

VIENTO

VIENTO GROUP LIMITED

ABN 79 000 714 054

NOTICE OF 2012 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

DATE OF MEETING

22 November 2012

TIME OF MEETING

10.30am WST

PLACE OF MEETING

The Ocean Room
Rendezvous Hotel Perth
The Esplanade
Scarborough, Western Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF 2012 ANNUAL GENERAL MEETING

NOTICE is hereby given that the Annual General Meeting of Viento Group Limited ("**Company**") will be held at The Ocean Room, Rendezvous Hotel Perth, The Esplanade, Scarborough, Western Australia on Thursday 22 November 2012 at 10.30am WST ("**Meeting**").

The Explanatory Memorandum to this Notice of Annual General Meeting provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the proxy form are incorporated in and comprise part of this Notice.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in this Notice and the Explanatory Memorandum.

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

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

(See the Explanatory Memorandum for information on to a Shareholder's right to submit written questions to the Auditor in connection with the Auditor's Report or the conduct of the audit.)

2. RESOLUTION 1 – ELECTION OF DIRECTOR – JOHN SILVERTHORNE

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

"That John Silverthorne, who was appointed as a Director in the course of the year (21 March 2012) and who, being eligible, offers himself for election in accordance with Rule 13.5 of the Constitution, be elected as a Director."

(See the Explanatory Memorandum for information on John Silverthorne).

3. RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES TO CLIENTS OF PENDULUM CAPITAL

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

"That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 4,750,000 Shares at a price of \$0.25 per Share to clients of Pendulum Capital on terms and conditions set out in the Explanatory Memorandum."

Short Explanation

The Company seeks Shareholder ratification of the issue of Shares to clients of Pendulum Capital pursuant to Listing Rule 7.4, so that the Company's ability to issue securities will be "refreshed" and it will have flexibility to issue additional securities in the future should the need or opportunity arise (see item 3 on page 8 for a detailed explanation of Listing Rule 7.4).

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by any person who participated in the issue or any Associates of those persons. However, the Company need not disregard a vote if:

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

4. RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO JOHN GALLOP

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

“That for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders ratify the issue of 1,000,000 Shares at a price of 25 cents per Share to John Gallop or his nominee on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder ratification of the issue of Shares to John Gallop or his nominee pursuant to Listing Rule 7.4 so that the Company’s ability to issue securities will be “refreshed” and it will have flexibility to issue additional securities in the future should the need or opportunity arise. (Refer to item 4 on page 9 for a detailed explanation of Listing Rule 7.4.)

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by John Gallop and any Associate of John Gallop. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form.

5. RESOLUTION 4 – APPROVAL OF ISSUE OF OPTIONS TO PATRICK PEARCEY

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

“That for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 1,666,666 Executive Options to Patrick Pearcey or his nominee on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder approval of the issue of Executive Options to Patrick Pearcey or his nominee pursuant to Listing Rule 7.1. (Refer to item 5 on page 10 for a detailed explanation of Listing Rule 7.1.)

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Patrick Pearcey, or any Associate of Patrick Pearcey. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or

- (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

6. RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS TO MARK SILVERTHORNE

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

“That for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 1,666,666 Executive Options to Mark Silverthorne or his nominee on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder approval of the issue of Executive Options to Mark Silverthorne or his nominee pursuant to Listing Rule 7.1. (Refer to item 5 on page 10 for a detailed explanation of Listing Rule 7.1.)

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Mark Silverthorne, or any Associate of Mark Silverthorne. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

7. RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO JOHN GALLOP

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

“That for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 600,000 Executive Options to John Gallop or his nominee on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder approval of the issue of Executive Options to John Gallop or his nominee pursuant to Listing Rule 7.1. (Refer to item 5 on page 10 for a detailed explanation of Listing Rule 7.1.)

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by John Gallop, or any Associate of John Gallop. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

8. RESOLUTION 7 – APPROVAL OF THE ISSUE OF OPTIONS TO DAMIAN WRIGHT

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

“That for the purposes of Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 600,000 Executive Options to Damian Wright or his nominee on the terms and conditions set out in the Explanatory Memorandum.”

Short Explanation

The Company seeks Shareholder approval of the issue of Executive Options to Damian Wright or his nominee pursuant to Listing Rule 7.1. (Refer to item 5 on page 10 for a detailed explanation of Listing Rule 7.1.)

Voting Exclusion Statement

The Company will disregard any votes cast on this Resolution by Damian Wright, or any Associate of Damian Wright. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a 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.

