if those securities are issued in reliance on an exception to Listing Rule 7.1 or the issue is approved by shareholders. Accordingly, the Company is seeking shareholder approval for the proposed issue of up to 1,362,500,000 shares at 0.08 cents per share and 2,316,250,000 attaching options pursuant to a proposed placement to be made pursuant to section 708 of the Corporations Act to raise up to \$1,090,000.

For the purposes of ASX Listing Rule 7.3 the following information is provided:

- 1) the maximum number of securities proposed for issue is 1,362,500,000 shares and 2,316,250,000 options.
- 2) it is anticipated DMN will issue the securities immediately upon shareholder approval but, in any event, no later than 3 months after shareholder approval.
- 3) the issue price of the shares will be 0.08 cents each and the issue price of the options will be nil.
- 4) the proposed allottees of the securities are clients of Cunningham Peterson Sharbanee Securities Pty Ltd who are able to subscribe for the securities pursuant to section 708 of the Corporations Act. Each of the allottees must be unrelated parties. The Company has entered into an agreement with CPS Securities to provide fund raising services to the Company.
- 5) the shares to be issued will rank pari passu with existing fully paid ordinary shares and the terms of the options to be issued are as set out in Annexure B.
- 6) The Company is continuing to reduce overheads and review the business operations. The purpose of the capital raising is to continue to support the existing business model, fund business development and to make acquisitions which will return value to shareholders over the next two (2) years as set out below.

Item	Projected Cost (\$)
Business expansion	200,000
Hardware & software	350,000
Working capital	250,000
Business acquisition & due diligence	200,000
Expenses of the offer	90,000
Total	1,090,000

- 7) it is anticipated DMN will allot the securities all at once, upon shareholder approval, but in any event, no later than 3 months after shareholder approval.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the attached form of proxy.

Information for Voting by Proxy

Each member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote instead of such member.

Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation as required by its constitution or the hand of its attorney.

A proxy need not be a member of the Company. In the case of joint holders the proxy form may be signed by any one holder. Should you wish to direct your proxy how to vote please indicate your direction in the appropriate box(es) on the proxy form otherwise your proxy will have a discretion to vote as he/she thinks fit.

To be effective a completed proxy form and the power of attorney (if any) under which the proxy form is signed (or a certified copy of the power of attorney) must be received at ***the Company's registered office at Level 1 Westcentre, 1260 Hay Street, West Perth WA, Australia, or by facsimile transmission to (+61 8) 9415 2221 by 3:00pm AWST on Wednesday, 15 September 2010.***

Annexure A: Terms and conditions of options referred to in Resolution 1

The rights attaching to Attaching Options are regulated by the Constitution, the Corporations Act, the Listing Rules and the general law.

The following are the terms of the Attaching Options (ASX code: DMNOA):

a) *exercise price*

The exercise price is \$0.01 (1 cent) per Attaching Option.

b) *entitlement*

Each Attaching Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c) *new option period*

The Attaching Options will expire at 5.00pm (AWST) on 6 May 2013. Attaching Options may be exercised at any time prior to the expiry date and Attaching Options not so exercised shall automatically expire on the expiry date.

d) *ranking of share allotted on exercise of new option*

Each Share allotted as a result of the exercise of any Attaching Option will rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of allotment.

e) *voting*

A registered owner of an Attaching Option will not be entitled to attend or vote at any meeting of the members of the Company unless they are also a member of the Company.

f) *transfer of an Attaching Option*

Attaching Options are transferable at any time prior to the expiry date.

g) *method of exercise of an Attaching Option*

- i) The Company will provide a notice that is to be completed when exercising the Attaching Options. Attaching Options may be exercised by completing the notice and forwarding the same to the Company Secretary to be received prior to the expiry date accompanied by payment in full for the relevant number of shares being subscribed for.
- ii) Within 14 days from the date of exercise of Attaching Options the Company shall issue that number of Shares in the capital of the Company subscribed for.
- iii) The Company will after issue and allotment of Shares pursuant to the exercise of an Attaching Option, apply to the ASX for official quotation of all such Shares, in accordance with the Corporations Act and the ASX Listing Rules.
- iv) The Company will generally comply with the requirements of the ASX Listing Rules in relation to the timetables imposed when quoted options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the options and the timetable outlined in the ASX Listing Rules, the timetable outlined in the ASX Listing Rules shall apply.

h) *ASX quotation*

The Company will, in accordance with listing rule 2.8, make application to have the Attaching Options listed for Official Quotation under ASX code DMNOA.

i) *reconstruction*

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the Attaching Options will be reconstructed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

j) participation in share issues

There are no participating rights or entitlements inherent in the Attaching Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the options are exercised.

k) no change of new options' exercise price or number of underlying shares

There are no rights to change the exercise price of the Attaching Options or the number of underlying Shares if there is a bonus issue to holders of Shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Attaching Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules.

Annexure B: Terms and conditions of options referred to in Resolution 3

The rights attaching to Attaching Options are regulated by the Constitution, the Corporations Act, the Listing Rules and the general law.

