

Notice of Annual General Meeting

Notice is hereby given that the 2012 Annual General Meeting of the shareholders of DoloMatrix will be held at the offices of Stature ARW Accounting, level 4, 92 Pitt Street, Sydney NSW 2000 on Tuesday 27 November 2012 commencing at 10:00am Australian Eastern Daylight Time for the purposes of transacting the items of business set out below. Registration will open at 9:30am (AEDT).

In this Notice and Explanatory Notes, DoloMatrix, DMX or the Company, refers to DoloMatrix International Limited and the entities it controlled at the end of or during the financial year ended 30 June 2012.

ITEMS OF BUSINESS

1. Financial statements

To consider and receive the Financial Report, Directors' Report and Auditor's Report for DoloMatrix International Limited for the year ended 30 June 2012.

Shareholders will be asked to consider, and if thought fit, to pass the resolutions below.

ORDINARY RESOLUTIONS

2. Remuneration report

"To adopt the Remuneration report for DoloMatrix and the Group for the year ended 30 June 2012." (resolution2)

3. Election of Directors

The following Directors, having been appointed by the Board since the last Annual General Meeting and being eligible, submit themselves for election as Directors of DoloMatrix.

(a) "That Mr Roger Collison be elected to the Board of DoloMatrix." (resolution 3a)

(b) "That Mr James Chirnside be elected to the Board of DoloMatrix." (resolution 3b)

(c) "That Mr Troy Harry be elected to the Board of DoloMatrix." (resolution 3c)

SPECIAL RESOLUTION

4. Change company name

"That the name of the Company be and is hereby changed to DMX Corporation Limited"

CONTINGENT BUSINESS

5. Holding a spill meeting

Condition for Item 5: Item 5 will be considered at the Annual General Meeting only if at least 25% of the votes cast on Item 2 are against the adoption of the Remuneration Report.

If the condition above is satisfied, to consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"That, as required by the Corporations Act:

(a) a meeting of the Company's members be held within 90 days of the date of the 2012 Annual General Meeting ("the spill meeting");

- (b) each of the directors (not being a managing director) cease to hold office immediately before the end of the spill meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the spill meeting be put to the vote at the spill meeting.”

As required by the Corporations Act, no member of the Company’s Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy, or corporate representative) on the proposed resolution in Item 5 unless:

- (a) the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 5; and
- (b) the vote is not cast on behalf of any such member or closely related party of any such member.

The prohibition on the Company’s Key Management Personnel voting does not apply to the Chairperson as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairperson to vote in that capacity on Item 5.

VOTING EXCLUSION STATEMENT - Resolution 2 – Remuneration report

The Company will disregard any votes cast on resolution 2 by a member of the Key Management Personnel whose remuneration details are included in the Remuneration report or a closely related party of such member. However, the Company will not disregard a vote if:

- (a) it is cast by a member of the Key Management Personnel, or a closely related party of such a member, as a proxy appointed by writing that specifies how the proxy is to vote on resolution 2; or
- (b) it is cast by the Chairperson of the meeting as a proxy where the proxy appointment does not specify the way the proxy is to vote on resolution 2 and expressly authorises the Chairperson to exercise the proxy even if resolution 2 is connected with the remuneration of a member of the key management personnel,

and the vote is not cast on behalf of a member of the Key Management Personnel or any closely related party of such member.

By the order of the Board of DoloMatrix - 24 October 2012

Further information

Right to vote

A member can vote at the Meeting: in person, by proxy, by attorney; or by corporate representative (if you are a corporate Shareholder). You will be eligible to attend and vote at the meeting if you are registered as a holder of Shares in the Company at 7:00pm AEDT on 23 November, 2012.

Proxies

A member entitled to attend and cast a vote at the meeting is entitled to appoint a proxy to attend and vote for the member. The person appointed as proxy may, but does not need to be, a member of the Company. A proxy form accompanies this notice.

If the member is entitled to cast two or more votes, the member may appoint two proxies. If you appoint two proxies, each will require a separate form. If you require a second proxy form please contact the Company Secretary on (02) 8256 2100 or +61 2 8256 2100 (international). If a member appoints two proxies and the appointment does not specify the proportion or number of the member’s votes that each proxy may exercise, each proxy may exercise half of the votes.

An instrument of proxy in which the name of the appointee is not filled in is taken to be given in favour of the Chairman of the meeting to which it relates.

If the member does not instruct its proxy on how to vote, the proxy may, subject to the restrictions to the voting of undirected proxies outlined below, vote as he or she sees fit at the meeting.

Please refer to the enclosed proxy form for instructions on completion and lodgement. In order for the appointment of a proxy to be valid, the proxy form MUST be received by the Company at least 48 hours before the time for holding the meeting. Where the proxy form is executed under a power of attorney, the original or an attested copy of the power of attorney or other authority (if any) under which it is signed MUST also be lodged with the Company at least 48 hours before the time for holding the meeting. Proxy forms received after this time will be invalid.

How the Chairperson will vote undirected proxies

Subject to the voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of, all of the proposed resolutions

Voting by corporate representative

Corporate Shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the corporate Shareholder's representative. The authorisation may be effective either for this meeting only or for all meetings of the Company.

Lodgement of proxy forms, powers of attorney and authorities

The appointment of a proxy or attorney for the meeting is not effective unless the instrument appointing the proxy or attorney, and the original or an attested copy of the power of attorney or other authority (if any) under which the instrument is signed, are received by the Company at least 48 hours before the meeting. Any forms received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

IN PERSON Level 4, 92 Pitt Street, Sydney NSW 2000

BY MAIL GPO Box 3619, Sydney NSW 2001

BY FACSIMILE 02 9231 2199

Notice of Meeting – Explanatory Notes

Explanatory Notes to the items of business to be considered at the meeting follow.