Voting Prohibition Statement

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the Meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

9. RESOLUTION 8 – REMUNERATION REPORT

To consider and, if thought fit, to pass the following Resolution as an **advisory only Resolution**:

“The Remuneration Report for the financial year ended 30 June 2012 is adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement

In accordance with the Corporations Act, a member of the Company's Key Management Personnel and Closely Related Parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on this Resolution, except where the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on a proxy form and the vote is not cast on behalf of a person who is a KMP or a Closely Related Party of a KMP.

(Refer to item 9 on page 15 for a detailed explanation of the reasons for the Resolution on the Remuneration Report.)

TERMS

Terms used in this Notice, including the Resolutions set out in this Notice have, unless otherwise defined, the same meanings set out in the Glossary to the Explanatory Memorandum.

PROXIES

1. A Shareholder who is unable to attend and vote at the Meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a Shareholder.
2. A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.
3. Forms to appoint proxies, and a power of attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the Meeting as follows:
 - by hand:
Viento Group Limited
Level 1
76 Hasler Road
Osborne Park, WA 6017; or
 - by mail:
Viento Group Limited
PO Box 1099
West Perth, WA 6872; or
 - by facsimile:
+61 8 9443 9980
 - by email:
info@vientogroup.com

Proxy forms must be returned by 10.30am WST on Tuesday 20 November 2012 to be effective. **Proxy forms received later than this time will be invalid.**

Your proxy form is enclosed.

CORPORATE REPRESENTATIVES

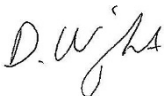
Any corporate Shareholder that has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act* authorising them to act as that company's representative. The representative should bring to the Meeting evidence of their appointment, including any authority under which the appointment is signed.

ATTENDANCE AND VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those persons who are registered Shareholders at 7.00pm WST on Tuesday 20 November 2012.

To vote in person, attend the Meeting on the date and at the place set out in this Notice and Explanatory Memorandum.

BY ORDER OF THE BOARD OF DIRECTORS



Damian Wright
COMPANY SECRETARY
22 October 2012

VIENTO GROUP LIMITED
ACN 000 714 054
EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the Notice.

ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the last financial year to be laid before the Annual General Meeting.

No Resolution is required, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will pass on any questions for the Auditor, received by the Company by 16 November 2012, provided the questions are relevant to the content of the Auditor's Report or the conduct of the audit of the Financial Report. Both reports will be considered at the Meeting. Every endeavour will be made to answer questions submitted by Shareholders; however, depending upon the number and types of questions received, it may not be possible to respond to every question, either at or after the Meeting.

To enable Shareholders who cannot attend the Meeting to raise issues and to assist the Board and the Auditor to respond to questions, please submit any questions in writing so that they are received by the Company no later than 16 November 2012.

The Company's 2012 Financial Report, Directors' Report and Auditor's Report is available on the Company's website at www.vientogroup.com.

ITEM 2: RESOLUTION 1 – ELECTION OF DIRECTOR – JOHN SILVERTHORNE

Pursuant to Rule 13.5 of the Constitution and Listing Rule 14.4, a Director appointed during the year must automatically retire at the next annual general meeting following their appointment. Directors so appointed are eligible for re-election.

Resolution 1 seeks approval for the election of Nicholas John Silverthorne (John Silverthorne) who was appointed as a Director since the last annual general meeting. Accordingly, John Silverthorne offers himself for election by Shareholders at this Meeting.

John Silverthorne has over 33 years experience in the earthmoving and resources industry. Maintaining key roles in a broad range of companies within the industry, he brings his passion and skill for business development to the Board. John was one of the two founders and an original director of NRW Holdings Limited prior to it becoming an ASX listed company. NRW Holdings Limited is specialist mining services company. John has a number of other successful business interests

Further information can be found in the Directors' Report which accompanies and forms part of the Company's Annual Report.

Having considered the performance of John Silverthorne as a Director, and his skills, experience and knowledge, each Director other than Mr Silverthorne recommends that Shareholders vote in favour of the Resolution to elect John Silverthorne as a Director.

ITEM 3: RESOLUTION 2 – RATIFICATION OF ISSUE OF SHARES TO CLIENTS OF PENDULUM CAPITAL

Resolution 2 seeks Shareholder ratification to the issue of 4,750,000 Shares at an issue price of 25 cents per Share made on 13 June 2012 to clients of Pendulum Capital pursuant to Listing Rule 7.4.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval. An exception to this rule, contained in Listing Rule 7.4, provides that an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby "refreshing" the company's ability to issue equity securities within the 15% limit and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in Resolution 2 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's ability to issue equity securities will be "refreshed" and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess whether to ratify the issue of the Shares the subject of Resolution 2:

- 4,750,000 Shares were issued to clients of Pendulum Capital on 13 June 2012.
- The Shares were issued at 25 cents per Share.
- At the time of the issue of Shares none of the placees were considered a Related Party to the Company or its Associates.
- The Shares issued were fully paid ordinary shares that rank equally in all respects with the existing Shares.
- The funds raised by the issue of the Shares have and will be applied towards general working capital purposes.

