

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of DataMotion Asia Pacific Limited (“**the Company**”) will be held at **11.00am AWST on Wednesday, 30 November 2011** at Windsor Hotel, 112 Mill Point Road, South Perth, Western Australia.

Agenda

Annual Accounts

To receive and consider the annual Financial Report of the Company, the Director’s Report and the Independent Audit Report for the financial year ended 30 June 2011.

Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act, the Company adopts the Remuneration Report as set out in the Company’s Annual Report for the year ended 30 June 2011.”

Voting Exclusion:

The Company will disregard any votes cast on this Resolution 1 by Key management Personnel and Closely Related Parties. However, the Company need not disregard a vote cast on this resolution 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 chairperson as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form.

Resolution 2 - Election of Director – Michal Safrata

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

“To elect as a Director of the Company, Michal Safrata, who requires election by members in accordance with the Company’s Constitution and, being eligible, offers himself for election.”

Resolution 3 - Election of Director – Mathew Whyte

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

“To elect as a Director of the Company, Mathew Whyte, who requires election by members in accordance with the Company’s Constitution and, being eligible, offers himself for election.”

Resolution 4 - Change of Company name

To consider, and if thought fit to pass, the following resolution as a special resolution:

“That, pursuant to Section 157(1) of the Corporations Act, the Company’s name be changed to NuWorld Solutions Limited.”

Resolution 5 – Ratification of Prior Issue of Shares

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

“That, for the purposes of ASX Listing Rule 7.4, shareholders approve the issue of 351,000,000 fully paid ordinary shares at an issue price of \$0.0004 per share.”

For the purposes of ASX Listing Rule 7.4, the Company will disregard any votes cast on this resolution by any person who participated in the issue and any associate(s) of those persons. However, the Company need not disregard a vote cast on this resolution 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 Chairman as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 6 – Approval of Placement of Shares

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

“That, for the purposes of ASX Listing Rule 7.1, shareholders approve the issue up to 879,007,570 fully paid ordinary shares at a minimum price of \$0.0004.”

Voting Exclusion:

For the purposes of ASX Listing Rule 7.1, the Company will disregard any votes cast on this resolution by any person who may participate in the issue and might obtain a benefit (except a benefit solely in their capacity as holders of ordinary securities) if the resolution is passed, or any associate of that person. However, the Company need not disregard a vote cast on this resolution 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 Chairman as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 7 – Issue of options to Director – Michal Safrata

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

“That, subject to the passing of Resolutions 8 and 9, for the purposes of Section 208 of the Corporations Act and ASX Listing Rule 10.11, approval is given for the Company to issue and allot 25,000,000 class DMNOC options to Michal Safrata (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

For the purposes of ASX Listing Rule 10.13 and section 224 of the *Corporations Act*, the Company will disregard any votes cast on this Resolution 7 by Mr Safrata and any of his associates. 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 chairperson 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.

Resolution 8 – Issue of options to Director – Mathew Whyte

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

“That, subject to the passing of Resolutions 7 and 9, for the purposes of Section 208 of the Corporations Act and ASX Listing Rule 10.11, approval is given for the Company to issue and allot 25,000,000 class DMNOC options to Mathew Whyte (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

For the purposes of ASX Listing Rule 10.13 and section 224 of the *Corporations Act*, the Company will disregard any votes cast on this Resolution 8 by Mr Whyte and any of his associates. 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 chairperson 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.

Resolution 9 – Issue of options to Director – Michael Robson

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

“That, subject to the passing of Resolutions 7 and 8, for the purposes of Section 208 of the Corporations Act and ASX Listing Rule 10.11, approval is given for the Company to issue and allot 25,000,000 class DMNOC options to Michael Robson (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

For the purposes of ASX Listing Rule 10.13 and section 224 of the *Corporations Act*, the Company will disregard any votes cast on this Resolution 9 by Mr Robson and any of his associates. 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 chairperson 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.

Questions and comments

The chairperson will allow a reasonable opportunity for shareholders at the meeting to ask questions about or make comments on the management of the Company.

By Order of the Board

Michael Robson

Chairman

Dated 27 October 2011

"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 11:00am AWST on Monday, 28 November 2011. 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 **Annual General Meeting** of shareholders to be held at **11:00am AWST on Wednesday, 30 November** at Windsor Hotel, 112 Mill Point Road, South Perth, Western Australia. This Explanatory Statement should be read in conjunction with the accompanying Notice of Annual General Meeting.

Annual Accounts

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report at the Meeting. Copies of these reports can be found on the Company website www.datamotion.asia or by contacting the Company on (+61) 8 9355 2565.

Resolution 1 – Adoption of Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders.

The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and specified executives.

Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report however the Board will take the outcome of the vote into consideration when considering the remuneration policy.