The following are the terms of the Attaching Options (ASX code: DMNOB):

l) exercise price

The exercise price is \$0.005 (0.5 cents) per Attaching Option.

m) entitlement

Each Attaching Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

n) new option period

The Attaching Options will expire at 5.00pm (AWST) on 29 March 2013. Attaching Options may be exercised at any time prior to the expiry date and Attaching Options not so exercised shall automatically expire on the expiry date.

o) ranking of share allotted on exercise of new option

Each Share allotted as a result of the exercise of any Attaching Option will rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of allotment.

p) voting

A registered owner of an Attaching Option will not be entitled to attend or vote at any meeting of the members of the Company unless they are also a member of the Company.

q) transfer of an Attaching Option

Attaching Options are transferable at any time prior to the expiry date.

r) method of exercise of an Attaching Option

- v) The Company will provide a notice that is to be completed when exercising the Attaching Options. Attaching Options may be exercised by completing the notice and forwarding the same to the Company Secretary to be received prior to the expiry date accompanied by payment in full for the relevant number of shares being subscribed for.
- vi) Within 14 days from the date of exercise of Attaching Options the Company shall issue that number of Shares in the capital of the Company subscribed for.
- vii) The Company will after issue and allotment of Shares pursuant to the exercise of an Attaching Option, apply to the ASX for official quotation of all such Shares, in accordance with the Corporations Act and the ASX Listing Rules.
- viii) The Company will generally comply with the requirements of the ASX Listing Rules in relation to the timetables imposed when quoted options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the options and the timetable outlined in the ASX Listing Rules, the timetable outlined in the ASX Listing Rules shall apply.

s) ASX quotation

The Company will, in accordance with listing rule 2.8, make application to have the Attaching Options listed for Official Quotation under ASX code DMNOB.

t) reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the Attaching Options will be reconstructed to the extent necessary to comply with the Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

u) *participation in share issues*

There are no participating rights or entitlements inherent in the Attaching Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the options are exercised.

v) *no change of new options' exercise price or number of underlying shares*

There are no rights to change the exercise price of the Attaching Options or the number of underlying Shares if there is a bonus issue to holders of Shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of Shares (other than in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Attaching Option exercise price shall be reduced according to the formula specified in the ASX Listing Rules.

Voting By Proxy - how to complete the Proxy Form

1. Your Name and Address Details

Please complete your name and address as it appears on the share register of Datamotion Asia Pacific Limited. 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 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. If you leave this section blank, or your named proxy does not attend the meeting, the chairman of the meeting will be your proxy and vote on your behalf. A proxy need not be a shareholder of Datamotion Asia Pacific Limited.

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 the item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares 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 will 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

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Datamotion Asia Pacific Limited's share registry (Computershare Investor Services Pty Limited / (+61 8) 9323 2000).

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;
- b) 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; and
- c) return both forms together in the same envelope.

5. Authorised Signature/s

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

Joint Holding	in the case of joint holders the proxy form may be signed by any one holder.
Power of Attorney	if signed under a Power of Attorney you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies	a director can sign jointly with another director or a company secretary, a sole director who is also a sole company secretary can also sign. A sole director of a corporation without a company secretary can sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Datamotion Asia Pacific Limited share registry.

Lodgement of Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting. **Documents may be lodged by posting, hand delivery or facsimile to DataMotion Asia Pacific Limited** or Computershare Investor Services Pty Limited at one of the following addresses:

Mailing Address

DataMotion Asia Pacific Limited

Private Box 1288
West Perth Western Australia 6872
Australia

Registered Office

DataMotion Asia Pacific Limited

Level 1
Westcentre
1260 Hay Street
West Perth Western Australia 6005
Australia

Computershare Investor Services Pty Limited

Level 2
45 St Georges Terrace
Perth Western Australia 6000
Australia

Facsimile (+61 8) 9415 2221

Facsimile (+61 8) 9415 2221

Facsimile (+61 8) 9323 2033

Proxy Form

All Correspondence to:
 The Company Secretary
 DataMotion Asia Pacific Limited
 Private Box 1288
 West Perth WA 6872
 AUSTRALIA
 Telephone (+61 8) 9415 2212
 Facsimile (+61 8) 9415 2221
www.datamotion.asia

DATAMOTION™
 ASIA PACIFIC LIMITED
 ABN 44 009 148 529

1. I / We (please print):

Name _____
 Address _____

 Securityholder Reference Number (SRN) _____
 or Holder Identification Number (HIN) _____

2. Appointment of a Proxy

I/We being a member/s of Datamotion Asia Pacific Limited hereby appoint:

the chairman of the meeting (mark with an 'X') OR

(Write here the name of the person you are appointing if this person/s is **someone other** than the chairman of the meeting).

or failing the person named, or if no person is named the chairman of the meeting, as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Extraordinary General Meeting of Datamotion Asia Pacific Limited to be held at Windsor Hotel, 112 Mill Point Road, South Perth WA, Australia at **12:00pm AWST on Friday, 17 September 2010** and at any adjournment of that meeting.

3. Votes on Items of Business

(Voting directions to your proxy – please mark to indicate your directions)

	For	Against	Abstain
Resolution 1 – Ratify Share and Option placement of 19 January 2010	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratify Share placement of 05 August 2010.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approve Share and Option placement.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Appointment of a Second Proxy

I/We wish to appoint a second proxy

(Mark with an 'X' if you wish to appoint a second proxy) and % or State the percentage of your voting rights or the number of shares for this Proxy Form.

5. Authorised Signature/s

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

<p><i>Individual or Security Holder 1</i></p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p style="text-align: center;"><i>Individual / Sole Director and Sole Company Director</i></p>	<p><i>Security Holder 2</i></p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p style="text-align: center;"><i>Director</i></p>	<p><i>Security Holder 3</i></p> <div style="border: 1px solid black; height: 30px; width: 100%;"></div> <p style="text-align: center;"><i>Director / Company Secretary</i></p>
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Contact Name	Contact Daytime Telephone	Date
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