ITEM 4: RESOLUTION 3 – RATIFICATION OF ISSUE OF SHARES TO JOHN GALLOP

Resolution 3 seeks Shareholder ratification to the issue of 1,000,000 Shares at an issue price of 25 cents per Share as announced to the ASX on 26 September 2012 to Geoffrey John Gallop ("John Gallop") pursuant to Listing Rule 7.4. As at the date of this Notice, the issue of Shares under Resolution 3 has not yet occurred, however the Company intends to issue the Shares prior to the AGM. Accordingly, at the AGM, the Company seeks ratification of this issue of Shares.

Subject to certain exceptions, Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval. An exception to this rule, contained in Listing Rule 7.4, provides that an issue made within the 15% limit will be treated as having been made with the approval of shareholders under Listing Rule 7.1 if subsequently approved by shareholders, thereby "refreshing" the company's ability to issue equity securities within the 15% limit and restoring the company's ability to make placements within that limit (if that is thought desirable) without the need for shareholder approval.

While the Shares described in Resolution 3 were issued within the 15% limit, the Company seeks Shareholder ratification of the issue of those Shares for the purpose of Listing Rule 7.4, so that the Company's ability to issue equity securities will be "refreshed" and it will have flexibility to issue additional securities in the future should the need or opportunity arise.

In accordance with the requirements of Listing Rule 7.5, the following information is provided to Shareholders to allow them to assess whether to ratify the issue of the Shares the subject of this Resolution:

- 1,000,000 Shares will be issued to John Gallop or his nominee.
- The Shares will be issued at 25 cents per Share.

- At the time of the issue of Shares, John Gallop or his nominee will not be a Related Party to the Company or its Associates.
- The Shares to be issued fully paid ordinary shares that rank equally in all respects with the existing Shares.
- The funds raised by the issue of the Shares will be applied towards general working capital purposes.

John Gallop is the Managing Director of Mineworks and holds a 37.5% shareholding interest in Mineworks. Viento holds a 62.5% shareholding interest in Mineworks which was acquired on 1 August 2012 when Viento subscribed for \$1 million worth of new Mineworks shares. The placement of Shares to John Gallop is designed to strengthen the alignment of interests between John Gallop, Viento and its Shareholders.

ITEM 5: RESOLUTIONS 4 AND 5 – APPROVAL OF ISSUE OF EXECUTIVE OPTIONS TO PATRICK PEARCEY AND MARK SILVERTHORNE

Background

- Resolution 4 seeks Shareholder approval to issue 1,666,666 Executive Options to Patrick Pearcey or his nominee on the terms and conditions detailed in Annexure A.
- Resolution 5 seeks Shareholder approval to issue 1,666,666 Executive Options to Mark Silverthorne or his nominee on the terms and conditions detailed in Annexure B.

These Resolutions are being put to a Shareholder vote in accordance with the requirements of Listing Rule 7.1.

Patrick Pearcey is the Managing Director of Viento Contracting Services Pty Ltd and Mark Silverthorne is the Operations Director of Viento Contracting Services Pty Ltd. Mr Pearcey and Mr Silverthorne each own a 10% shareholding interest in Viento Contracting Services Pty Ltd which was established by Viento and commenced operations as a contracting company from 1 July 2012.

Other Information

Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The issue of Executive Options pursuant to Resolutions 4, 5, 6 and 7 is within the Company's 15% limit assuming Shareholders approve Resolutions 2 and 3; however, specific Shareholder approval is sought for Resolutions 4, 5 6 and 7 to enable the Company to have the ability to issue, in the future, its full 15% capacity as permitted under Listing Rule 7.1 should the need or opportunity arise.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 4 and 5 because the grant of Executive Options better align the interests of the executives with those of the Shareholders and provide them with an affordable incentive for the future.

Voting Exclusion Statement

In accordance with the Listing Rules the Company will disregard any votes cast on these Resolutions by Patrick Pearcey and Mark Silverthorne or their Associates. However, the Company need not disregard a vote if 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 it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

In accordance with the Corporations Act, any other member of the Company's Key Management Personnel (KMP) and Closely Related Parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on this Resolution, except if the person votes as a proxy for a person who is entitled to

vote, in accordance with the directions on the proxy form and the vote is not cast on behalf of a person who is a KMP or a closely related party of a KMP.