Shareholders should also note that the Federal government has recently introduced the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), which came into effect on 1 July 2011. This act amends the Corporations Act to include new provisions relating to this resolution.

The resolution is now the subject of a voting exclusion statement precluding Key Management Personnel and their Closely Related Parties from voting on the resolution, except as proxies for Shareholders entitled to vote. Any undirected proxies in favour of the Chairman concerning this resolution will be voted in favour of the resolution.

From 1 July 2011 the Corporations Act provides shareholders the opportunity to spill a company's board of directors if the resolution to approve the company's Remuneration Report receives "no" votes of 25% or more at two successive annual general meetings of the Company.

A summary of the process as it applies to the Company is as follows:

- (a) If a "no" vote of 25% or more is cast on Resolution 1 to adopt the Remuneration Report, the Remuneration Report in 2012 must outline the Board's proposed action in response to the "no" vote (or state the reasons for any inaction);
- (b) If a "no" vote of 25% or more is cast on the resolution to adopt the Remuneration Report at the 2012 AGM, the Shareholders must then vote on a resolution that a general meeting be convened to consider the election of directors;
- (c) If the resolution is carried by ordinary majority (more than 50% of those present and voting), then the general meeting must be held within 90 days. All directors (other than any managing director who is permitted to hold office indefinitely without being re-elected under ASX Listing Rules) cease to hold office immediately before the end of the general meeting and may offer themselves for re-election;
- (d) The Corporations Act contains provisions to ensure that there are at least three directors following such a general meeting. These three positions will be occupied by:

the managing director (if any); and

the two (or three) people who receive the highest proportion of votes in favour of their appointment at the meeting (even if less than 50% of the votes cast on their election are in favour of their re-appointment).

Resolution 2 - Election of Director – Michal Safrata

Mr Michal Safrata was appointed as a Director on 5 September 2011.

Under Article 7.3 of the Company's Constitution, he holds office only until the Annual General Meeting and, being eligible, offers himself for election.

Mr Safrata is a businessman who has over ten years experience in managing business of his own and others and is a director of ASX listed Oroya Mining Limited (ORO).

The Board unanimously supports the election of Mr Safrata.

Resolution 3 - Election of Director – Mathew Whyte

Mr Mathew Whyte was appointed as a Director on 5 September 2011.

Under Article 7.3 of the Company's Constitution, he holds office only until the Annual General Meeting and, being eligible, offers himself for election.

Mr Whyte is a CPA and a Fellow of the Institute of Company Secretaries. He has over 18 years commercial experience in the financial management, direction and corporate governance of ASX listed companies. He has held senior executive roles on a number of Australian listed entities with operations in Australia and overseas in the biotech, power infrastructure and mining services industries.

The Board unanimously supports the election of Mr Whyte.

Resolution 4 - Change of Company name

A company may change its name by special resolution of shareholders.

It is proposed that the Company's name be changed to NuWorld Solutions Limited. The Directors propose the new name which reflects the company's expanding business operations aimed at internet based information technology solutions.

Resolution 5 – Ratification of Prior Issue of Shares

On 25 October 2011 the Company entered into an Underwriting Agreement in relation to a placement to raise \$140,400 by the issue of 351,000,000 Shares to clients of CPS Securities at a price of \$0.0004 per Share.

Under ASX Listing Rule 7.1 the Company is permitted to issue up to 15% of its equity securities within a 12 month period without the requirement to obtain Shareholder approval. Whilst Shareholder approval for the issue of the 351,000,000 Shares was not required at the time of the issue, the effect of the issue is to reduce the Company's capacity to issue additional equity securities in the future without Shareholder approval.

ASX Listing Rule 7.4 allows an issue made by the Company without Shareholder approval under ASX Listing Rule 7.1 to be treated as having been made with Shareholder approval for the purposes of ASX Listing Rule 7.1 if it is subsequently approved by Shareholders and did not breach ASX Listing Rule 7.1 at the time of issue.

Accordingly, the Company is seeking Shareholder ratification for the purposes of ASX Listing Rule 7.4 of the Share issue in order to renew the Company's capacity to issue up to 15% of the equity securities of the Company on issue in a 12 month period.

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

- Number of Shares allotted - 351,000,000.
- Issue price of the Shares - \$0.0004 per Share.
- The Shares rank equally with the Company's existing Shares.
- Allottees - clients of CPS Securities.

- Use of proceeds:
 - upgrade hardware and software; and
 - allow the Company to pay an Option Fee and undertake due diligence in relation to a potential acquisition pursuant to a Term Sheet signed on 25 October 2011 and announced to ASX on the same day.

Resolution 6 – Approval of Placement of Shares

Under ASX Listing Rule 7.1 the Company is permitted to issue equity securities with Shareholder approval within 3 months after that approval is obtained.

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.1 to issue up to 879,007,570 Shares to investors at a minimum price of \$0.0004.