Item 1 – Financial Statements

The law requires Directors to lay the Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting (AGM) of Shareholders. The 2012 DoloMatrix Annual Report has been posted on the DoloMatrix website at www.dolomatrix.com. There is no requirement for Shareholders to approve these reports. Shareholders will be given reasonable opportunity to ask questions about or make comments upon the 2012 Annual Report or about the management of DoloMatrix generally.

Item 2 – Remuneration Report

Section 250R(2) of the Corporations Act requires a resolution that the remuneration report be adopted be put to the vote at a listed company's AGM. The vote is advisory only and does not bind the Directors or DoloMatrix.

The remuneration report, which forms part of the Directors' report in the Annual Report, is available on the DoloMatrix website. The Remuneration Report sets out DoloMatrix's remuneration policy and reports the remuneration arrangements in place for the Executive Director and the non-executive directors.

Under the Corporations Act, if 25% or more of votes are cast against the adoption of the remuneration report at two consecutive annual general meetings (i.e. there being two "strikes"), Shareholders will be required to vote at the second of those annual general meetings on a resolution ("spill resolution") that another meeting of the Company's Shareholders be held within 90 days at which all of the Company's directors (other than the managing director) must stand for re-election. One strike was recorded at the 2011 annual general meeting of DoloMatrix.

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by any member of the Key Management Personnel whose remuneration details are included in the Remuneration report and any closely related party of such member. However, the Company will not disregard a vote if it is cast by such member of the Key Management Personnel or closely related party as proxy on behalf of a person who is entitled to vote, in accordance with the directions on the proxy form. If the proxy is the Chairperson, the Chairperson can also vote undirected proxies on this resolution provided that the proxy appointment expressly authorises the Chairperson to exercise the proxy even though the resolution is connected with the remuneration of the relevant Key Management Personnel or closely related party.

Shareholders will be given reasonable opportunity to ask questions about or make comments upon the Remuneration Report. While noting that each director has a personal interest in their own remuneration from DoloMatrix, as described in the Remuneration Report, the Board unanimously recommends the adoption of the Remuneration Report.

Item 3a – Election of a director – Mr Roger Collison

Mr Roger Collison, having been appointed by the Board since the last Annual General Meeting and being eligible, offers himself for election. Roger is considered to be a non-independent director by virtue of him being Chairman of Seed Capital which has a Shareholding in DoloMatrix of greater than 5%. Roger's biographical are provided on page 10 of the Annual Report.

Item 3b – Election of a director – Mr James Chirnside

Mr James Chirnside, having been appointed by the Board since the last Annual General Meeting and being eligible, offers himself for election. James is considered to be an independent director in character and judgement and free from any business or other relationship which could interfere, or appear to interfere, with the exercise of his objective, unfettered or independent judgement. James' biographical details are provided on page 11 of the Annual Report.

Item 3c – Election of a director – Mr Troy Harry

Mr Troy Harry, having been appointed by the board since the last Annual General Meeting and being eligible, offers himself for election. Troy is considered to be a non-independent director by virtue of him being Managing Director of Rocket Science which has a shareholding in DoloMatrix greater than 5%. Troy's biographical details are provided on page 10 of the Annual Report.

Item 4 – Change of Company name

As part of the sale agreement of the Company's operating subsidiaries to Tox Free Solutions on 15 February 2012, the Company agreed that it would discontinue using the name DoloMatrix. The proposed new name, DMX Corporation Limited retains the heritage of the company while satisfying the requirements of the sale agreement.

Changing the Company's name will require amendments to the constitution to reflect the change of name. The proposed amendments are to amend all references in the constitution from DoloMatrix International Limited to DMX Corporation Limited.

This resolution is a special resolution and can only be passed if at least 75% of the votes cast, in person or by proxy, by members who are entitled to vote on the resolution, are voted in favour.

The Board unanimously recommend Shareholders to vote in favour of this resolution.

Item 5 – Holding a spill meeting

The Corporations Act was amended in June 2011 to introduce the "two-strikes" rule, which provides that if at least 25% of the votes cast on the adoption of the remuneration report at two consecutive AGMs are against adopting the remuneration report, members will have the opportunity to vote on a "spill resolution" (as described below).

One strike was recorded at the 2011 Annual General Meeting. If at least 25% of the votes cast on Item 2 are against adopting the remuneration report at the 2012 Annual General Meeting, this will constitute a second strike and Item 5 will be put to the meeting and voted on as required by section 250V of the Corporations Act (the **spill resolution**).

If less than 25% of the votes cast on Item 2 are against adopting the remuneration report at the 2012 Annual General Meeting, then there will be no second strike and Item 5 will not be put to the meeting.

If put, the spill resolution will be considered as an ordinary resolution.

If the spill resolution is passed, a further meeting of members must be held within 90 days (the **spill meeting**). Immediately before the end of the spill meeting, each of the directors (other than the managing director) who approved the last directors' report ceases to hold office (the **relevant directors**).

Each relevant director is eligible to seek re-election as a director of the Company at the spill meeting.

If the spill resolution is passed, members should note each of the relevant directors intends to stand for re-election at the spill meeting.

The spill resolution has the potential that the entire board (other than the managing director) is removed from office.