Other information that is reasonably required by shareholders to make a decision and that is known to the Company or any of its Directors

- (i) The proposed Resolutions 4 and 5 would have the effect of giving power to the Directors to issue a total of 3,333,332 Executive Options on the terms and conditions as set out in Annexure A to this Explanatory Memorandum and as otherwise mentioned above. The Company currently has the following securities on issue:

Type of Security	Number of Securities
Shares	62,749,572
Options	7,800,000

- (ii) Valuation of Executive Options
An independent expert has valued the Executive Options, using the Black & Scholes option valuation methodology. The valuation assumptions used by the independent expert are disclosed in the table below:

Variable	Input
Grant Date	on or about 22 November 2012
Spot Price	\$0.34
Exercise Price	\$0.30
Risk Free Rate	2.6%
Volatility	66%
Maturity Date	30 June 2015
Vesting Date	1 July 2013
Unlisted Option Discount	20%

Based on the variables and assumptions it is estimated that the value of the Executive Options is:

Volatility	Value of Each Executive Option	Total Number of Executive Options	Total Value of Executive Options
66%	\$0.1291	3,333,332	\$430,333

- (iii) The issue of the Executive Options is designed to encourage Executives to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the Company's current circumstances the Directors consider that the incentives represented by the issue of the Executive Options are a cost effective and efficient reward and incentive for the Company, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Executive Options to be issued and the timing has been determined upon a consideration of:

- The remuneration – the Directors wish to ensure that the remuneration offered is competitive with comparable market rates. The Directors have considered the proposed number of Executive Options to be issued will ensure that the Executives overall remuneration is in line with comparable market rates; and
- The issue of the Executive Options as an incentive to ensure continuity of service and to provide them with an appropriate incentive for the future.

The Directors have determined the exercise price of the Executive Options in light of the Viento share price prior to the formation of Viento Contracting Services, whilst mindful of providing an appropriate incentive to the Executives.

- (iv) Dilution of existing Shareholders' interests. If the Executive Options are issued as proposed and exercised, the effect would be to dilute the shareholding of existing Shareholders.

Name	Number of Options
Patrick Pearcey	1,666,666
Mark Silverthorne	1,666,666

If all the options proposed to be issued pursuant to Resolutions 4 and 5 were exercised the effect would be to dilute the shareholding of the existing shareholders by 5.3%.

- (v) The following table gives details of the highest, lowest and latest price of the Shares trading on ASX over the past 12 months ending on 25 September 2012:

Security	Highest Price (\$)	Date of Highest Price	Lowest Price (\$)	Date of Lowest Price	Latest Price on 25.9.12 (\$)
Shares	0.42	04.04.2012	0.105	02.11.2011	0.30

- (vi) Under the Australian Equivalent of IFRS, the Company is required to expense the value of Executive Options in its income statement over the vesting period of the Executive Options. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Executive Options pursuant to Resolutions 4 and 5.
- (vii) Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by proposed Resolutions 4 and 5.

ITEM 6: RESOLUTIONS 6 AND 7– APPROVAL OF OPTION ISSUE TO JOHN GALLOP AND DAMIAN WRIGHT

Background

Resolution 6 seeks Shareholders' approval to issue 600,000 Executive Options to John Gallop or his nominee on the terms and conditions detailed in Annexure B.

Resolution 7 seeks Shareholders' approval to issue 600,000 Executive Options to Damian Wright or his nominee on the terms and conditions detailed in Annexure B.

The Resolutions are being put to the Shareholder vote in accordance with the requirements of Listing Rule 7.1.

Other information

Listing Rule 7.1 restricts a company from issuing or agreeing to issue equity securities in any 12 month period which amount to more than 15% of the company's ordinary securities on issue at the commencement of that period without shareholder approval.

The issue of Executive Options pursuant to Resolutions 4, 5, 6 and 7 is within the Company's 15% limit assuming Shareholders approve Resolutions 2 and 3; however, specific Shareholder approval is sought for Resolutions 4, 5, 6 and 7 to enable the Company to have the ability to issue in the future its full 15% capacity as permitted under Listing Rule 7.1 should the need or opportunity arise.

Directors' Recommendation

The Directors recommend that Shareholders vote in favour of Resolutions 6 and 7 because the grant of Executive Options better aligns the interests of the Executive with those of other Shareholders and provides them with an appropriate incentive for the future.

Voting Exclusion Statement

In accordance with the Listing Rules of the ASX the Company will disregard any votes cast on these Resolutions by John Gallop and Damian Wright or their Associates. However, the Company need not disregard a vote if 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 it is cast by a person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.