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

- The maximum number of securities the Company can issue is 879,007,570 Shares.
- The Shares will be issued no later than three months after the date of the Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2).
- Any Shares issued will be issued by the Company at a minimum price of \$0.0004.
- As subscriptions have not yet been arranged, the allottees will be investors entitled to receive offers pursuant to section 708 of the Corporations Act identified at the Board's discretion but will not be related parties or associates of related parties of the Company.
- The Shares to be issued will be fully paid ordinary shares in the capital of the Company.
- The funds raised will be used to:
 - allow the Company to undertake due diligence programs in relation to appropriate synergistic acquisition or investment opportunities.; and
 - provide funds to supplement the working capital reserves of the Company.
- Allotment of the Shares may occur progressively.

Resolutions 7 to 9 – Issue of DMNOC Options to Directors

Resolutions 7 to 9 seek Shareholder approval in accordance with ASX Listing Rule 10.11 and Chapter 2E of the Corporations Act for the grant of a total of 75,000,000 DMNOC Options to Directors (or their nominees) as follows:

Mr Michal Safrata	25,000,000 DMNOC Options;
Mr Mathew Whyte	25,000,000 DMNOC Options;
Mr Michael Robson	25,000,000 DMNOC Options.

The purpose of the grant of the DMNOC Options is for the Company to provide an incentive to enable the Company to retain directors of high calibre. The Board considers the issue of Options in Resolutions 7 to 9 to be reasonable in the circumstances given the Company's size, stage of development, and the need to attract and retain directors of high calibre, whilst still maintaining cash reserves.

The number of DMNOC Options proposed for each Director is considered appropriate based on the assessed value of those options in circumstances where the director fees paid are substantially less than the average fees paid by comparable companies. It is proposed to issue DMNOC Options rather than a separate class of options to maintain as simple as possible capital structure for the Company.

Reason approval required

Shareholder approval is required under ASX Listing Rule 10.11 and section 208 of the Corporations Act because the Directors are related parties of the Company.

Furthermore, Shareholder approval of the issue of DMNOC Options means that the grant will not reduce the Company's 15% placement capacity under ASX Listing Rule 7.1.

Specific information required by Listing Rule 10.13 and section 219 of the Corporations Act

ASX Listing Rule 10.13 and section 219 of the Corporations Act require that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the grant:

- A total of 75,000,000 DMNOC Options will be offered to the Directors (or their nominees) as follows:

Name of Director	Total Number of Options to be issued
Michal Safrata	25,000,000
Mathew Whyte	25,000,000
Michael Robson	25,000,000

- Each DMNOC Option will be granted for \$0.00001. Each DMNOC Option entitles the holder to subscribe for one (1) Share at an exercise price of \$0.005, exercisable on or before 29 March 2013.
- The DMNOC Options are in the same class as the existing listed options in class DMNOC. The full terms and conditions of the DMNOC Options are in Annexure A.
- The Company will issue the DMNOC Options no later than one month after the date of the Meeting or such longer period of time as ASX may in its discretion allow.
- As all directors have an interest in Resolutions 7 to 9 they believe it inappropriate to make a recommendation.
- The offer of DMNOC Options pursuant to Resolutions 7 and 8 to the specified Directors is subject to Shareholders passing Resolution 2 and Resolution 3 electing those Directors.
- The dilution effect if all of the DMNOC Options granted are exercised is as follows:

Current number of Shares on issue	3,690,022,710
Number of Options to be granted under Resolutions 8, 9 and 10	75,000,000
Dilution effect if all Options granted are exercised	2.03%

- The current relevant interests in security holdings of the Directors are as follows:

Name of Director	Shares	Options
Michal Safrata	-	8,000,000 Listed Options (class DMNOA)
Mathew Whyte	-	-
Michael Robson (Satus Texo Pty Ltd – Robson Family A/C)	4,000,000	25,000,000 Listed Options (class DMNOC)

- A voting exclusion statement is included in the Notice.
- The funds raised from the issue of the Options will be \$750.
- The Directors' are entitled to the following remuneration from the Company
 - Directors fees of \$30,000 per annum.
 - In addition Mr Whyte will receive an ongoing fee based on a daily rate of \$720 plus GST for the provision of company secretarial and corporate consulting services under a Corporate Consulting Agreement dated 1 September 2011.
- On the basis of the assumptions below the technical value of one DMNOC Option approximates between A\$0.0051 and A\$0.0082. This valuation imputes a total value of between A\$38,250 and A\$61,500 to the DMNOC Options.

The value may go up or down after that date as it will depend on the future price of a Share.

