



Transmetro Corporation
ABN 45 001 809 043

25 October 2012

Companies Announcement Officer
Australian Stock Exchange Ltd
Exchange Centre
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Re: Notice of Annual General Meeting and Proxy Form

We attach for your information copies of the following which will be mailed together with the 2012 Annual Report to shareholders of Transmetro Corporation Limited:

- Notice of Annual General Meeting
- Proxy Form

A copy of the Annual Report will be lodged separately with the Exchange.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Jakin Agus', with a long horizontal flourish extending to the right.

Jakin Agus
Company Secretary





Transmetro Corporation
ABN 45 001 809 043

Notice of Annual General Meeting - Transmetro Corporation Limited

Notice is hereby given that the Annual General Meeting of the members of Transmetro Corporation Limited will be held on Thursday 29th November 2012 at 10:00 am at:

Suite 53, Level 3,
330 Wattle Street
Ultimo, Sydney NSW 2007

Business of the meeting will be as follows:

1. To receive, consider and adopt the financial report of the company and of the consolidated group for the year ended 30 June 2012 and the reports by directors and auditors thereon.
2. To elect a Director. Mr D Lloyd retires by rotation in accordance with the provisions of the Company's Constitution and, being eligible, offers himself for re-election.
3. To set fees payable to Directors of the Company be increased from \$32,414 annum to \$34,034 per annum, to be divided amongst the Directors as they so determine.

Voting Exclusion Statement

The company will disregard any votes cast on the resolution associated with agenda item 3 by any of the Directors and any associate of a Director. However, the Company need not discard a vote if:

- It is cast by a Director or an associate of a Director as a proxy for a person who is entitled to vote, in accordance with the directions of the proxy form; or
- It is cast by a Director who is 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.

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

"That the Remuneration Report for the financial year ended 30 June 2012 be adopted"

5. To transact any other business which may be brought forward in accordance with the Articles of Association.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Jakin Agus', with a horizontal line underneath.

Jakin Agus
Company Secretary
Sydney, 25 October 2012



Transmetro Corporation Limited

ABN 45 001 809 043



Lodge your Vote:

By Mail: Suite 53, Level 3,
330 Wattle Street, Ultimo
Sydney NSW 2007

Alternatively you can fax your form to
(within Australia) (02) 8217 3300
(Outside Australia) +61 2 8217 3300

Proxy Form

☆ For your vote to be effective it must be received by 10:00 am Tuesday 27th November 2012

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holdings: direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box, your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: where the holding is one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney:

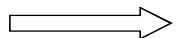
Please attach a certified photocopy of the Power of Attorney to this form when you return it.

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 Corporation 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to have the corporate letter which must be executed under its Common Seal.

Turn over to complete the form





Proxy Form

Please Mark X to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Transmetro Corporation Ltd and with the entitlement to attend the Annual General Meeting and vote, hereby appoint

the Chairman
of the Meeting

OR

☆ PLEASE NOTE: leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Transmetro Corporation Limited to be held at :
Suite 53, Level 3, 330 Wattle Street Ultimo Sydney NSW 2007 on Thursday, 29/11/2012 at 10:00 am and at any adjournment of that meeting

Important for Item 4 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 4 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 4, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on these items. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 4)

The Chairman of the Meeting intends to vote all available proxies in favour of Item 4 of business

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 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 though Item 4 is connected directly or indirectly with the remuneration of a member of key management personnel [and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest]

Step 2 Items of Business

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.

ORDINARY BUSINESS

		For	Against	Abstain
Item 1	To adopt the reports and accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	To elect Mr D Lloyd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To set fees payable to Directors of the Company be increased from \$32,414 per annum to \$34,034 per annum, to be divided amongst the Directors as they so determine.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	To consider, and if thought fit, pass the following resolution: " That the Remuneration Report for the financial year ended 30 June 2012 be adopted".	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SIGN Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date : _____ / _____ , _____