In accordance with the Corporations Act, any other member of the Company's KMP and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on this Resolution, except if the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form and the vote is not cast on behalf of a person who is a KMP or a closely related party of a KMP.

Other information that is reasonably required by shareholders to make a decision and that is known to the Company or any of its Directors

- (i) The proposed Resolutions 6 and 7 would have the effect of giving power to the Directors to issue a total of 1,200,000 Executive Options on the terms and conditions as set out in Annexure B to this Explanatory Memorandum and as otherwise mentioned above. The Company currently has the following securities on issue:

Type of Security	Number of Securities
Shares	62,749,572
Options	7,800,000

- (ii) Valuation of Executive Options
An independent expert has valued the Executive Options, using the Black & Scholes option valuation methodology. The valuation assumptions used by the independent expert are disclosed in the table below:

Variable	Input Tranche A	Input Tranche B	Input Tranche C
Grant Date	on or about 22 November 2012	on or about 22 November 2012	on or about 22 November 2012
Spot Price	\$0.34	\$0.34	\$0.34
Exercise Price	\$0.25	\$0.40	\$0.60
Risk Free Rate	2.60%	2.63%	2.68%
Volatility	66%	66%	66%
Vesting Date	1 July 2013	1 July 2014	1 July 2015
Maturity Date	30 June 2015	30 June 2016	30 June 2017
Unlisted Option Discount	20%	20%	20%

Based on the variables and assumptions it is estimated that the value of the Executive Options is:

Tranche	Value of Each Executive Option	Total Number of Executive Options	Total Value of Executive Options*
A	\$0.1435	400,000	\$57,400
B	\$0.1256	400,000	\$50,240
C	\$0.1155	400,000	\$46,200
TOTAL			\$153,840

* For accounting purposes, the Company is required to expense the value of the Director Options over the vesting period of the Director Options pursuant to AASB 2 "Share Based Payments", i.e. Tranche A – 1 July 2013, Tranche B – 1 July 2014 and Tranche C – 1 July 2015.

- (iii) The issue of the Executive Options is designed to encourage Executives to have a greater involvement in the achievement of the Company's objectives and to provide an incentive to strive to that end by participating in the future growth and prosperity of the Company through share ownership. Under the

Company's current circumstances the Directors consider that the incentives represented by the issue of the Executive Options are a cost effective and efficient reward and incentive for the Company, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

The number of Executive Options to be issued and the timing has been determined upon a consideration of:

- The remuneration – the Directors wish to ensure that the remuneration offered is competitive with comparable market rates. The Directors have considered the proposed number of Executive Options to be issued will ensure that the Executives overall remuneration is in line with comparable market rates; and
- The issue of the Executive Options as an incentive to ensure continuity of service and to provide them with an appropriate incentive for the future.

The Directors have determined the exercise prices in light of the current share price, whilst mindful of providing an appropriate incentive to the Executives.

- (v) Dilution of existing Shareholders' interests. If the Executive Options are issued as proposed and exercised, the effect would be to dilute the shareholding of existing Shareholders.

Name	Number of Options
John Gallop	600,000
Damian Wright	600,000

If all the options proposed to be issued pursuant to Resolutions 6 and 7 were exercised the effect would be to dilute the shareholding of the existing shareholders by 1.9%.

- (v) The following table gives details of the highest, lowest and latest price of the Shares trading on ASX over the past 12 months ending on 25 September 2012:

Security	Highest Price (\$)	Date of Highest Price	Lowest Price (\$)	Date of Lowest Price	Latest Price on 25.9.12 (\$)
Shares	0.42	04.04.2012	0.105	02.11.2011	0.30

- (vi) Under the Australian Equivalent of IFRS, the Company is required to expense the value of Executive Options in its income statement over the vesting period of the Executive Options. Other than as disclosed in this Explanatory Memorandum, the Directors do not consider that from an economic and commercial point of view, there are any costs or detriments including opportunity costs or taxation consequences for the Company or benefits foregone by the Company in issuing the Executive Options pursuant to Resolutions 6 and 7.
- (vii) Neither the Directors nor the Company are aware of any other information that would be reasonably required by Shareholders to make a decision in relation to the financial benefits contemplated by proposed Resolutions 6 and 7.

ITEM 9: RESOLUTION 8 – ADOPTION OF REMUNERATION REPORT

Section 298 of the Corporations Act requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act.

The Remuneration Report for the financial year ended 30 June 2012 is set out in Directors' Report section of the Company's Annual Report, which is available on the Company's website at www.vientogroup.com/VIE_Shareholder_Centre/AnnualReports.aspx.

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2012.