The Black-Scholes model has been used, together with the following assumptions:

- interest rate set at 3.585% which is based on the two year Australian Government bond;
 - the date of valuation for the purposes of settling the current market value of a Share is 26 October 2011 (being the last day that Shares traded on ASX prior to the date of this Explanatory Statement);
 - at this date the Share price was A\$0.001 which is the price used in the valuation;
 - the exercise price of \$0.005;
 - volatility range between 200% and 300%; and
 - the Options will be exercisable upon issue.
- The market price of Shares would normally determine whether the Directors will exercise the Options or not. If the Options are exercised at a price that is lower than the price at which Shares are trading on ASX, there may be a perceived cost to the Company.
 - Historical DMNOC Option price information for the twelve months prior to the date of this Explanatory Statement is as follows:

	Price	Date
Highest	\$0.002	Various
Lowest	\$0.001	Various
Last	\$0.001	31 May 2011

- Historical Share price information for the twelve months prior to the date of this Explanatory Statement is as follows:

	Price	Date
Highest	\$0.005	26 November to 2 December 2010 / 13 to 18 April 2011
Lowest	\$0.001	Various
Last	\$0.001	26 October 2011

- Other than the information above and otherwise in this Explanatory Statement, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 7 to 9.

Schedule 1 - Definitions

In this Explanatory Statement, Notice and Proxy Form:

"**Annual General Meeting**" means the 2011 Annual General Meeting of the Company.

"**ASX**" means ASX Limited and where the context permits the Australian Securities Exchange operated by ASX Limited.

"**ASX Listing Rules**" means the Listing Rules of ASX.

"**AWST**" means Western Standard Time, being the time in Perth, Western Australia.

"**Closely Related Party**" means, in relation to a member of Key Management Personnel: (a) a spouse or child of the member, (b) a child of the member's spouse; (c) a dependent of the member or the member's spouse; (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; (e) a company the member controls; or (f) a person prescribed by the regulations, as defined in the Corporations Act.

"**Company**" means DataMotion Asia Pacific Limited ABN 44 009 148 529.

"**Constitution**" means the constitution of the Company.

"**Corporations Act**" means the Corporations Act 2001 (Cth).

"**Director**" means a director of the Company.

"**Directors' Report**" means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

"**DMNOC Option**" means an option to subscribe for a Share to be granted on the terms in Annexure A.

"**Explanatory Statement**" means the explanatory statement to the Notice.

"**Financial Report**" means the 2011 annual financial report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

"**Key Management Personnel**" means those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise), as defined in the Corporations Act.

"**Notice**" means this notice of meeting.

"**Resolution**" means a resolution contained in this Notice.

"**Remuneration Report**" means the remuneration report of the Company contained in the Directors' Report.

"**Share**" means a fully paid ordinary share in the capital of the Company.

"**Shareholder**" means a shareholder of the Company.

In this Notice, words importing the singular include the plural and visa versa.

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 Suite 4, 72 Canning Hwy, Victoria Park, Australia, 6100 or by facsimile transmission to (+61 8) 9355 2575 by 11am AWST on 28 November 2011.***

Annexure A: Terms and conditions of options referred to in Resolutions 7 to 9

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

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

a) exercise price

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

b) entitlement

Each 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 Options will expire at 5.00pm (AWST) on 29 March 2013. Options may be exercised at any time prior to the expiry date and 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 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 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 Option

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

g) method of exercise of an Option

- i) The Company will provide a notice that is to be completed when exercising the Options. 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 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 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 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 ASX Listing Rule 2.8, make application to have the Options listed for Official Quotation under ASX code DMNOC.

i) reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, the 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 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 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 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 on (08) 9355 2565.

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** at the following address:

Registered Office

DataMotion Asia Pacific Limited

Suite 4, 72 Canning Hwy, VIC PARK, WA, AUSTRALIA, 6100

Facsimile (+61 8) 9355 2575

Proxy Form

All Correspondence to:
 The Company Secretary
 DataMotion Asia Pacific Limited
 Suite 4, 72 Canning Hwy, VIC PARK, WA,
 AUSTRALIA, 6100

Telephone (08) 9355 2565
 Facsimile (08) 9355 2575
www.datamotion.asia



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 OR
 (mark with an 'X')

(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 Annual General Meeting of Datamotion Asia Pacific Limited to be held at Suite 3, 72 Canning Hwy, Victoria Park, Western Australia at **11.00am AWST on 30 November 2011** 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 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Election of Director – Michael Safrata.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Election of Director – Mathew Whyte	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Change of Company name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 – Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Placement of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Issue of options to Director – Michal Safrata.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Issue of options to Director – Mathew Whyte.....	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Issue of options to Director – Michael Robson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If the Chairman is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of a resolution and that the votes cast by the Chairman for those resolutions other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote any undirected proxies in favour of all resolutions. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on a resolution if the Chairman is a person whose votes are required to be disregarded on that resolution, and your votes will not be counted in calculating the required majority if a poll is called on that resolution.

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.

Individual or Security Holder 1

*Individual / Sole Director and
Sole Company Director*

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date