Pursuant to section 250R(2) of the Corporations Act, listed companies must put a Resolution to their Shareholders that the Remuneration Report contained in the Annual Report be adopted.

Pursuant to section 250R(3) of the Corporations Act, Shareholders should note that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

Under the Corporations Act, if 25% or more of the votes cast on Resolution 8 are against adoption of the Remuneration Report, the Company will be required to consider, and report to Shareholders on, what action (if any) has been taken to address Shareholders' concerns at next year's annual general meeting. Depending on the outcome of next year's voting on the Company's Remuneration Report, Shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors' Report (excluding the Managing Director) will be required to seek re-election.

Each Director recommends that Shareholders vote in favour of the Resolution to adopt the Remuneration Report for the year ended 30 June 2012. As stated in the Notice, each of the Company's KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this Resolution, except as stated in the Notice.

The Chairman intends to vote all available proxies in favour of the adoption of the Remuneration Report.

GLOSSARY

Annexure	means an annexure to the Explanatory Memorandum
Annual General Meeting or AGM	means the Annual General Meeting of the Company to be held at 10.30am WST on Thursday, 22 November 2012
Associate	has the meaning given to it by section 12 of the Corporations Act
ASX	means ASX Limited (ABN 98 008 624 691)
Auditor	means Crowe Horwath being the Company's appointed auditor
Auditor's Report	means the report of the Auditor regarding its audit of the Company
Board	means the board of Directors of the Company
Chairman	means the individual acting as chairperson of the AGM
Closely Related Party	has the meaning given to it by section 9 of the Corporations Act
Company or Viento	means Viento Group Limited ABN 79 000 714 054
Constitution	means the constitution of the Company
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
Directors	means the directors of the Company
Directors' Report	means the report of the Directors of the Company
Executive	means a member of Key Management Personnel
Executive Option	means an option to subscribe for one share in the Company on terms and conditions set out in Annexure A and Annexure B
Explanatory Memorandum	means the explanatory notes accompanying the Notice prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting
Financial Report	means the annual financial report of the Company for the year ending 30 June 2012
Key Management Personnel or KMP	has the meaning given to it by section 9 of the Corporations Act
Listing Rules	means the ASX Listing Rules
Meeting	means the meeting convened by the Notice
Mineworks	means Mineworks Group Pty Ltd (ABN 76 098 754 146)
Notice	means the notice of meeting which accompanies the Explanatory Memorandum
Pendulum Capital	means Pendulum Capital Pty Limited (ABN 97 108 119 848)
Related Party	has the meaning contained in section 228 of the Corporations Act

Remuneration Report	means the remuneration report of the Company that forms part of the Directors' Report
Resolution	means a resolution referred to in the Notice
Share	means a fully paid ordinary share in the capital of the Company
Shareholder	means a registered holder of one or more Shares
WST	means Australian Western Standard Time

ANNEXURE A

TERMS AND CONDITIONS OF EXECUTIVE OPTIONS

1. Each Executive Option will be granted for no consideration.
2. The Executive Options have exercise price and vesting date as set out below:

<u>Exercise Price</u>	<u>Vesting Date</u>	<u>Expiry Date</u>
\$0.30	01.07.2013	30.06.2015

3. Each Executive Option entitles the Option holder ("**Option Holder**") to subscribe for and be allotted one fully paid ordinary share ("**Share**") in the capital of the Company at the exercise price for the Executive Option.
4. The Executive Options are exercisable on or after the relevant Vesting Date and prior to 5.00pm WST on the relevant Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Exercise Notice**") stating the intention of the Option Holder to exercise all or a specified number of Executive Options held by it and payment of the Exercise Price to the Company in immediately available funds. An Executive Option not exercised before the Expiry Date will lapse. The Exercise Notice must be received by the Company during the relevant Exercise Period. An exercise of only some Executive Options shall not affect the rights of the Option holder to the balance of the Executive Options held by it. The Executive Options must be exercised in multiples of 1,000, unless the Option Holder exercises all Executive Options able to be exercised at that time.
5. The Executive Options may only be exercised during the relevant Exercise Period and if an Executive ceases to be an Executive before the Executive Options are vested then the Executive Options will be deemed to be cancelled.
6. If an Executive ceases to be an Executive after the relevant Vesting Date of an Executive Option then the Exercise Price must be paid within three (3) months of ceasing to be an Executive or the Executive Option will lapse.
7. The Executive Options are not transferable and will not be listed for official quotation on the ASX.
8. The Company shall allot the Shares and deliver a statement of shareholdings with a holders' identification number within the time specified by the ASX Settlement Operating Rules.
9. Notwithstanding any other terms and conditions, all Executive Options may be exercised:
 - (a) during a Bid Period;
 - (b) at any time after a Change in Control Event has occurred; or
 - (c) on an application under section 411 of the Corporations Act if a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other Company.
10. All shares issued upon exercise of the Executive Options will rank pari passu in all respects with the Company's then issued shares except for any rights attaching to the shares by reference to a record date prior to the date of their issue.
11. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Executive Options within the time specified by ASX Listing Rules.

12. There are no participating rights or entitlements inherent in the Executive Options and the Option Holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Executive Options unless the Executive Options are first exercised in accordance with these terms and conditions. However, the Company will ensure that for the purpose of determining entitlement to any such issue, the books closing date will be at least seven (7) business days after the issue is announced. This will give the Option Holder the opportunity to exercise the Executive Options prior to the date for determining entitlements to participate in any such issue.
13. Subject to paragraph 14, if the Company makes a bonus share issue, a rights issue or any other similar issue of rights of entitlement, there will be no adjustment to the exercise price, the number of Shares per Executive Option or any other terms of the Executive Options.
14. In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date, the rights of the Option Holder including the number of Executive Options or the exercise price of the Executive Options or both will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
15. In these terms and conditions:

“Bid Period” in relation to a takeover bid in respect of shares in the Company, means the period referred to in the definition of that expression in Section 9 of the Corporations Act provided that where a takeover bid is publicly announced prior to the service of a bidder’s statement on the Company in relation to that takeover bid, the Bid Period shall be deemed to have commenced at the time of the announcement;

“Change of Control Event” means a shareholder, or a group of associated shareholders, becoming entitled to sufficient shares in the Company to give it or them the ability and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board of the Company; and

“Corporations Act” means the *Corporations Act 2001* (Cth).

ANNEXURE B

TERMS AND CONDITIONS OF EXECUTIVE OPTIONS

1. Each Executive Option will be granted for no consideration.
2. The Executive Options have exercise price and vesting date as set out below:

Tranche	Exercise Price	Vesting Date	Expiry Date
A	\$0.25	01.07.2013	30.06.2015
B	\$0.40	01.07.2014	30.06.2016
C	\$0.60	01.07.2015	30.06.2017

3. Each Executive Option entitles the Option holder ("**Option Holder**") to subscribe for and be allotted one fully paid ordinary share ("**Share**") in the capital of the Company at the exercise price for the Executive Option.
4. The Executive Options are exercisable on or after the relevant Vesting Date and prior to 5.00pm WST on the relevant Expiry Date ("**Exercise Period**") by the delivery to the registered office of the Company of a notice in writing ("**Exercise Notice**") stating the intention of the Option Holder to exercise all or a specified number of Executive Options held by it and payment of the Exercise Price to the Company in immediately available funds. An Executive Option not exercised before the Expiry Date will lapse. The Exercise Notice must be received by the Company during the relevant Exercise Period. An exercise of only some Executive Options shall not affect the rights of the Option holder to the balance of the Executive Options held by it. The Executive Options must be exercised in multiples of 1,000, unless the Option Holder exercises all Executive Options able to be exercised at that time.
5. The Executive Options may only be exercised during the relevant Exercise Period and if an Executive ceases to be an Executive before the Executive Options are vested then the Executive Options will be deemed to be cancelled.
6. If an Executive ceases to be an Executive after the relevant Vesting Date of an Executive Option then the Exercise Price must be paid within three (3) months of ceasing to be an Executive or the Executive Option will lapse.
7. The Executive Options are not transferable and will not be listed for official quotation on the ASX.
8. The Company shall allot the Shares and deliver a statement of shareholdings with a holders' identification number within the time specified by the ASX Settlement Operating Rules.
9. Notwithstanding any other terms and conditions, all Executive Options may be exercised:
 - (a) during a Bid Period;
 - (b) at any time after a Change in Control Event has occurred; or
 - (c) on an application under section 411 of the Corporations Act if a court orders a meeting to be held concerning a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other Company.
10. All shares issued upon exercise of the Executive Options will rank pari passu in all respects with the Company's then issued shares except for any rights attaching to the shares by reference to a record date prior to the date of their issue.

11. The Company will apply for official quotation by ASX of all Shares issued upon exercise of the Executive Options within the time specified by ASX Listing Rules.
12. There are no participating rights or entitlements inherent in the Executive Options and the Option Holder will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Executive Options unless the Executive Options are first exercised in accordance with these terms and conditions. However, the Company will ensure that for the purpose of determining entitlement to any such issue, the books closing date will be at least seven (7) business days after the issue is announced. This will give the Option Holder the opportunity to exercise the Executive Options prior to the date for determining entitlements to participate in any such issue.
13. Subject to paragraph 14, if the Company makes a bonus share issue, a rights issue or any other similar issue of rights of entitlement, there will be no adjustment to the exercise price, the number of Shares per Executive Option or any other terms of the Executive Options.
14. In the event of any reorganisation (including reconstruction, consolidation, subdivision, reduction or return of capital) of the issued capital of the Company prior to the Expiry Date, the rights of the Option Holder including the number of Executive Options or the exercise price of the Executive Options or both will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.
15. In these terms and conditions:

“Bid Period” in relation to a takeover bid in respect of shares in the Company, means the period referred to in the definition of that expression in Section 9 of the Corporations Act provided that where a takeover bid is publicly announced prior to the service of a bidder’s statement on the Company in relation to that takeover bid, the Bid Period shall be deemed to have commenced at the time of the announcement;

“Change of Control Event” means a shareholder, or a group of associated shareholders, becoming entitled to sufficient shares in the Company to give it or them the ability and that ability is successfully exercised, in a general meeting, to replace all or a majority of the Board of the Company; and

“Corporations Act” means the *Corporations Act 2001* (Cth).

PROXY FORM

COMPANY ADDRESS:
PO Box 1099
WEST PERTH WA 6872

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

HIN/SRN No.:

STEP 1: Indicate How your Vote will be Cast (select one option only)

1. Vote Directly

Record my/our votes strictly in accordance with directions in **STEP 3**.

PLEASE NOTE:

A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item. **GO TO STEP 3**

OR

2. Appoint a Proxy to Vote on Your Behalf. I/We 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 Chairperson 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 General Meeting of the Company to be held at 10.30am WST on Thursday 22 November 2012 at the Ocean Plaza 1, Rendezvous Hotel Perth, The Esplanade, Scarborough, Western Australia and at any adjournment of that meeting. **GO TO STEP 2**

STEP 2: Important for Resolution 4 to 8 - if the Chairman of the meeting is your proxy or is appointed as your proxy by default and you have not directed him how to vote on Resolutions 4 to 8 below, please mark the box in this section.

If you do not mark this box and you have not directed your proxy how to vote on the resolutions, the Chairman will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called on the resolutions. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote on by either marking the relevant boxes in step 3 below, or by marking this box (in which case the Chairman will vote in favour of the resolutions). **The Chairman has advised that his intention is to vote in favour of each resolution.**

 I/We (except where I/we have indicated a different voting intention below):

- a) direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on each resolution; and
b) acknowledge that the Chairman of the Meeting may exercise the proxy even if the Chairman has an interest in the outcome of the resolution and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 3: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions:

Resolution	For	Against	Abstain*
1. Election of Director – Nicholas John Silverthorne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of issue of Shares to Pendulum Capital Pty Ltd clients	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of issue of Shares to John Gallop	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of issue of options to Patrick Pearcey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of issue of options issued to Mark Silverthorne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of issue of options issued to John Gallop	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of issue of options issued to Damian Wright	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Remuneration Report The Chairman of the Meeting intends to vote all available proxies in favour.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 on a poll and your votes will not be counted in computing the required majority.

Signature(s) required over page.

SIGN: Signature of Security holder(s) This section must be signed in accordance with the instructions overleaf.

Individual or Security Holder 1

Sole Director and Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

My/Our contact details in case of enquiries are:

Contact Name

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Contact Number

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NOTES

1. Name and Address

This is the name and address on the Share Register of VIENTO GROUP LIMITED. If this information is incorrect, please make corrections on this 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 Chairperson of the Meeting as your Proxy please mark 'X' in the box in Step 1. If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3. Directing your Proxy how to vote

To direct the Proxy how to vote place an 'X' in one of the boxes opposite each item of business in Step 3. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions. If you don't mark Step 3 your proxy may vote as he or she chooses. If you mark more than one box on an item your vote will be invalid.

4. 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 obtained by telephoning the Company on 1 300 555 505 or you may photocopy this form.

To appoint a second Proxy you must:

- On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- Return both forms together.

5. Signing Instructions

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

Joint Holding: where the holding is in more than one name all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Registry. If you have not previously lodged this document for notation, 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 Corporations Act 2001) does not have a Company Secretary, a sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's Share Registry.

6. Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 10.30am WST on Tuesday 20 November 2012 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the Company; you are encouraged to submit your proxy. The addresses of Company are as follows:

By mail: Viento Group Limited
PO Box 1099
WEST PERTH WA 6872

By Hand: Viento Group Limited
Level 1
76 Hasler Road
Osborne Park WA 6017

By Fax: + 61 8 9443 9980

By email: info@vientogroup.com